

CF Industries Holdings, Inc.  
Form SC TO-T/A  
March 27, 2009

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

**Washington, D.C. 20549**

**Amendment No. 2**  
**to**  
**SCHEDULE TO**  
**Tender Offer Statement under Section 14(d)(1) or 13(e)(1)**  
**of the Securities Exchange Act of 1934**

**CF INDUSTRIES HOLDINGS, INC.**

(Name of Subject Company (Issuer))

**AGRIUM INC.**

**NORTH ACQUISITION CO.**

(Names of Filing Persons (Offerors))

**Common Stock, par value \$0.01 per share,**

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including the associated Series A Junior Participating Preferred Stock purchase rights

(Title of Class of Securities)

**125269100**

(CUSIP Number of Class of Securities)

**CT Corporation System**

**111 Eighth Avenue, 13th Floor**

**New York, New York 10011**

**(212) 894-8700**

(Name, Address and Telephone Numbers of Person Authorized

to Receive Notices and Communications on Behalf of Filing Persons)

*Copies to:*

<b>Leslie O Donoghue</b>	<b>Patrick C. Finnerty</b>	<b>Edwin S. Maynard</b>
<b>Agrium Inc.</b>	<b>Blake, Cassels &amp; Graydon LLP</b>	<b>Robert B. Schumer</b>
<b>13131 Lake Fraser Drive S.E.</b>	<b>3500 Bankers Hall East Tower</b>	<b>Paul, Weiss, Rifkind, Wharton &amp; Garrison LLP</b>
<b>Calgary, Alberta</b>	<b>855 Second Street SW</b>	<b>1285 Avenue of the Americas</b>
<b>T2J 7E8 Canada</b>	<b>Calgary, Alberta</b>	<b>New York, New York 10019-6064</b>
<b>(403) 225-7000</b>	<b>T2P 4J8 Canada</b>	<b>(212) 373-3000</b>
	<b>(403) 260-9600</b>	

**CALCULATION OF FILING FEE**

**Transaction Valuation\***  
\$3,024,599,066

**Amount of  
Filing Fee\*\***  
\$168,773

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\* Estimated for purposes of calculating the amount of the filing fee only, in accordance with Rule 0-11(a)(4) and 0-11(d) under the U.S. Securities and Exchange Act of 1934, as amended (the Exchange Act ). The market value of the securities to be received was calculated as the product of (i) 50,171,669 shares of common stock of CF Industries Holdings, Inc., a Delaware corporation ( CFI ), par value \$0.01 per share (the sum of (x) 48,393,284 shares of CFI common stock outstanding as of January 31, 2009 and (y) 1,778,385 shares of CFI common stock issuable upon the exercise of outstanding options as of December 31, 2008 (in each case, as set forth by CFI in its Form 10-K, filed on February 26, 2009)) and (ii) the average of the high and low sales prices of CFI common stock as reported on the New York Stock Exchange on March 9, 2009 (\$60.285).

\*\* The amount of the filing fee, calculated in accordance with Section 13(e) of the Exchange Act, equals \$55.80 per million dollars of the transaction valuation.

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

Amount Previously Paid: \$168,773  
Form or Registration No.: Form F-4 (333-157966) and Schedule TO

Filing Party: Agrium Inc.  
Date Filed: March 16, 2009

.. Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.  
Check the appropriate boxes below to designate any transactions to which the statement relates:

x third-party tender offer subject to Rule 14d-1.

.. issuer tender offer subject to Rule 13e-4.

.. going-private transaction subject to Rule 13e-3.

.. amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: ..

This Amendment No. 2 (this Amendment) to the Tender Offer Statement on Schedule TO (as amended, the Schedule TO) amends and supplements the tender offer statement originally filed with the U.S. Securities and Exchange Commission (the SEC) on March 16, 2009, as subsequently amended from time to time, by Agrium Inc., a corporation governed by the Canada Business Corporations Act (Agrium), and North Acquisition Co., a Delaware corporation (the Offeror) and a wholly-owned subsidiary of Agrium. This Schedule TO relates to the offer (the Offer) by Offeror to exchange for each outstanding share of common stock of CF Industries Holdings, Inc., a Delaware corporation (CFI), par value \$0.01 per share (including the associated Series A Junior Participating Preferred Stock purchase rights, the Shares), at the election of the holder of such Share, one of the following: (a) \$31.70 in cash, without interest, and 1.0 common share of Agrium, no par value (the Agrium Common Share), (b) 1.7866 Agrium Common Shares (the Stock Consideration), or (c) \$72.00 in cash, without interest (the Cash Consideration), subject, in the case of elections of the Stock Consideration or the Cash Consideration, to the proration procedures described in the Prospectus (as defined below) and the Letter of Election and Transmittal (as defined below). The terms and conditions of the Offer are set forth in the prospectus/offer to exchange (the Prospectus), which is a part of the Registration Statement on Form F-4, dated March 16, 2009, and the related letter of election and transmittal (the Letter of Election and Transmittal), which are incorporated by reference as exhibits (a)(4) and (a)(1)(A), respectively, hereto. Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to such terms in the Prospectus.

