MOSAIC CO
Form 8-K
November 22, 2011

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): November 17, 2011

THE MOSAIC COMPANY

(Exact name of registrant as specified in its charter)

Delaware	**001-32327**	**20-1026454**
(State or other jurisdiction	**(Commission**	**(IRS Employer**
of incorporation)	**File Number)**	**Identification No.)**

3033 Campus Drive

Suite E490

Plymouth, Minnesota **55441**
(Address of principal executive offices) **(Zip Code)**
Registrant s telephone number, including area code: (800) 918-8270

Not applicable

(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))

Item 8.01. Other Events.

On November 17, 2011, The Mosaic Company (Mosaic) purchased an aggregate of 21,300,000 shares, consisting of outstanding Class A Common Stock, Series A-4 (the Shares), from the Margaret A. Cargill Foundation established under the Acorn Trust dated January 30, 1995, as amended, and the Anne Ray Charitable Trust dated August 20, 1996, as amended (collectively, the MAC Trusts). The purchase price was $54.58 per share, the closing price for the Company s Common Stock on November 16, 2011, resulting in a total purchase price of $1,162,554,000.00 for the Shares.

This repurchase completes the disposition of 157 million shares designated to be sold by Cargill and the MAC Trusts during the 15-month period following the May 25, 2011 transaction in which Cargill, Incorporated (Cargill), split off its approximately 64% interest in Mosaic.

Mosaic has included additional information about the split-off and orderly distribution of the shares formerly owned by Cargill in Mosaic s annual report on Form 10-K for its fiscal year ended May 31, 2011.

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.

THE MOSAIC COMPANY

Date: November 22, 2011

By: /s/ Richard L. Mack
Name: Richard L. Mack
Title: Executive Vice President, General Counsel and Corporate Secretary