

MOSAIC CO  
Form 8-K  
December 06, 2004

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

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): November 30, 2004**

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**THE MOSAIC COMPANY**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
  
of incorporation)

**001-32327**  
(Commission File Number)

**20-0891589**  
(IRS Employer

Identification No.)

12800 Whitewater Drive

55343

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**Minnetonka, Minnesota**  
(Address of principal executive offices)

(Zip Code)

**Registrant's telephone number, including area code: (952) 984-0316**

**Not applicable**

**(Former Name or Former Address, if Changed Since Last Report)**

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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 1.01. Entry Into a Material Definitive Agreement.**

On November 30, 2004, the board of directors of The Mosaic Company approved the terms of compensation to be paid to the non-management directors and chairman of the board of Mosaic. Compensation for non-management directors and the chairman includes an annual retainer of \$45,000 for serving as a director and \$90,000 for serving as the chairman of the board, respectively, as well as an additional retainer of \$10,000 for serving as the chair of the audit committee and \$5,000 for serving as the chair of any other committee of the board. Compensation also includes board and committee meeting attendance fees of \$1,800 and \$1,200 per meeting, respectively, and reimbursement of travel and business expenses. In addition, the non-management directors and the chairman will receive an annual equity compensation award, initially in the form of restricted stock units ( RSUs ) issued pursuant to The Mosaic Company 2004 Omnibus Stock and Incentive Plan (the Omnibus Plan ). A copy of the summary sheet outlining the terms of director compensation approved by the board is filed as Exhibit 10.1 to this Current Report on Form 8-K and is hereby incorporated by reference.

**Item 9.01 Financial Statements and Exhibits**

(c) Exhibits.

10.1 Summary of Board of Director Compensation and Expense Reimbursement for The Mosaic Company, as approved on November 30, 2004

**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.

**THE MOSAIC COMPANY**

Date: December 6, 2004

By:           /s/ Richard L. Mack          

Name: Richard L. Mack  
Title: Senior Vice President, General  
Counsel and Corporate Secretary

**EXHIBIT INDEX**

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
10.1	Summary of Board of Director Compensation and Expense Reimbursement for The Mosaic Company, as approved on November 30, 2004