**Item 1 through Item 11.**

All information contained in the Prospectus and the Letter of Election and Transmittal, and any amendment or supplement thereto related to the Offer, is hereby expressly incorporated by reference with respect to Items 1 through 11 of the Schedule TO, except that such information is amended and supplemented to the extent specifically provided herein.

***Filing under the HSR Act***

Item 11(a)(2) and (3) of the Schedule TO are amended and supplemented by adding the following:

Agrium filed a Form with the DOJ and the FTC on March 24, 2009. Under the HSR Act, the waiting period will expire at 11:59 p.m., New York City time, on Thursday, April 23, 2009, unless this period is earlier terminated or extended by the issuance of a second request.

**Item 12. Exhibits.**

Item 12 of the Schedule TO is amended and supplemented by adding the following:

- (a)(5)(C) Press release of Agrium dated March 27, 2009 (incorporated by reference to Agrium's filing pursuant to Rule 425 of the Securities Act on March 27, 2009).
- (a)(5)(D) Frequently Asked Questions (incorporated by reference to Agrium's filing pursuant to Rule 425 of the Securities Act on March 27, 2009).
- (a)(5)(E) Investor presentation (incorporated by reference to Agrium's filing pursuant to Rule 425 of the Securities Act on March 27, 2009).
- (a)(5)(F) Transcript of Agrium's investor/analyst conference call on March 27, 2009 (incorporated by reference to Agrium's filing pursuant to Rule 425 of the Securities Act on March 27, 2009).
- (a)(5)(G) Fact sheet (incorporated by reference to Agrium's filing pursuant to Rule 425 of the Securities Act on March 27, 2009).

**Item 13. Information Required by Schedule 13e-3.**

Not applicable.

**SIGNATURE**

After due inquiry and to the best of its knowledge and belief, each of the undersigned hereby certifies that the information set forth in this Schedule TO is true, complete and correct.

**AGRIUM INC.**

By: /s/ Bruce G. Waterman  
Name: Bruce G. Waterman  
Title: Senior Vice President, Finance &

Chief Financial Officer

By: /s/ Leslie A. O Donoughue  
Name: Leslie A. O Donoughue  
Title: Senior Vice President, General Counsel

& Corporate Secretary

**NORTH ACQUISITION CO.**

By: /s/ Breen Neeser  
Name: Breen Neeser  
Title: Vice President

By: /s/ Gary J. Daniel  
Name: Gary J. Daniel  
Title: Corporate Secretary

Dated: March 27, 2009

**EXHIBIT INDEX**

- (a)(1)(A) Letter of Election and Transmittal, including therein the Substitute Form W-9 (incorporated by reference to Exhibit 99.1 to the Registration Statement).
- (a)(1)(B) Notice of Guaranteed Delivery (incorporated by reference to Exhibit 99.2 to the Registration Statement).
- (a)(1)(C) Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees (incorporated by reference to Exhibit 99.3 to the Registration Statement).
- (a)(1)(D) Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees (incorporated by reference to Exhibit 99.4 to the Registration Statement).
- (a)(1)(E) Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9 (incorporated by reference to Exhibit 99.5 to the Registration Statement).
- (a)(1)(F) Summary Advertisement as Published in the Wall Street Journal on March 16, 2009 (incorporated by reference to Exhibit 99.6 to the Registration Statement).
- (a)(2) Not applicable.
- (a)(3) Not applicable.
- (a)(4) Prospectus/Offer to Exchange registering the offer and sale of Agrium Common Shares to be issued in the Offer (incorporated by reference to the Registration Statement).
- (a)(5)(A) Press release of Agrium dated March 16, 2009 (incorporated by reference to Agrium's filing pursuant to Rule 425 of the Securities Act on March 16, 2009).
- (a)(5)(B) Frequently Asked Questions (incorporated by reference to Agrium's filing pursuant to Rule 425 of the Securities Act on March 16, 2009).
- (a)(5)(C) Press release of Agrium dated March 27, 2009 (incorporated by reference to Agrium's filing pursuant to Rule 425 of the Securities Act on March 27, 2009).
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- (a)(5)(F) Transcript of Agrium's investor/analyst conference call on March 27, 2009 (incorporated by reference to Agrium's filing pursuant to Rule 425 of the Securities Act on March 27, 2009).
- (a)(5)(G) Fact sheet (incorporated by reference to Agrium's filing pursuant to Rule 425 of the Securities Act on March 27, 2009).
- (d) Not applicable.
- (g) Not applicable.
- (h) Opinion of Paul, Weiss, Rifkind, Wharton & Garrison LLP regarding tax matters (incorporated by reference to Exhibit 8.1 to the Registration Statement).