

CF Industries Holdings, Inc.
Form 8-K
May 11, 2012

**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 10, 2012**

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 2012 annual meeting of stockholders of CF Industries Holdings, Inc. (the Company) was held on May 10, 2012.

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

1. The election of two class I directors to serve until the 2015 annual meeting of stockholders:

| | Votes For | Votes Withheld | Abstentions | Broker Non-Votes |
|----------------------|------------|----------------|-------------|------------------|
| Stephen A. Furbacher | 23,123,239 | 29,812,754 | | 3,173,085 |
| John D. Johnson | 27,687,002 | 25,248,991 | | 3,173,085 |

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 | 49,695,134 | 3,177,751 | 62,928 | 3,173,085 |

3. The ratification of the selection of KPMG LLP as the Company's independent registered public accounting firm for 2012:

| | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|--|------------|---------------|-------------|------------------|
| Ratification of KPMG as independent auditors | 56,031,239 | 50,647 | 27,192 | |

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

| | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|----------------------|------------|---------------|-------------|------------------|
| Stockholder proposal | 49,078,828 | 3,786,111 | 71,054 | 3,173,085 |

5. Stockholder proposal regarding majority voting standard for director elections:

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| | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|----------------------|------------------|----------------------|--------------------|-----------------------------|
| Stockholder proposal | 48,492,831 | 4,372,284 | 70,878 | 3,173,085 |

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 11, 2012

CF INDUSTRIES HOLDINGS, INC.

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