

MOSAIC CO
Form 10-Q/A
October 29, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q/A

(Amendment No. 1)

x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended August 31, 2010

OR

.. **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to

Commission file number 001-32327

The Mosaic Company

(Exact name of registrant as specified in its charter)

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Delaware
(State or other jurisdiction of
incorporation or organization)

20-0891589
(I.R.S. Employer
Identification No.)

3033 Campus Drive

Suite E490

Plymouth, Minnesota 55441

(800) 918-8270

(Address and zip code of principal executive offices and registrant's telephone number, including area code)

Not Applicable

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer", and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock as of the latest practicable date: 445,654,205 common shares as of October 1, 2010.

Explanatory Note

We are filing this Amendment No. 1 to our quarterly report on Form 10-Q for the quarterly period ended August 31, 2010 (the 10-Q Report) solely to furnish Exhibit 101 XBRL interactive data files in accordance with Rule 405 (a)(2) of Regulation S-T. This amendment does not otherwise change or update the disclosures set forth in the 10-Q Report as originally filed and does not otherwise reflect events occurring after the original filing of the 10-Q Report.

Pursuant to Rule 406T of Regulation S-T, the interactive data files contained in Exhibit 101 are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

ITEM 6. EXHIBITS

Reference is made to the Exhibit Index on page E-1 hereof.

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Amendment No. 1 to the 10-Q Report to be signed on its behalf by the undersigned thereunto duly authorized.

THE MOSAIC COMPANY

by: /s/ ANTHONY T. BRAUSEN
 Anthony T. Brausen
 Vice President Finance and Chief
 Accounting Officer (on behalf of the registrant and as
 principal accounting officer)

October 29, 2010

Exhibit Index

| Exhibit No | Description | Incorporated Herein by Reference to | Filed with Electronic Submission |
|-------------------|--|--|---|
| 10.ii.a. | Form of Offer dated June 25, 2010 from Mosaic de Argentina S.A. to Cargill S.A.C.I. for the sale of solid and liquid fertilizer in Argentina | | * |
| 31.1 | Certification Required by Rule 13a-14(a) | | * |
| 31.2 | Certification Required by Rule 13a-14(a) | | * |
| 32.1 | Certification Required by Rule 13a-14(b) and Section 1350 of Chapter 63 of Title 18 of the United States Code | | * |
| 32.2 | Certification Required by Rule 13a-14(b) and Section 1350 of Chapter 63 of Title 18 of the United States Code | | * |
| 101.INS | XBRL Instance Document | | ** |
| 101.SCH | XBRL Taxonomy Extension Schema Document | | ** |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase Document | | ** |
| 101.DEF | XBRL Taxonomy Extension Definition Linkbase Document | | ** |
| 101.LAB | XBRL Taxonomy Extension Labels Linkbase Document | | ** |
| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase Document | | ** |

* Previously filed with the 10-Q Report

** Furnished herewith