

CF Industries Holdings, Inc.  
Form SC 14D9/A  
April 13, 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**

(Amendment No. 5)

**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 persons 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.

This Amendment No. 5 to Schedule 14D-9 amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 originally filed by CF Industries Holdings, Inc., a Delaware corporation ( **CF Holdings** ), with the Securities and Exchange Commission ( **SEC** ) on March 23, 2009, as amended by Amendment No. 1 filed with the SEC on March 23, 2009, Amendment No. 2 filed with the SEC on March 30, 2009, Amendment No. 3 filed with the SEC on April 8, 2009 and Amendment No. 4 filed with the SEC on April 10, 2009 (as amended, the **Statement** ). Capitalized terms used but not defined herein have the meanings set forth in the Statement. Except as specifically noted herein, the information set forth in the Statement remains unchanged.

**Item 9. EXHIBITS.**

Item 9 of the Statement is hereby amended and supplemented by adding the following:

- (a)(10) CF Holdings press release, dated April 13, 2009 (incorporated by reference to CF Holdings Definitive Additional Proxy Materials on Schedule 14A filed on April 13, 2009)

**SIGNATURES**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: April 13, 2009

CF INDUSTRIES HOLDINGS, INC.

By:	/s/ Douglas C. Barnard
Name:	Douglas C. Barnard
Title:	Vice President, General Counsel, and Secretary

---