CF Industries Holdings, Inc.
Form SC 14D9
March 10, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14D-9

Solicitation/Recommendation Statement Under Section 14(d)(4)

of the Securities Exchange Act of 1934

CF INDUSTRIES HOLDINGS, INC.

(Name of Subject Company)

CF INDUSTRIES HOLDINGS INC.

(Name of Person Filing Statement)

Common Stock, $0.01 par value per share

(Title of Class of Securities)

125269 10 0

(CUSIP Number of Class of Securities)

Douglas C. Barnard

Vice President, General Counsel and Secretary

4 Parkway North, Suite 400

Deerfield, IL 60015

(847) 405-2400

(Name, address and telephone number of person authorized to receive notices

and communications on behalf of the person(s) filing statement)

With copies to:

Brian W. Duwe

Richard C. Witzel, Jr.

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333 West Wacker Drive

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x Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

The following materials are being used by CF Industries Holdings, Inc. (CF) in connection with investor meetings beginning on March 10, 2009. If and when an exchange offer by Agrium Inc. is commenced, CF intends to file a solicitation/recommendation statement with respect to such exchange offer with the Securities and Exchange Commission. INVESTORS AND SECURITY HOLDERS OF CF ARE URGED TO READ THE SOLICITATION/RECOMMENDATION STATEMENT AND OTHER RELEVANT MATERIALS IF AND WHEN THEY BECOME AVAILABLE, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION.