

Edgar Filing: CF Industries Holdings, Inc. - Form FWP

CF Industries Holdings, Inc.  
Form FWP  
April 16, 2010

Filed pursuant to Rule 433

Issuer Free Writing Prospectus dated April 15, 2010

Supplementing the Preliminary Prospectus Supplement dated April 12, 2010

(To Prospectus dated March 2, 2010)

Registration Statement No. 333-165143

**CF INDUSTRIES HOLDINGS, INC.**

**Pricing Sheet April 15, 2010**

**11,235,956 Shares of Common Stock**

|  |  |
|--|--|
| <b>Issuer:</b>                                 | CF Industries Holdings, Inc.   |
| <b>Stock Symbol / Exchange:</b>                | CF / New York Stock Exchange   |
| <b>Price to Public:</b>                        | \$89 per share   |
| <b>Common Stock Offered:</b>                   | 11,235,956 shares  |
| <b>Over-Allotment Option:</b>                  | 1,685,394 shares   |
| <b>Underwriting Discounts and Commissions:</b> | \$35,000,003 (or approximately \$40,250,005 if the underwriters' over-allotment option is exercised)   |
| <b>Net Proceeds (Excluding Expenses):</b>      | \$965,000,081 (or approximately \$1,109,750,145 if the underwriters' over-allotment option is exercised)                                       |
| <b>Trade Date:</b>                             | April 15, 2010   |
| <b>Closing Date:</b>                           | April 21, 2010   |
| <b>Sole Book-Running Manager:</b>              | Morgan Stanley & Co. Incorporated  |
| <b>Senior Co-Manager:</b>                      | Mitsubishi UFJ Securities (USA), Inc.  |
| <b>Co-Managers:</b>                            | BMO Capital Markets Corp<br>Natixis Bleichroeder LLC<br>Wells Fargo Securities, LLC<br>Broadpoint Capital, Inc.<br>Dahlman Rose & Company, LLC |

## Edgar Filing: CF Industries Holdings, Inc. - Form FWP

Prior to purchasing the common stock being offered pursuant to the prospectus supplement, on April 15, 2010, Morgan Stanley & Co. Incorporated purchased, on behalf of the syndicate, 132,300 shares at \$90 per share in stabilizing transactions.

The issuer has filed a registration statement (including a prospectus) with the Securities and Exchange Commission (the SEC) for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement, the preliminary prospectus supplement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC web site at [www.sec.gov](http://www.sec.gov). Copies of the prospectus supplement and accompanying prospectus relating to this offering may also be obtained by contacting Morgan Stanley, Prospectus Department, at 180 Varick Street, 2nd Floor, New York, N.Y., 10014 (1-866-718-1649, email: [prospectus@morganstanley.com](mailto:prospectus@morganstanley.com)); and from Mitsubishi UFJ Securities (USA), Inc., Attention: Capital Markets Group, 1633 Broadway, 29th Floor, New York, NY 10019, (1-877-649-6848).

This communication should be read in conjunction with the preliminary prospectus supplement, dated April 12, 2010, and the accompanying prospectus, dated March 2, 2010. The information in this communication supersedes the information in the preliminary prospectus supplement and the accompanying prospectus to the extent inconsistent with the information in the preliminary prospectus supplement and the accompanying prospectus.

---