

CF Industries Holdings, Inc.  
Form 8-K  
May 17, 2011

**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 11, 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**

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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 2011 annual meeting of stockholders of CF Industries Holdings, Inc. (the Company) was held on May 11, 2011.

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

1. The election of four class III directors to serve until the 2014 annual meeting of stockholders:

|                   | Votes For  | Votes Withheld | Abstentions | Broker Non-Votes |
|-------------------|------------|----------------|-------------|------------------|
| Stephen R. Wilson | 52,728,596 | 3,833,577      |             | 4,064,353        |
| Wallace W. Creek  | 55,501,613 | 1,060,560      |             | 4,064,353        |
| William Davisson  | 55,300,968 | 1,261,205      |             | 4,064,353        |
| Robert G. Kuhbach | 55,832,179 | 724,994        |             | 4,064,353        |

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 | 52,589,552 | 3,534,033     | 438,588     | 4,064,353        |

3. The advisory vote on the frequency at which the Company should include an advisory vote regarding the compensation of its named executive officers in its proxy statement for stockholder consideration:

|   | 3 Years    | 2 Years   | 1 Year     | Abstentions | Broker Non-Votes |
|---|------------|-----------|------------|-------------|------------------|
| Advisory vote on the frequency of the advisory vote on executive compensation | 15,188,803 | 1,009,435 | 40,270,477 | 93,458      | 4,064,353        |

See item 5.07(d) below.

4. The ratification of the selection of KPMG LLP as the Company's independent registered public accounting firm for 2011:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-----------|---------------|-------------|------------------|
|-----------|---------------|-------------|------------------|

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|  |            |        |        |
|--|------------|--------|--------|
| Ratification of KPMG as independent auditors | 60,550,635 | 57,663 | 18,228 |
|--|------------|--------|--------|

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

|                      | Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|----------------------|------------|---------------|-------------|------------------|
| Stockholder proposal | 50,573,857 | 5,946,427     | 41,889      | 4,064,353        |

(d) Following the Company's annual meeting of stockholders, the Company's board of directors adopted a resolution providing that an advisory vote on executive compensation would be held annually until the next advisory vote on the frequency of advisory votes regarding the compensation of the Company's named executive officers, which will occur no later than the Company's annual meeting of stockholders in 2017.

**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 17, 2011

**CF INDUSTRIES HOLDINGS, INC.**

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