

CF Industries Holdings, Inc.  
Form SC14D9C  
March 11, 2009

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**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**

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**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.**

**Skadden, Arps, Slate, Meagher & Flom LLP**

**333 West Wacker Drive**

**Chicago, IL 60606**

**(312) 407-0700**

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

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This filing is being made solely to correct the filing type of the March 10, 2009 filing on Schedule 14D-9. No changes have been made to the information set forth in such filing.

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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.

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