

MOSAIC CO
Form DEFA14A
April 28, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No. __)

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

The Mosaic Company

(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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Fee paid previously with preliminary materials.

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(1) Amount Previously Paid:

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THE MOSAIC COMPANY**2015 Annual Meeting of Stockholders****May 14, 2015****Supplemental Information****Explanatory Note**

This proxy supplement (this Supplement) is being filed to supplement disclosure contained in the Compensation Discussion and Analysis section contained in our definitive proxy statement (the Proxy Statement) furnished to our stockholders in connection with the solicitation of proxies by our Board of Directors for the 2015 Annual Meeting of Stockholders. Capitalized terms used in this Supplement and not otherwise defined in the Supplement have the meaning given to them in the Proxy Statement. This Supplement is being filed with the Securities and Exchange Commission (the Commission) on April 28, 2015.

THE PROXY STATEMENT CONTAINS IMPORTANT ADDITIONAL INFORMATION AND**THIS SUPPLEMENT SHOULD BE READ IN CONJUNCTION WITH THE PROXY STATEMENT.**

The information under Cost Reduction Incentive Awards on page 59 of the Proxy Statement is hereby supplemented by adding the following information, which is also available in the Form of Performance Share Award Agreement under The Mosaic Company 2004 Omnibus Stock and Incentive Plan, approved March 27, 2014, which was filed with the Securities and Exchange Commission as Exhibit 10.iii.d to our quarterly report on Form 10-Q for the quarter ended March 31, 2014:

The minimum, target and maximum goals for 2016 controllable operating costs per tonne are provided below for each of the Phosphates and Potash subplans. For participants who are not participating solely in the Phosphates subplan or the Potash subplan, the number of performance shares issued will be determined by equally weighting (*i.e.*, 50%) the actual payout percentage achieved for each of the Phosphates and Potash subplan 2016 controllable operating costs per sales tonne. Achievement of performance levels between amounts set forth in the table are to be interpolated on a straight-line basis.

		2016 CONTROLLABLE OPERATING COSTS/TONNE	
SUB-PLAN	GOAL	ACHIEVED	PAYOUT %
Phosphates	Maximum	\$146.01	150%
	Target	\$148.67	100%

	Minimum	\$155.34	50%
Potash	Maximum	\$96.88	150%
	Target	\$99.08	100%
	Minimum	\$104.57	50%

As set forth in the Proxy Statement, our Board of Directors unanimously recommends that you vote FOR Proposal No. 3 in the Proxy Statement.