

CF Industries Holdings, Inc.  
Form 8-K  
October 30, 2007

**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): **October 24, 2007**

**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**

(Former name or former address if changed since last report)

## Edgar Filing: CF Industries Holdings, Inc. - Form 8-K

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):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

Effective as of October 24, 2007, the Board of Directors of CF Industries Holdings, Inc. (the Company ) approved an amendment to Article V, Section 4 of the Company s Amended and Restated By-Laws to facilitate the transfer of uncertificated shares of the Company s common stock.

**Item 5.05 Amendments to the Registrant s Code of Ethics, or Waiver of a Provision of the Code of Ethics.**

On October 24, 2007, the Company amended its Code of Corporate Conduct to extend the end date of the quarterly windows during which directors and officers of the Company are permitted to purchase or sell the Company s securities from the twelfth business day following the public announcement of the Company s earnings for the preceding quarter to the twenty-second business day following such announcement.

A copy of the amended Code of Corporate Conduct is available at [www.cfindustries.com](http://www.cfindustries.com).

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

| <b>Exhibit No.</b> | <b>Description of Exhibit</b>  |
|--------------------|--|
| 3.1                | Amended and Restated By-Laws of CF Industries Holdings, Inc., as amended through October 24, 2007. |

**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:** October 30, 2007

**CF INDUSTRIES HOLDINGS, INC.**

|               |  |
|---------------|--|
| <b>By:</b>    | /s/ Douglas C. Barnard                               |
| <b>Name:</b>  | Douglas C. Barnard                                   |
| <b>Title:</b> | Vice President, General<br>Counsel,<br>and Secretary |

**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 3.1                | Amended and Restated By-Laws of CF Industries Holdings, Inc., as amended through October 24, 2007. |