

MOSAIC CO  
Form 8-K  
August 04, 2006

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

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

Date of Report (Date of earliest event reported): August 1, 2006

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**THE MOSAIC COMPANY**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction

of incorporation)

**001-32327**  
(Commission File Number)

**20-0891589**  
(IRS Employer

Identification No.)

**3033 Campus Drive**

**Suite E490**

**Plymouth, Minnesota**  
(Address of principal executive offices)

**55441**  
(Zip Code)

Registrant's telephone number, including area code: **(800) 918-8270**

Not applicable

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(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 2.02. Results of Operations and Financial Condition.**

The following information is being furnished in accordance with General Instruction B.2. of Form 8-K and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities of that section, nor shall it be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended (the Securities Act), or the Exchange Act, except as expressly set forth by specific reference in such filing:

On August 1, 2006, The Mosaic Company ( Mosaic ) hosted a conference call discussing its financial results for the fiscal quarter ended May 31, 2006. Furnished herewith as Exhibit 99.1 and incorporated by reference herein is a copy of the transcript of the conference call.

In Exhibit 99.1 and Mosaic's press release issued August 1, 2006 announcing results for the fourth quarter of fiscal 2006, Mosaic furnished guidance for the sales volume of its Phosphates business segment ( Phosphates ) of approximately 9.5 to 9.9 million tonnes for fiscal 2007, including approximately 0.2 million tonnes of granular triple superphosphate sourced from Maroc Phosphore S.A. (MP), an affiliate of Office Cherifien des Phosphates (OCP) Group of Morocco, and approximately 0.9 million tonnes of animal feed ingredients. This guidance reflects a slight increase from Mosaic's prior guidance due to anticipated Phosphates sales of about 0.3 million tonnes, from existing inventory stocks, in excess of production volume.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits.

Reference is made to the Exhibit Index hereto with respect to the exhibit furnished herewith. The exhibit listed in the Exhibit Index hereto is being furnished in accordance with General Instruction B.2. of Form 8-K and shall not be deemed filed for purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities of that section, nor shall it be deemed to be incorporated by reference in any filing under the Securities Act or the Exchange Act, except as expressly set forth by specific reference in such filing.

**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.

**THE MOSAIC COMPANY**

Date: August 4, 2006

By: /s/ Richard L. Mack  
Name: Richard L. Mack  
Title: Senior Vice President, General  
Counsel and Corporate Secretary

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Transcript of conference call of The Mosaic Company held on August 1, 2006