

MOSAIC CO  
Form 8-K  
October 09, 2013

**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): October 3, 2013**

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

On October 3, 2013, at the Annual Meeting of Stockholders (the Annual Meeting ) of The Mosaic Company, a Delaware corporation ( Mosaic ), the Mosaic stockholders elected four directors (Timothy S. Gitzel, William R. Graber, Emery N. Koenig and David T. Seaton), each for a term of three years expiring in 2016 or until their respective successors have been duly elected and qualified; (ii) ratified the appointment of KPMG LLP as the independent registered public accounting firm to audit Mosaic s financial statements for the seven month period ending December 31, 2013; and (iii) 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 each director elected for a term of three years expiring in 2016 are summarized as follows:

<b>Director Name</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
Timothy S. Gitzel	322,213,211	1,964,142	318,214	30,391,704
William R. Graber	321,767,657	2,419,028	308,882	30,391,704
Emery N. Koenig	313,642,795	10,582,662	270,110	30,391,704
David T. Seaton	319,253,008	4,933,749	308,810	30,391,704

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 seven month period ending December 31, 2013 are summarized as follows:

<b>For</b>	<b>Against</b>	<b>Abstained</b>	<b>Broker Non-Votes</b>
353,155,174	1,290,826	441,271	

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>
315,950,601	6,310,902	2,234,064	30,391,704

**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: October 9, 2013

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