

TERRA INDUSTRIES INC
Form 8-K
November 18, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT

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

Date of report (Date of earliest event reported): November 17, 2004

TERRA INDUSTRIES INC.

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

Maryland
(State or other jurisdiction
of incorporation)

1-8520
(Commission File Number)

52-1145429
(IRS Employer

Identification No.)

Terra Centre
600 Fourth Street, P.O. Box 6000
Sioux City, Iowa 51102-6000

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(712) 277-1340

(Address of Principal Executive Offices, including Zip Code)

(Registrant's Telephone Number, Including Area Code)

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 9.01 Financial Statements and Exhibits.

Set forth below are certain financial statements relating to the pending acquisition of Mississippi Chemical Corporation:

(b) *Pro Forma Financial Information.*

The unaudited pro forma financial information of Terra Industries, Inc. for the year ended December 31, 2003 and the nine months ending September 30, 2004 are attached hereto as Exhibit 99.1.

(c) *Exhibits.*

Exhibit 99.1 - Pro forma financial information for the year ended December 31, 2003 and the nine months ended September 30, 2004.

SIGNATURES

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

TERRA INDUSTRIES INC.

/s/ Mark A. Kalafut

Mark A. Kalafut
Vice President, General Counsel and

Corporate Secretary

Date: November 17, 2004