

TERRA INDUSTRIES INC  
Form SC 13D/A  
November 23, 2009

**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**SCHEDULE 13D**  
[Rule 13d-101]

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
§ 240.13d-2(a)**

**(Amendment No. 3)\***

**Terra Industries Inc.**

(Name of Issuer)

**Common Stock, without par value**

(Title of Class of Securities)

**880915103**

(CUSIP Number)

**Douglas C. Barnard**

**Vice President, General Counsel, and Secretary**

**CF Industries Holdings, Inc.**

**4 Parkway North, Suite 400**

**Deerfield, Illinois 60015**

**Telephone: (847) 405-2400**

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(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

**Copies to:**

**Brian W. Duwe**

**Richard C. Witzel, Jr.**

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

**155 North Wacker Drive**

**Chicago, Illinois 60606**

**(312) 407-0700**

**November 21, 2009**

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box o.

**Note.** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

(Page 1 of 8 Pages)

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\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (the Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 880915103

13D

Page 2 of 8 Pages

- 1 Names of Reporting Persons  
CF Industries Holdings, Inc.
- 2 Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)
- 3 SEC Use Only
- 4 Source of Funds (See Instructions)
- 5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
- 6 Citizenship or Place of Organization  
Delaware
- |                                                                                     |    |                                       |
|-------------------------------------------------------------------------------------|----|---------------------------------------|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 7  | Sole Voting Power<br>0                |
|                                                                                     | 8  | Shared Voting Power<br>6,986,048      |
|                                                                                     | 9  | Sole Dispositive Power<br>0           |
|                                                                                     | 10 | Shared Dispositive Power<br>6,986,048 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person  
6,986,048
- 12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
- 13 Percent of Class Represented by Amount in Row (11)  
7.0%<sup>1</sup>
- 14 Type of Reporting Person (See Instructions)  
HC, CO

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<sup>1</sup> Based on 99,825,840 shares of common stock, without par value, of the Company outstanding as of October 9, 2009, as set forth in the Company's Definitive Proxy Statement on Schedule 14A, filed with the Securities and Exchange Commission on October 13, 2009

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CUSIP No. 880915103

13D

Page 3 of 8 Pages

- 1 Names of Reporting Persons  
CF Industries, Inc.
- 2 Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)
- 3 SEC Use Only
- 4 Source of Funds (See Instructions)
- 5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
- 6 Citizenship or Place of Organization  
Delaware
- |                                                                                     |    |                                       |
|-------------------------------------------------------------------------------------|----|---------------------------------------|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 7  | Sole Voting Power<br>0                |
|                                                                                     | 8  | Shared Voting Power<br>6,986,048      |
|                                                                                     | 9  | Sole Dispositive Power<br>0           |
|                                                                                     | 10 | Shared Dispositive Power<br>6,986,048 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person  
6,986,048
- 12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
- 13 Percent of Class Represented by Amount in Row (11)  
7.0%<sup>2</sup>
- 14 Type of Reporting Person (See Instructions)  
CO

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<sup>2</sup> Based on 99,825,840 shares of common stock, without par value, of the Company outstanding as of October 9, 2009, as set forth in the Company's Definitive Proxy Statement on Schedule 14A, filed with the Securities and Exchange Commission on October 13, 2009.

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CUSIP No. 880915103

13D

Page 4 of 8 Pages

- 1 Names of Reporting Persons  
CF Composite, Inc.
- 2 Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)
- 3 SEC Use Only
- 4 Source of Funds (See Instructions)
- 5 Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
- 6 Citizenship or Place of Organization  
New York
- |                                                                                     |    |                                       |
|-------------------------------------------------------------------------------------|----|---------------------------------------|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 7  | Sole Voting Power<br>0                |
|                                                                                     | 8  | Shared Voting Power<br>6,986,048      |
|                                                                                     | 9  | Sole Dispositive Power<br>0           |
|                                                                                     | 10 | Shared Dispositive Power<br>6,986,048 |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person  
6,986,048
- 12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
- 13 Percent of Class Represented by Amount in Row (11)  
7.0%<sup>3</sup>
- 14 Type of Reporting Person (See Instructions)  
CO

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<sup>3</sup> Based on 99,825,840 shares of common stock, without par value, of the Company outstanding as of October 9, 2009, as set forth in the Company's Definitive Proxy Statement on Schedule 14A, filed with the Securities and Exchange Commission on October 13, 2009.

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CUSIP No. 880915103

13D

Page 5 of 8 Pages

This Amendment No. 3 (this Amendment No. 3 ) amends and supplements the Schedule 13D originally filed with the Securities and Exchange Commission (the SEC ) on September 28, 2009 (the Original Statement ), as amended by Amendment No. 1 filed with the SEC on November 3, 2009 and Amendment No. 2 filed with the SEC on November 13, 2009 (the Original Statement and such amendments, together with this Amendment No. 3, are collectively referred to herein as the Statement ), by CF Industries Holdings, Inc., a Delaware corporation ( CF Holdings ), CF Industries, Inc., a Delaware corporation and wholly-owned subsidiary of CF Holdings ( CF Industries ), and CF Composite, Inc., a New York corporation and wholly-owned subsidiary of CF Industries ( CF Composite and, together with CF Holdings and CF Industries, the Reporting Persons ). Except as set forth in this Amendment No. 3, all information set forth in the Statement remains unchanged and capitalized terms used but not defined in this Amendment No. 3 shall have the meanings ascribed to such terms in the Original Statement.

