

CF Industries Holdings, Inc.  
Form 8-K  
May 11, 2012

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934**

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Date of Report (Date of earliest event reported): **May 10, 2012**

**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**

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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 (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 5.07 Submission of Matters to a Vote of Security Holders.**

(a) The 2012 annual meeting of stockholders of CF Industries Holdings, Inc. (the Company) was held on May 10, 2012.

(b) The final results of the items submitted to a vote of stockholders are as follows:

1. The election of two class I directors to serve until the 2015 annual meeting of stockholders:

	Votes For	Votes Withheld	Abstentions	Broker Non-Votes
Stephen A. Furbacher	23,123,239	29,812,754		3,173,085
John D. Johnson	27,687,002	25,248,991		3,173,085

2. The advisory vote regarding the compensation of the Company's named executive officers:

	Votes For	Votes Against	Abstentions	Broker Non-Votes
Advisory vote on executive compensation	49,695,134	3,177,751	62,928	3,173,085

3. The ratification of the selection of KPMG LLP as the Company's independent registered public accounting firm for 2012:

	Votes For	Votes Against	Abstentions	Broker Non-Votes
Ratification of KPMG as independent auditors	56,031,239	50,647	27,192	

4. Stockholder proposal regarding declassification of the board of directors of the Company:

	Votes For	Votes Against	Abstentions	Broker Non-Votes
Stockholder proposal	49,078,828	3,786,111	71,054	3,173,085

5. Stockholder proposal regarding majority voting standard for director elections:

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	<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
Stockholder proposal	48,492,831	4,372,284	70,878	3,173,085

**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:** May 11, 2012

**CF INDUSTRIES HOLDINGS, INC.**

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