

MOSAIC CO  
Form 8-K  
May 19, 2014

**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): May 15, 2014**

**THE MOSAIC COMPANY**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**001-32327**  
**(Commission**

**File Number)**

**20-1026454**  
**(IRS Employer**

**Identification No.)**

**3033 Campus Drive**

**Suite E490**

**Plymouth, Minnesota**  
**(Address of principal executive offices)**

**55441**  
**(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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

On May 15, 2014, at the Annual Meeting of Stockholders (the "Annual Meeting") of The Mosaic Company, a Delaware corporation ("Mosaic"), stockholders approved an amendment to Mosaic's Certificate of Incorporation (the "Declassification Proposal") to declassify the Board of Directors (the "Board"). As a result of such approval of the Declassification Proposal, certain amendments approved by the Board to Article II, Sections 2.2 and 2.3, to Mosaic's Bylaws (the "Bylaws") to remove references to director classes, also became effective at the close of the Annual Meeting.

The preceding is qualified in its entirety by reference to the copy of said Article II, Sections 2.2 and 2.3, which is attached hereto as Exhibit 3.ii and incorporated herein by reference.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

At the Annual Meeting, the Mosaic stockholders (i) approved the Declassification Proposal; (ii) elected five directors (Nancy E. Cooper, Denise C. Johnson, James L. Popowich, James T. Prokopanko and Steven M. Seibert), each for a term of one year expiring in 2015 or until their respective successors have been duly elected and qualified; (iii) approved The Mosaic Company 2014 Stock and Incentive Plan; (iv) ratified the appointment of KPMG LLP as the independent registered public accounting firm to audit Mosaic's financial statements for the year ending December 31, 2014; and (v) approved, on an advisory basis, the compensation of Mosaic's Named Executive Officers, as described in the Compensation Discussion and Analysis section, the compensation tables and the related narrative disclosures set forth in Mosaic's proxy statement for the Annual Meeting (the "Say-on-Pay Advisory Proposal").

The votes cast with respect to approval of the Declassification Proposal are summarized as follows:

| <b>For</b>  | <b>Against</b> | <b>Abstained</b> | <b>Broker Non-Votes</b> |
|-------------|----------------|------------------|-------------------------|
| 286,946,755 | 353,260        | 405,577          | 33,917,598              |

The votes cast with respect to each director elected for a term of one year expiring in 2015 are summarized as follows:

| <b>Director Name</b> | <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|----------------------|-------------|----------------|----------------|-------------------------|
| Nancy E. Cooper      | 285,380,630 | 1,905,809      | 419,153        | 33,917,598              |
| Denise C. Johnson    | 284,569,661 | 1,849,868      | 1,286,063      | 33,917,598              |
| James L. Popowich    | 284,705,401 | 2,569,508      | 430,683        | 33,917,598              |
| James T. Prokopanko  | 285,432,841 | 1,855,113      | 417,638        | 33,917,598              |
| Steven M. Seibert    | 284,434,682 | 1,971,659      | 1,299,251      | 33,917,598              |

The votes cast with respect to approval of The Mosaic Company 2014 Stock and Incentive Plan are summarized as follows:

| <b>For</b>  | <b>Against</b> | <b>Abstained</b> | <b>Broker Non-Votes</b> |
|-------------|----------------|------------------|-------------------------|
| 277,288,650 | 9,953,212      | 463,730          | 33,917,598              |

The votes cast with respect to ratification of the appointment of KPMG LLP as Mosaic's independent registered public accounting firm to audit Mosaic's consolidated financial statements for the year ending December 31, 2014 are summarized as follows:

| <b>For</b>  | <b>Against</b> | <b>Abstained</b> | <b>Broker Non-Votes</b> |
|-------------|----------------|------------------|-------------------------|
| 319,231,346 | 1,848,871      | 542,973          |                         |

The votes cast with respect to approval, on an advisory basis, of the Say-on-Pay Advisory Proposal are summarized as follows:

| <b>For</b>  | <b>Against</b> | <b>Abstained</b> | <b>Broker Non-Votes</b> |
|-------------|----------------|------------------|-------------------------|
| 281,199,745 | 4,919,001      | 1,586,846        | 33,917,598              |

#### **Item 9.01. Financial Statements and Exhibits**

(d) Exhibits.

Reference is made to the Exhibit Index hereto with respect to the exhibit filed herewith.

**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: May 19, 2014

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

**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>                                                 |
|--------------------|--------------------------------------------------------------------|
| 3.ii               | Amended Article II, Sections 2.2 and 2.3, of the Company's Bylaws. |