

CF Industries Holdings, Inc.
Form 8-K
September 10, 2007

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 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): **September 4, 2007**

CF Industries Holdings, Inc.

(Exact name of Registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

20-2697511

(Commission
File Number)

001-32597

(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**

(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))

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o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01 Entry into a Material Definitive Agreement.

On September 4, 2007, CF Industries Holdings, Inc. (the Company, we, us or our) consented to the assignment by Agrilience LLC (Agrilience) to CHS Inc. (CHS) of Agrilience s rights and obligations under the Multiple Year Contract for the Purchase and Sale of Fertilizer between the Company and Agrilience, dated as of July 1, 2005 (the Supply Agreement), in connection with Agrilience s transfer of its wholesale crop nutrients business to CHS.

A description of the Supply Agreement and our other dealings with Agrilience and CHS is found on pages 101 to 103, under the heading Related Party Transactions, in the Company s annual report on Form 10-K for the fiscal year ended December 31, 2006, which description is incorporated herein by reference.

Agrilience is a 50-50 joint venture between CHS and Land O Lakes, Inc. CHS, which was one of our pre-initial public offering (IPO) owners, was the beneficial owner of approximately 2.9% of our outstanding common stock as of December 31, 2006. John D. Johnson, the president and chief executive officer of CHS, is a member of our board of directors. Land O Lakes, Inc. was also one of our pre-IPO owners, but it is no longer a related party.

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: September 10, 2007

CF INDUSTRIES HOLDINGS, INC.

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