

MOSAIC CO
Form DEF 14A
August 25, 2011
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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)

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

Payment of Filing Fee (Check the appropriate box):

No fee required.

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

(2) Aggregate number of securities to which transaction applies:

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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Headquarter Offices:

Atria Corporate Center, Suite E490

3033 Campus Drive

Plymouth, MN 55441

Telephone (763) 577-2700

August 25, 2011

Dear Stockholder:

You are cordially invited to attend The Mosaic Company's 2011 Annual Meeting of Stockholders. The meeting will be held at the Crowne Plaza Hotel, 3131 Campus Drive, Plymouth, Minnesota 55441 on October 6, 2011, at 10:00 a.m. local time. A Notice of the Annual Meeting and a Proxy Statement covering the formal business of the meeting appear on the following pages. At the meeting we will report on our operations during the fiscal year ended May 31, 2011. Directions to the meeting are included at the end of the accompanying Proxy Statement.

We hope that you will be able to attend the meeting. However, even if you are planning to attend the meeting, please promptly submit your proxy vote by telephone or Internet or, if you received a copy of the printed proxy materials, by completing and signing the enclosed proxy card and returning it in the postage-paid envelope provided. This will ensure that your shares are represented at the meeting. Even if you submit a proxy, you may revoke it at any time before it is voted. If you attend the meeting and wish to vote in person, you will be able to do so even if you have previously returned your proxy card.

Your cooperation and prompt attention to this matter are appreciated. We look forward to seeing you at the Annual Meeting.

Sincerely,

/s/ James T. Prokopanko

James T. Prokopanko

President and Chief Executive Officer

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Headquarter Offices:
Atria Corporate Center, Suite E490
3033 Campus Drive
Plymouth, MN 55441
Telephone (763) 577-2700

Notice of 2011 Annual Meeting of Stockholders

To Our Stockholders:

The 2011 Annual Meeting of Stockholders of The Mosaic Company, a Delaware corporation, will be held at the Crowne Plaza Hotel, 3131 Campus Drive, Plymouth, Minnesota 55441 on October 6, 2011, at 10:00 a.m. local time, to consider and act upon the following matters, each of which is explained more fully in the accompanying Proxy Statement:

1. The election of four directors for terms expiring in 2014, each as recommended by the Board of Directors;
2. A proposal to convert each issued and outstanding share of each series of our class B common stock (which is entitled to ten votes per share for the election of our directors and one vote per share for all other matters, and all of which is held by current and former stockholders of Cargill, Incorporated (Cargill) who participated in the recapitalization and split-off transaction that was completed earlier this year) on a one-for-one basis into shares of the corresponding series of our class A common stock (which is entitled to one vote per share for all matters) (referred to as the conversion);
3. The ratification of the appointment of KPMG LLP as our independent registered public accounting firm to audit our financial statements as of and for the year ending May 31, 2012 and the effectiveness of internal control over financial reporting as of May 31, 2012, as recommended by our Audit Committee;
4. An advisory vote to approve the compensation of our executive officers disclosed in the accompanying Proxy Statement;
5. An advisory vote on the frequency of future stockholder advisory votes on executive compensation; and
6. Any other business that may properly come before the 2011 Annual Meeting of Stockholders or any adjournment or postponement thereof.

In accordance with our Bylaws and resolutions of the Board of Directors, only stockholders of record at the close of business on August 17, 2011 are entitled to notice of and to vote at the 2011 Annual Meeting of Stockholders.

By Order of the Board of Directors

/s/ Richard L. Mack
Richard L. Mack

Executive Vice President, General Counsel and Corporate Secretary

August 25, 2011

Important Notice Regarding the Availability of Proxy Materials for the

Stockholder Meeting to be Held on October 6, 2011:

Our Proxy Statement and 2011 Annual Report are available at www.mosaicco.com/proxymaterials.

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