

TERRA INDUSTRIES INC
Form 425
May 22, 2009

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): **May 22, 2009**

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 8.01

Other Events.

On May 22, 2009, CF Industries Holdings, Inc. ("CF") issued a press release announcing that it has extended the expiration date of its exchange offer (the "Offer") for all of the outstanding shares of Terra Industries Inc. to Friday, June 26, 2009. The Offer, which was scheduled to expire at 5:00 p.m., Eastern time, on Friday, June 12, 2009, has been extended until 5:00 p.m., Eastern time, Friday, June 26, 2009, unless further extended. All other terms and conditions of the Offer remain unchanged.

Item 9.01

Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.

Description of Exhibit

99.1 Press Release.

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 22, 2009

CF INDUSTRIES HOLDINGS, INC.

By:

/s/ Douglas C. Barnard

Name: Douglas C. Barnard

Title: Vice President, General Counsel, and
Secretary

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press Release.