
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 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): **September 13, 2010**

Huntsman Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-32427
(Commission
File Number)

42-1648585
(IRS Employer
Identification No.)

Huntsman International LLC

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

333-85141
(Commission
File Number)

87-0630358
(IRS Employer
Identification No.)

500 Huntsman Way
Salt Lake City, Utah
(Address of principal executive offices)

84108
(Zip Code)

Registrant's telephone number, including area code: **(801) 584-5700**

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 obligations 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 7.01 — Regulation FD Disclosure.

On September 13, 2010, Huntsman Corporation (the "Company") issued a press release announcing that it intends, subject to market and other conditions, to privately offer up to \$350 million principal amount of senior subordinated notes due 2021 through its wholly owned subsidiary, Huntsman International LLC.

On September 13, 2010, the Company issued a press release announcing that its wholly owned subsidiary, Huntsman International LLC, had commenced a fixed-price cash tender offer to purchase up to \$165 million aggregate principal amount of its 7⁷/₈% Senior Subordinated Notes due 2014 (CUSIP No. 44701QAP7).

These press releases shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state in which the offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such state.

In accordance with General Instruction B.2 of Form 8-K, the information in this Current Report on Form 8-K under this heading, including Exhibits 99.1 and 99.2, shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release, dated September 13, 2010, announcing launch of the notes offering.
99.2	Press Release, dated September 13, 2010, announcing launch of the tender offer.

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.

HUNTSMAN CORPORATION
HUNTSMAN INTERNATIONAL LLC

/s/ Troy M. Keller

Troy M. Keller

Assistant Secretary

Dated: September 13, 2010

INDEX TO EXHIBITS

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release, dated September 13, 2010, announcing launch of the notes offering.
99.2	Press Release, dated September 13, 2010, announcing launch of the tender offer.

News Release

**FOR IMMEDIATE RELEASE**

September 13, 2010
The Woodlands, TX
NYSE: HUN

Media:

Gary Chapman
(281) 719-4324

Investor Relations:

Kurt Ogden
(801) 584-5959

HUNTSMAN TO ISSUE SENIOR SUBORDINATED NOTES

The Woodlands, TX—Huntsman Corporation (NYSE: HUN) today announced its intention, subject to market and other conditions, to privately offer up to \$350 million principal amount of senior subordinated notes due 2021 through its wholly owned subsidiary, Huntsman International LLC.

Huntsman intends to use the net proceeds to repurchase or redeem certain of its outstanding senior subordinated notes.

The notes to be offered have not been registered under the Securities Act of 1933 (the "Securities Act"), or any state securities laws; and unless so registered, the notes may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. The notes will be offered only to qualified institutional buyers in accordance with Rule 144A and outside the United States in accordance with Regulation S.

This press release is neither an offer to sell nor a solicitation of an offer to buy the notes or any other securities and shall not constitute an offer to sell or a solicitation of an offer to buy, or a sale of, the notes or any other securities in any jurisdiction in which such offer, solicitation or sale is unlawful.

About Huntsman:

Huntsman is a global manufacturer and marketer of differentiated chemicals. Its operating companies manufacture products for a variety of global industries, including chemicals, plastics, automotive, aviation, textiles, footwear, paints and coatings, construction, technology, agriculture, health care, detergent, personal care, furniture, appliances and packaging. Originally known for pioneering innovations in packaging and, later, for rapid and integrated growth in petrochemicals, Huntsman has approximately 11,000 employees and operates from multiple locations worldwide. The Company had 2009 revenues of approximately \$8 billion.

Forward-Looking Statements:

Statements in this release that are not historical are forward-looking statements. These statements are based on management's current beliefs and expectations. The forward-looking statements in this release are subject to uncertainty and changes in circumstances and involve risks and uncertainties that may affect the company's operations, markets, products, services, prices and other factors as discussed in the Huntsman companies' filings with the U.S. Securities and Exchange Commission. Significant risks and uncertainties may relate to, but are not limited to, financial, economic, competitive, environmental, political, legal, regulatory and technological factors. In addition, the completion of any transactions described in this release is subject to a number of uncertainties and closing will be subject to approvals and other customary conditions. Accordingly, there can be no assurance that such transactions will be completed or that the company's expectations will be realized. The company assumes no obligation to provide revisions to any forward-looking statements should circumstances change, except as otherwise required by applicable laws.

