

TERRA INDUSTRIES INC  
Form 425  
March 23, 2009

## UNITED STATES

# SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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## FORM 8-K

### CURRENT REPORT

Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934

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Date of Report (Date of earliest event reported): **March 23, 2009**

## CF Industries Holdings, Inc.

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-32597**  
(Commission  
File Number)

**20-2697511**  
(I.R.S. Employer  
Identification No.)

**4 Parkway North, Suite 400**  
**Deerfield, IL**  
(Address of principal  
executive offices)

**60015**  
(Zip Code)

Registrant's telephone number, including area code: **(847) 405-2400**

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(Former name or former address if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01 Other Events.**

On March 23, 2009, CF Industries Holdings, Inc. ( CF ) issued a press release announcing that its board of directors has recommended that CF's stockholders reject Agrium Inc.'s offer to acquire all outstanding shares of CF. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Also on March 23, 2009, CF issued a press release announcing that its board of directors has reaffirmed its intention to pursue a business combination with Terra Industries Inc. A copy of the press release is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description of Exhibit</b>
99.1	Press Release.
99.2	Press Release

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**Date:** March 23, 2009

**CF INDUSTRIES HOLDINGS, INC.**

<b>By:</b>	/s/ Douglas C. Barnard	
	<b>Name:</b>	Douglas C. Barnard
	<b>Title:</b>	Vice President, General Counsel, and Secretary

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release.
99.2	Press Release.