

CF Industries Holdings, Inc.
Form 8-K
February 02, 2011

**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): **February 1, 2011**

CF Industries Holdings, Inc.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-32597
(Commission
File Number)

20-2697511
(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)

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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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On February 1, 2011, the board of directors (the Board) of CF Industries Holdings, Inc. (the Company) elected Robert G. Kuhbach to the Board, effective immediately, to serve as a Class III director. It is expected that Mr. Kuhbach will stand for re-election by stockholders at the Company's 2011 annual meeting of stockholders. In connection with his election, Mr. Kuhbach has been appointed to serve as a member of the Company's audit committee and corporate governance and nominating committee. With Mr. Kuhbach's election, the Board now has ten directors, seven of whom are independent.

Mr. Kuhbach will receive a cash retainer of \$55,000 and a restricted stock grant with a fair market value of \$100,000 in connection with his election as a director.

On February 1, 2011, the Company issued a press release regarding Mr. Kuhbach's election. A copy of the press release is filed as an exhibit to this Current Report on Form 8-K and is incorporated by reference into this Item 5.02.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit No. | Description of Exhibit |
|--------------------|--|
| 99.1 | Press Release Issued by CF Industries Holdings, Inc. on February 1, 2011 |

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: February 2, 2011

CF INDUSTRIES HOLDINGS, INC.

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

EXHIBIT INDEX

| Exhibit No. | Description of Exhibit |
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