

TERRA INDUSTRIES INC
Form 8-K
December 21, 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): December 20, 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:

(a) *Consolidated Financial Statements of the Business to be Acquired.*

Pursuant to Rules 12b-23 and 12b-32, the consolidated balance sheets as of September 30, 2004 and June 30, 2004 and the related consolidated statements of operations, shareholders' (deficit) equity, and cash flows for the three months ended June 30, 2004 and 2003, as filed with their Quarterly Report on Form 10-Q on November 15, 2004 are incorporated by reference and attached hereto as Exhibit 99.1.

(c) *Exhibits.*

Exhibit 99.1 - Mississippi Chemical Corporation and subsidiaries' consolidated financial statements as of September 30, 2004 and June 30, 2004 and for the three months ended June 30, 2004 and 2003.

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: December 20, 2004