

CF Industries Holdings, Inc.
Form 8-K
March 04, 2014

**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): **March 4, 2014**

CF Industries Holdings, Inc.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-32597
(Commission File No.)

20-2697511
(I.R.S. Employer
Identification Number)

4 Parkway North, Suite 400
Deerfield, IL
(Address of principal
executive office)

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:

- 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 8.01 Other Events.

CF Industries Holdings, Inc. (the Company) is filing this Current Report on Form 8-K to provide on a supplemental basis certain unaudited pro forma condensed consolidated financial information, filed as Exhibit 99.1 to this report, related to the previously-announced agreement to sell its phosphate mining and manufacturing business to the Mosaic Company. The sale transaction is expected to close in the first half of 2014. The information in Exhibit 99.1 to this report is incorporated by reference herein. Exhibit 12 to this report sets forth the computation of the Company's ratio of earnings to fixed charges for the years 2009 through 2013.

Cautionary Statements Regarding Forward-Looking Information

This Current Report on Form 8-K contains forward-looking statements. These forward-looking statements are not guarantees of future performance and are subject to a number of assumptions, risks and uncertainties, many of which are beyond the Company's control, which could cause actual results to differ materially from such statements. These statements include, but are not limited to, statements about the benefits, expected timing of closing and other aspects of the proposed transactions with Mosaic; statements about future strategic plans; and statements about future financial and operating results. Important factors that could cause actual results to differ materially from the Company's expectations include, among others: risks and uncertainties arising from the possibility that the proposed transactions with Mosaic may be delayed or may not occur, including delays arising from any ability to obtain governmental approvals of the transactions; the risk that other conditions to the closing of the proposed transactions with Mosaic may not be satisfied; difficulties with realization of the benefits of the proposed transactions with Mosaic; the risk that disruptions from the proposed transactions with Mosaic will harm relationships with customers, employees and suppliers; the volatility of natural gas prices in North America; the cyclical nature of the Company's business and the agricultural sector; the global commodity nature of the Company's fertilizer products, the impact of global supply and demand on the Company's selling prices, and the intense global competition from other fertilizer producers; conditions in the U.S. agricultural industry; reliance on third party providers of transportation services and equipment; risks associated with cyber security; weather conditions; the Company's ability to complete its production capacity expansion projects on schedule as planned and on budget or at all; risks associated with other expansions of the Company's business, including unanticipated adverse consequences and the significant resources that could be required; potential liabilities and expenditures related to environmental and health and safety laws and regulations; the Company's potential inability to obtain or maintain required permits and governmental approvals or to meet financial assurance requirements from governmental authorities; future regulatory restrictions and requirements related to greenhouse gas emissions; the seasonality of the fertilizer business; the impact of changing market conditions on the Company's forward sales programs; risks involving derivatives and the effectiveness of the Company's risk measurement and hedging activities; the significant risks and hazards involved in producing and handling the Company's products against which it may not be fully insured; the Company's reliance on a limited number of key facilities; risks associated with joint ventures; acts of terrorism and regulations to combat terrorism; difficulties in securing the supply and delivery of raw materials, increases in their costs or delays or interruptions in their delivery; risks associated with international operations; losses on the Company's investments in securities; deterioration of global market and economic conditions; the Company's ability to manage its indebtedness; and loss of key members of management and professional staff. More detailed information about factors that may affect the Company's performance may be found in the Company's filings with the Securities and Exchange Commission, including its most recent periodic report filed on Form 10-K. Forward-looking statements are given only as of the date hereof and the Company disclaims any obligation to update or revise the forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.

Description of Exhibit

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12 Ratio of Earnings to Fixed Charges
99.1 Unaudited Pro Forma Condensed Consolidated Financial Statements of CF Industries Holdings, Inc.

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: March 4, 2014

CF INDUSTRIES HOLDINGS, INC.

| | | |
|--------|------------------------|---|
| By: | /s/ Dennis P. Kelleher | |
| Name: | | Dennis P. Kelleher |
| Title: | | Senior Vice President and Chief Financial Officer |

EXHIBIT INDEX

| Exhibit No. | Description of Exhibit |
|--------------------|---|
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| 99.1 | Unaudited Pro Forma Condensed Consolidated Financial Statements |