

CF Industries Holdings, Inc.
Form DFAN14A
December 04, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)**

Filed by the Registrant

Filed by a Party other than the Registrant x

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only

(as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

x Soliciting Material Pursuant to §240.14a-12

CF INDUSTRIES HOLDINGS, INC.

(Name of Registrant as Specified In Its Charter)

AGRIUM INC.

NORTH ACQUISITION CO.

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

x No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

The following is filed in connection with Agrium Inc.'s press release entitled "Agrium to Nominate Directors to CF Board; Challenges CF to Drop Poison Pill":

Information Concerning Participants in the Solicitation of Proxies by

Agrium Inc. and North Acquisition Co. in Connection with the

2010 Annual Meeting of Stockholders of CF Industries Holdings, Inc.

(Furnished pursuant to Rule 14a-12 of the Securities Exchange Act of 1934)

Each of (i) Agrium Inc. ("Agrium"), (ii) Agrium's directors and executive officers, (iii) North Acquisition Co., a wholly-owned subsidiary of Agrium, ("North") (Agrium and North collectively referred to as "Agrium"), (iv) North's directors and executive officers and (v) certain other persons identified below are participants in the solicitation of proxies by Agrium to elect directors at the 2010 Annual Meeting of Stockholders of CF Industries Holdings, Inc. ("CF"), including any and all adjournments, postponements, continuations or rescheduling thereof, or any other meeting of stockholders held in lieu thereof (the "Annual Meeting"). On December 2, 2009, Agrium announced that it intended to nominate a slate of directors to stand for election at the Annual Meeting in connection with Agrium's proposed acquisition of all of the outstanding shares of CF for \$45.00 in cash and 1.0 Agrium common share for each share of CF.

Set forth below are the names of the directors, executive officers and other employees of Agrium that are participants in the solicitation of proxies with Agrium.

Agrium Directors:

Frank W. Proto

Ralph S. Cunningham

Germaine Gibara

Russell K. Girling

Susan A. Henry

Russell J. Horner

A. Anne McLellan

Derek G. Pannell

Victor J. Zaleschuk

Michael M. Wilson

Agrium Executive Officers:

Gary J. Daniel Corporate Secretary & Senior Legal Counsel

Stephen G. Dyer Vice President, Retail West Region

Patrick J. Freeman Vice President & Treasurer

Richard L. Gearheard Senior Vice President, and President, Retail Business Unit

James M. Grossett Senior Vice President, Human Resources

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Kevin R. Helash Vice President, Marketing & Distribution

Angela S. Lekatsas Vice President, Corporate Controller & Chief Risk Officer

Charles V. Magro Vice President, Manufacturing

Andrew K. Mittag Senior Vice President and President, Agrium Advanced Technologies Business Unit

Leslie A. O Donoghue Chief Legal Officer and Senior Vice President, Business Development

Joni R. Paulus General Counsel

Christopher W. Tworek Vice President, Special Projects

Thomas E. Warner Vice President, Retail East Region

Bruce G. Waterman Senior Vice President, Finance & Chief Financial Officer

Ron A. Wilkinson Senior Vice President, and President, Wholesale Business Unit

Michael M. Wilson President & Chief Executive Officer

Other Employees of Agrium:

Richard Downey Senior Director, Investor Relations

Todd Coakwell Investor Relations

Set forth below are the names of the directors and executive officers of North that are participants in the solicitation of proxies by Agrium to elect directors at the Annual Meeting.

North Directors and Executive Officers:

Ron A. Wilkinson Director and President

Kevin R. Helash Vice President

Gary J. Daniel Corporate Secretary

Breen Neeser Vice President

Each of the individuals nominated by Agrium to stand for election at the Annual Meeting will be participants in the solicitation of proxies by Agrium to elect directors at the Annual Meeting. Information about such participants will be set forth in a subsequent Schedule 14A.

Agrium is the beneficial owner of 1,241,849 shares of CF which represents approximately 2.56% of the outstanding shares of CF as of November 4, 2009 (based on the number of outstanding shares of CF as set forth by CF in its Schedule 14D-9 filed on November 9, 2009). Angela S. Lekatsas, Vice President, Corporate Controller & Chief Risk Officer, of Agrium, Kevin R. Helash, Vice President, Marketing & Distribution, of Agrium and Richard Downey, Senior Director, Investor Relations, of Agrium, beneficially own 50, 250 and 90 shares of CF, respectively.

Additional Information:

Agrium intends to file a proxy statement in connection with the election of directors at the Annual Meeting. CF STOCKHOLDERS ARE STRONGLY ADVISED TO READ THE PROXY STATEMENT WHEN IT BECOMES AVAILABLE, AS IT WILL CONTAIN IMPORTANT INFORMATION. Copies of any documents filed by Agrium with the Securities and Exchange Commission (the SEC) are available free of charge through the web site maintained by the SEC at www.sec.gov, by calling the SEC at telephone number 800-SEC-0330 or by directing a request to the Agrium Investor Relations/Media Department, Agrium Inc, 13131 Lake Fraser Drive S.E., Calgary, Alberta, Canada T2J 7E8. Free copies of any such documents can also be obtained by calling Georgeson Inc. toll-free at (866) 318-0506.