**Item 4. Purpose of Transaction.**

Item 4 of the Statement is hereby amended and supplemented by adding the following at the end of the section entitled "CF Holdings' Proposals and Actions Related to a Business Combination with the Company" :

Following the Company's 2009 Annual Meeting, representatives of CF Holdings spoke with representatives of the Company to discuss appropriate next steps to further a transaction between the two companies and expressed the willingness of CF Holdings to negotiate the terms of its offer. Among other things, the CF Holdings representatives stated that if Terra were prepared to meet and negotiate a transaction in the near term, CF Holdings would be willing to enter into a merger agreement that gave the Company the opportunity to seek higher offers through a "go shop" provision. On November 21, 2009, CF Holdings delivered to the Company a revised form of merger agreement (the New Merger Agreement ) reflecting this approach. A copy of the New Merger Agreement is filed as Exhibit 13 hereto and incorporated herein by reference.

Item 4 of the Statement is hereby amended and supplemented by adding the following at the end of the section entitled "Election of Directors at the Company's 2009 Annual Meeting of Stockholders" :

Based on a preliminary count by CF Holdings' proxy solicitor, CF Holdings' Nominees were elected to the Board at the Company's 2009 Annual Meeting on November 20, 2009.

**Item 7. Material to be Filed as Exhibits.**

Item 7 of the Statement is hereby amended and supplemented by adding the following Exhibit:

Exhibit 13 Form of Agreement and Plan of Merger, to be entered into among CF Industries Holdings, Inc., Composite Merger Corporation and Terra Industries Inc.

CUSIP No. 880915103

13D

Page 6 of 8 Pages

After reasonable 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.

Date: November 23, 2009

CF INDUSTRIES HOLDINGS, INC.

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

CF INDUSTRIES, INC.

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

CF COMPOSITE, INC.

by /s/ Douglas C. Barnard  
Name: Douglas C. Barnard  
Title: Director, Vice President, and Secretary

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**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Exhibit Name</b>
Exhibit 1	Letter Proposal, dated January 15, 2009, from CF Industries Holdings, Inc. to Terra Industries Inc. (1)
Exhibit 2	Letter Proposal, dated March 9, 2009, from CF Industries Holdings, Inc. to Terra Industries Inc. (1)
Exhibit 3	Letter Proposal, dated March 23, 2009, from CF Industries Holdings, Inc. to Terra Industries Inc. (1)
Exhibit 4	Letter Proposal, dated August 5, 2009, from CF Industries Holdings, Inc. to Terra Industries Inc. (1)
Exhibit 5	Form of Agreement and Plan of Merger, to be entered into among CF Industries Holdings, Inc., Composite Merger Corporation and Terra Industries Inc. (1)
Exhibit 6	Credit Agreement, dated as of August 16, 2005, by and among CF Industries Holdings, Inc., as Loan Guarantor, CF Industries, Inc., as Borrower, the Subsidiary Guarantors party thereto, as Loan Guarantors, the Lenders party thereto and JPMorgan Chase Bank, N.A., as Administrative Agent (incorporated by reference to Exhibit 10.1 to CF Industries Holdings, Inc.'s Current Report on Form 8-K, filed with the SEC on August 19, 2005, File No. 001-32597)
Exhibit 7	First Amendment to Credit Agreement, dated as of September 5, 2005, by and among CF Industries Holdings, Inc., as Loan Guarantor, CF Industries, Inc., as Borrower, the Subsidiary Guarantors party thereto, as Loan Guarantors, the Lenders party thereto and JPMorgan Chase Bank, N.A., as Administrative Agent (incorporated by reference to Exhibit 10.24 to CF Industries Holdings, Inc.'s Annual Report on Form 10-K, filed with the SEC on February 27, 2008, File No. 001-32597)
Exhibit 8	Second Amendment to Credit Agreement, dated as of July 31, 2007, by and among CF Industries Holdings, Inc., as Loan Guarantor, CF Industries, Inc., as Borrower, the Subsidiary Guarantors party thereto, as Loan Guarantors, the Lenders party thereto and JPMorgan Chase Bank, N.A., as Administrative Agent (incorporated by reference to Exhibit 10.25 to CF Industries Holdings, Inc.'s Annual Report on Form 10-K, filed with the SEC on February 27, 2008, File No. 001-32597)
Exhibit 9	Joint Filing Agreement, dated as of September 28, 2009, by and among CF Industries Holdings, Inc., CF Industries, Inc. and CF Composite, Inc. (1)
Exhibit 10	Letter Proposal, dated November 1, 2009, from CF Industries Holdings, Inc. to Terra Industries Inc. (2)
Exhibit 11	Commitment Letter, dated November 1, 2009, between CF Industries Holdings, Inc. and Morgan Stanley Senior Funding, Inc. (2)
Exhibit 12	Letter, dated November 13, 2009, from CF Industries Holdings, Inc. to Terra



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Industries Inc. (3)

Exhibit 13

Form of Agreement and Plan of Merger, to be entered into among CF Industries Holdings, Inc., Composite Merger Corporation and Terra Industries Inc.

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(1) Previously filed as an Exhibit to the Original Statement.

(2) Previously filed as an Exhibit to Amendment No. 1 to the Original Statement, filed with the SEC on November 3, 2009.

(3) Previously filed as an Exhibit to Amendment No. 2 to the Original Statement, filed with the SEC on November 13, 2009.

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