

CF Industries Holdings, Inc.
Form 8-K/A
July 26, 2017

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

FORM 8-K/A

(Amendment No. 1)

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 12, 2017**

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, Illinois**

(Address of principal
executive offices)

60015
(Zip Code)

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Registrant's telephone number, including area code: **(847) 405-2400**

(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Explanatory Note

This Current Report on Form 8-K/A (this Amendment) is being filed as an amendment to the Current Report on Form 8-K filed by CF Industries Holdings, Inc. (the Company) on May 17, 2017 (the Original 8-K). The Original 8-K was filed with the Securities and Exchange Commission (the SEC) to report the results of matters submitted to a vote by the Company s stockholders at the Company s 2017 Annual Meeting of Stockholders held on May 12, 2017 (the Annual Meeting). The sole purpose of this Amendment is to disclose, in accordance with Item 5.07(d) of Form 8-K, the Company s decision as to how frequently the Company will conduct future stockholder advisory votes to approve the compensation of the Company s named executive officers. Except as set forth herein, no other modifications have been made to the Original 8-K.

Item 5.07 Submission of Matters to a Vote of Security Holders

(d) At the Annual Meeting, the Company s stockholders voted on, among other matters, an advisory proposal concerning the frequency of future advisory votes to approve the compensation of the Company s named executive officers. As reported in the Original 8-K, the Company s stockholders recommended, by a non-binding advisory vote, 1 year as the frequency of future advisory votes to approve the compensation of the Company s named executive officers. Consistent with the recommendation of the Board of Directors of the Company as set forth in the Company s proxy statement filed with the SEC on March 31, 2017 and the vote of the Company s stockholders on this proposal at the Annual Meeting, the Company intends to hold the advisory vote regarding the compensation of the Company s named executive officers every year. The Company intends to continue holding such votes annually until the next required vote on the frequency of future advisory votes to approve the compensation of the Company s named executive officers.

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: July 26, 2017

CF INDUSTRIES HOLDINGS, INC.

By: */s/ Douglas C. Barnard*
Douglas C. Barnard
Senior Vice President, General Counsel, and Secretary