

POTASH CORP OF SASKATCHEWAN INC
Form SC 14D9/A
August 26, 2010

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14D-9**

**Solicitation/Recommendation Statement Under
Section 14(d)(4) of the Securities Exchange Act of 1934
(Amendment No. 2)**

Potash Corporation of Saskatchewan Inc.
(Name of Subject Company)

Potash Corporation of Saskatchewan Inc.
(Name of Persons Filing Statement)

Common Shares, no par value
(Title of Class of Securities)

73755L107
(CUSIP Number of Class of Securities)

William J. Doyle
President and Chief Executive Officer
Potash Corporation of Saskatchewan Inc.
122 1st Avenue South, Suite 500
Saskatoon, Saskatchewan, Canada S7K 7G3
(306) 933-8500

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications on Behalf of the Persons Filing Statement)

Copies to:

Robert A. Profusek
Philip S. Stamatakos
Jones Day
222 East 41st Street
New York, New York 10017
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5300 Commerce Court West
199 Bay Street
Toronto, Ontario, Canada M5L 1B9
(416) 869-5500

.. Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

This Amendment No. 2 amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 filed with the Securities and Exchange Commission on August 23, 2010 (as amended or supplemented, the Statement) by Potash Corporation of Saskatchewan Inc., a corporation organized under the laws of Canada (PotashCorp or the Company). The Statement relates to the offer (the BHP Offer) by BHP Billiton Development 2 (Canada) Limited (BHP), a corporation organized under the laws of Canada and a wholly owned indirect subsidiary of BHP Billiton Plc, to purchase all of the issued and outstanding common shares, no par value (the Common Shares), of PotashCorp, together with the associated common stock purchase rights.

Item 8. Additional Information.

Item 8 of the Statement is hereby amended and supplemented by adding the following:

On August 25, 2010, PotashCorp announced that the Toronto Stock Exchange (the TSX) has deferred its consideration of the PotashCorp shareholder rights plan (the Rights Plan) until the earlier of a decision by the appropriate securities commission regarding the Rights Plan and shareholder ratification of the Rights Plan. Such a deferral is typical for shareholder rights plans adopted while an issuer is aware of an actual or potential take-over bid. The deferral of review by the TSX does not affect the validity of the Rights Plan or the rights issued thereunder and the Rights Plan remains in full effect.

Item 9. Exhibits.

Item 9 of the Statement is hereby amended and supplemented by adding the following exhibits:

| Exhibit No. | Description |
|-------------|---|
| (a)(11) | News release issued by PotashCorp on August 25, 2010. |

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: August 25, 2010

**POTASH CORPORATION OF
SASKATCHEWAN INC.**

By: /s/ Joseph Podwika
Name: Joseph Podwika
Title: Senior Vice President, General
Counsel
and Secretary

EXHIBIT INDEX

| Exhibit No. | Description |
|-------------|---|
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