

POTASH CORP OF SASKATCHEWAN INC  
Form 8-K/A  
August 23, 2010

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 8-K/A  
(Amendment No. 1)  
CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
August 16, 2010  
(Date of earliest event reported)**

**Potash Corporation of Saskatchewan Inc.**  
(Exact name of registrant as specified in its charter)

<b>Canada</b> (State or other jurisdiction of incorporation)	<b>1-10351</b> (Commission File Number)	<b>Not Applicable</b> (IRS Employer Identification No.)
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122 1st Avenue South  
Saskatoon, Saskatchewan, Canada S7K 7G3  
(Address of principal executive offices, including zip code)  
306 / 933-8500  
(Registrant's telephone number, including area code)

**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.):

- 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))
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**EXPLANATORY NOTE**

On August 17, 2010, Potash Corporation of Saskatchewan Inc. (the Company ) filed a Current Report on Form 8-K (the Report ) with the Securities and Exchange Commission to report that the Board of Directors of the Company adopted a Shareholder Rights Plan, the terms and conditions of which are set out in a shareholder rights plan agreement, dated August 16, 2010 (the Shareholder Rights Plan ). This Amendment No. 1 to the Report amends Item 1.01 of the Report and adds Item 9.01 to the Report to include the Shareholder Rights Plan as an exhibit.

**Item 1.01 Entry into a Material Definitive Agreement.**

A Copy of the Shareholder Rights Plan is attached as Exhibit 4.1 to this Current Report on Form 8-K/A and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

**Exhibit Number Exhibit Description**

4.1 Shareholder Rights Plan Agreement, dated August 16, 2010, between Potash Corporation of Saskatchewan Inc. and CIBC Mellon Trust Company, as Rights Agent.

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**SIGNATURE**

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.

**POTASH CORPORATION OF  
SASKATCHEWAN INC.**

By: /s/ Joseph Podwika

Name:

Joseph Podwika

Title:

Senior Vice President, General  
Counsel and Secretary

Dated: August 20, 2010

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**Index to Exhibits**

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