

MOSAIC CO
Form FWP
November 08, 2013

Filed Pursuant to Rule 433

Registration No. 333-177251

November 7, 2013

Relating to Preliminary Prospectus Supplement

dated November 7, 2013

THE MOSAIC COMPANY

Pricing Term Sheet

\$900,000,000 4.250% Senior Notes due 2023

\$500,000,000 5.450% Senior Notes due 2033

\$600,000,000 5.625% Senior Notes due 2043

Issuer: The Mosaic Company

R a t i n g s : Baa1 / BBB / BBB
(Moody s/S&P/Fitch)*:

Outlooks: Stable / Stable / Stable
(Moody s/S&P/Fitch)*:

Security Type: Senior Unsecured Notes

Format: SEC Registered

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Pricing Date: November 7, 2013

Settlement Date (T+3): November 13, 2013

4.250% Senior Notes due 2023 5.450% Senior Notes due 2033 5.625% Senior Notes due 2043

Maturity Date: November 15, 2023 November 15, 2033 November 15, 2043

Interest Payment Dates: May 15 and November 15, beginning May 15, 2014 May 15 and November 15, beginning May 15, 2014 May 15 and November 15, beginning May 15, 2014

Principal Amount: \$900,000,000 \$500,000,000 \$600,000,000

Benchmark: 2.500% due August 15, 2023 2.875% due May 15, 2043 2.875% due May 15, 2043

Benchmark Price / 99-05+ / 2.596% Yield: 84-14 / 3.751% 84-14 / 3.751%

Spread to Benchmark: + 168 bps + 173 bps + 188 bps

Yield to Maturity: 4.276% 5.481% 5.631%

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| | | |
|---------|--------|--------|
| Coupon: | 5.450% | 5.625% |
| | 4.250% | |

| | | | |
|------------------------|---------|---------|---------|
| Public Offering Price: | 99.790% | 99.626% | 99.913% |
|------------------------|---------|---------|---------|

Optional Redemption:

| | | | |
|------------------|---|--|--|
| Make-Whole Call: | At any time prior to August 15, 2023, at the greater of (i) 100% or (ii) a discount rate of Treasury plus 25 basis points | At any time prior to May 15, 2033, at the greater of (i) 100% or (ii) a discount rate of Treasury plus 30 basis points | At any time prior to May 15, 2043, at the greater of (i) 100% or (ii) a discount rate of Treasury plus 30 basis points |
|------------------|---|--|--|

| | | | |
|-----------|---|--------------------------------------|--------------------------------------|
| Par Call: | At any time on or after August 15, 2023 | At any time on or after May 15, 2033 | At any time on or after May 15, 2043 |
|-----------|---|--------------------------------------|--------------------------------------|

| | | | |
|---------------|------------------------------|------------------------------|------------------------------|
| CUSIP / ISIN: | 61945C AC7 / US61945CAC73 | 61945C AD5 / US61945CAD56 | 61945C AE3 / US61945CAE30 |
|---------------|------------------------------|------------------------------|------------------------------|

| | |
|----------------|-------------------|
| Denominations: | \$2,000 x \$1,000 |
|----------------|-------------------|

| | |
|--|-----------------|
| Total Net Proceeds (Before Expenses): | \$1,980,243,000 |
|--|-----------------|

Joint Book-Running Managers: Goldman, Sachs & Co.

J.P. Morgan Securities LLC

Morgan Stanley & Co. LLC

Wells Fargo Securities, LLC

BMO Capital Markets Corp.

BNP Paribas Securities Inc.

Santander Investment Securities Inc.

U.S. Bancorp Investments, Inc.

Co-Managers: Barclays Capital Inc.

CIBC World Markets Corp.

Scotia Capital (USA) Inc.

As Adjusted Debt: After giving effect to this offering, as of September 30, 2013, The Mosaic Company (excluding its subsidiaries) would have had \$2,750 million of indebtedness

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(excluding intercompany debt and letters of credit).

*Note: A securities rating is not a recommendation to buy, sell or hold securities and may be revised or withdrawn at any time.

The Issuer has filed a Registration Statement (including a prospectus) with the Securities and Exchange Commission for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the Issuer has filed with the Securities and Exchange Commission for more complete information about the Issuer and this Offering. You may get these documents for free by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, the Issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Goldman, Sachs & Co. toll-free at 1-866-471-2526, J.P. Morgan Securities LLC collect at 212-834-4533, Morgan Stanley & Co. LLC toll-free at 1-866-718-1649 or Wells Fargo Securities, LLC toll-free at 1-800-326-5897.