

CF Industries Holdings, Inc.  
Form 8-K  
May 23, 2016

**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): **May 22, 2016**

**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, Illinois**  
(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):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.02 Termination of a Material Definitive Agreement.**

As previously disclosed, on August 6, 2015, CF Industries Holdings, Inc. ( CF Industries ), entered into a Combination Agreement (as amended, the Combination Agreement ) with OCI N.V. ( OCI ), and certain other parties named therein (collectively, the Parties ). On May 22, 2016, the Parties entered into a Termination Agreement, dated as of May 22, 2016 (the Termination Agreement ), under which the Parties agreed to terminate the Combination Agreement, including all schedules and exhibits thereto, and all ancillary agreements contemplated thereby or entered pursuant thereto (collectively, the Transaction Documents ), by mutual written consent. Pursuant to the Termination Agreement, CF Industries agreed to pay OCI a termination fee of \$150 million in cash on or before May 24, 2016. The Parties also agreed to release each other from any and all claims, actions, obligations, liabilities, expenses and fees in connection with, arising out of or related to the Transaction Documents or the transactions contemplated thereby.

The foregoing description of the Termination Agreement does not purport to be complete and is qualified in its entirety by reference to the Termination Agreement, a copy of which is attached hereto as Exhibit 10.1 and the terms of which are incorporated herein by reference.

**Item 7.01 Regulation FD Disclosure.**

On May 23, 2016, CF Industries issued a press release announcing the termination of the Combination Agreement. A copy of the press release is attached hereto as Exhibit 99.1.

On May 23, 2016, CF Industries will host a conference call at which the presentation attached hereto as Exhibit 99.2 will be used.

The information set forth herein, including the exhibits attached hereto, shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in any such filing.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

| Exhibit No. | Description  |
|-------------|--|
| 10.1        | Termination Agreement, dated as of May 22, 2016, by and among CF Industries Holdings, Inc., OCI N.V. and certain other parties named therein |
| 99.1        | Press Release, dated May 23, 2016  |
| 99.2        | Presentation of CF Industries Holdings, Inc., dated May 23, 2016   |



**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: May 23, 2016

**CF INDUSTRIES HOLDINGS, INC.**

|        |                        |  |
|--------|------------------------|--|
| By:    | /s/ Douglas C. Barnard |  |
| Name:  |                        | Douglas C. Barnard                                       |
| Title: |                        | Senior Vice President, General<br>Counsel, and Secretary |

**EXHIBIT INDEX**

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