

CF Industries Holdings, Inc.
Form 8-K
October 29, 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): **October 27, 2014**

CF Industries Holdings, Inc.

(Exact name of registrant as specified in its charter)

| | | |
|---|-----------------------------|---|
| Delaware | 001-32597 | 20-2697511 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (I.R.S. Employer Identification No.) |

4 Parkway North, Suite 400

Deerfield, Illinois
(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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On October 27, 2014, the Board of Directors (the Board) of CF Industries Holdings, Inc. (the Company) elected Theresa E. Wagler to the Board effective immediately. Ms. Wagler is expected to stand for re-election by stockholders at the Company's 2015 annual meeting of stockholders. In connection with her election to the Board, Ms. Wagler has been appointed to serve as a member of the Audit Committee of the Board and the Corporate Governance and Nominating Committee of the Board. Upon her election to the Board, Ms. Wagler received a restricted stock grant under the Company's 2014 Equity and Incentive Plan with a fair market value of \$120,000. In addition, as a non-employee director, Ms. Wagler is entitled to an annual cash retainer of \$100,000, payable quarterly. She received an initial \$25,000 retainer payment for the fourth quarter of 2014 upon her election to the Board. Ms. Wagler has also entered into the Company's standard indemnification agreement for officers and directors, under which the Company is required to indemnify Ms. Wagler to the fullest extent permitted by the General Corporation Law of the State of Delaware in connection with any proceedings relating to her being or having been a director of the Company and to advance any expenses incurred by Ms. Wagler in connection with such proceedings. A form of the Company's standard indemnification agreement was filed as Exhibit 10.10 to Amendment No. 2 to the Company's registration statement on Form S-1 filed with the Securities and Exchange Commission on July 20, 2005 (File No. 333-124949).

On October 27, 2014, the Company issued a press release regarding Ms. Wagler's election to the Board. The press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit No. | Description |
|-------------|--------------------------------------|
| 99.1 | Press release dated October 27, 2014 |

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: October 29, 2014

CF INDUSTRIES HOLDINGS, INC.

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

EXHIBIT INDEX

| Exhibit No. | Description |
|--------------------|--------------------------------------|
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