News Release

**FOR IMMEDIATE RELEASE**

September 13, 2010
 The Woodlands, TX
 NYSE: HUN

Media:

Gary Chapman
 (281) 719-4324

Investor Relations:

Kurt Ogden
 (801) 584-5959

**HUNTSMAN ANNOUNCES CASH OFFER TO PURCHASE UP TO \$165 MILLION AGGREGATE PRINCIPAL AMOUNT
 OF ITS 7 7/8% SENIOR SUBORDINATED NOTES DUE 2014**

The Woodlands, TX—Huntsman Corporation (NYSE: HUN) today announced that its wholly-owned subsidiary Huntsman International LLC has commenced a fixed price cash tender offer to purchase up to \$165 million aggregate principal amount of its 7 7/8% Senior Subordinated Notes due 2014. The tender offer is being made at a price of \$1,041.88 for each \$1,000.00 principal amount of such Notes validly tendered before the early tender time which is 5:00 p.m., New York City time, on September 24, 2010, unless extended. The total offer consideration includes an early tender premium of \$30.00 per \$1,000.00 of Notes. Notes tendered after such early tender time but before the expiration date, which is 12:00 midnight, New York City time, on October 8, 2010, unless extended, will be eligible to receive \$1,011.88 for each \$1,000.00 principal amount of such Notes validly tendered, which amount does not include the early tender premium. Tendered notes accepted for purchase will also receive accrued and unpaid interest to the settlement date.

Huntsman has retained Goldman, Sachs & Co. to serve as the dealer manager for the tender offer. Huntsman also has retained Global Bondholder Services Corporation to serve as the depositary and as the information agent for the tender offer. Requests for copies of the Offer to Purchase and related Letter of Transmittal, which contain the full terms and conditions of the tender offer, may be directed to Global Bondholder Services Corporation by telephone at (866) 540-1500 (toll-free) or (212) 430-3774 (collect), or in writing at 65 Broadway, Suite 404, New York, New York 10006. Questions regarding the tender offer may be directed to Goldman, Sachs & Co. at (800) 828-3182 (toll-free) or (212) 902-5183 (collect).

This announcement is neither an offer to purchase nor a solicitation of an offer to sell the Notes or any other securities. The tender offer is not being made to holders in any jurisdiction in which the making or acceptance thereof would be unlawful. The tender offer is made only by and pursuant to the terms and conditions of the Offer to Purchase and the related Letter of Transmittal. No recommendation is made as to whether holders of the Notes should tender their Notes.

About Huntsman:

Huntsman is a global manufacturer and marketer of differentiated chemicals. Its operating companies manufacture products for a variety of global industries, including chemicals, plastics, automotive, aviation, textiles, footwear, paints and coatings, construction, technology, agriculture, health care, detergent, personal care, furniture, appliances and packaging. Originally known for pioneering innovations in packaging and, later, for rapid and integrated growth in petrochemicals, Huntsman has approximately 11,000 employees and operates from multiple locations worldwide. The Company had 2009 revenues of approximately \$8 billion.

Forward-Looking Statements:

Statements in this release that are not historical are forward-looking statements. These statements are based on management's current beliefs and expectations. The forward-looking statements in this release are subject to uncertainty and changes in circumstances and involve risks and uncertainties that may affect the company's operations, markets, products, services, prices and other factors as discussed in the Huntsman companies' filings with the U.S. Securities and Exchange Commission. Significant risks and uncertainties may relate to, but are not limited to, financial, economic, competitive, environmental, political, legal, regulatory and technological factors. The company assumes no obligation to provide revisions to any forward-looking statements should circumstances change, except as otherwise required by applicable laws.
