

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8**

**REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**HUNTSMAN CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation or organization)

**42-1648585**

(I.R.S. Employer Identification Number)

**10003 Woodloch Forest Drive  
The Woodlands, Texas 77380  
(281) 719-6000**

(Address of principal executive offices, including zip code)

**Huntsman Corporation Stock Incentive Plan**  
(Full title of the plan)

**David M. Stryker**  
**Executive Vice President, General Counsel and Secretary**  
**10003 Woodloch Forest Drive**  
**The Woodlands, Texas 77380**

(Name and address of agent for service)

**(281) 719-6000**

(Telephone number, including area code, of agent for service)

**Copies to:**

**David C. D'Alessandro**  
Vinson & Elkins, L.L.P.  
2001 Ross Avenue, Suite 3700  
Dallas, Texas 75201  
(214) 220-7700

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	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>

**CALCULATION OF REGISTRATION FEE**

Title of Securities To Be Registered	Amount To Be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount Of Registration Fee
Common Stock, \$0.01 par value	3,362,289 (1)	\$ 5.32 (2)	\$ 17,887,378 (2)	\$ 1,802
(1)	Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement (as defined below) shall also cover any additional shares of Common Stock (as defined below) that may become issuable by reason of any stock dividend, stock split, recapitalization or other transaction pursuant to the adjustment and antidilution provisions of the Huntsman Corporation Stock Incentive Plan, as amended from time to time (the "Plan").			
(2)	Pursuant to Rule 457(c) and Rule 457(h)(1) under the Securities Act, the proposed maximum offering price per share and the proposed maximum aggregate offering price are based on a price of \$5.32 per share, which is the weighted average exercise price at which the shares of Common Stock being registered hereby may be purchased pursuant to outstanding stock options previously granted under the Plan (the "Options").			

**EXPLANATORY NOTE**

This registration statement ("Registration Statement") is being filed in accordance with General Instruction E to Form S-8 to register the offer and sale of an additional 3,362,289 shares of common stock, \$0.01 par value ("Common Stock"), of Huntsman Corporation, a Delaware corporation (referred to as the "Registrant," "we," "us" or "our"), that may be issued in accordance with the terms and conditions of the Plan and pursuant to the exercise of outstanding Options.

Reference is made to our registration statements on Form S-8 filed with the Securities and Exchange Commission (the "Commission") on February 10, 2006 (Registration No. 333-131729) and May 10, 2011 (Registration No. 333-174086) (the "Prior Registration Statements"), pursuant to which a total of 32,590,909 shares of Common Stock issuable under the Plan were registered under the Securities Act. Pursuant to General Instruction E to Form S-8, the contents of the Prior Registration Statements are hereby incorporated by reference in their entirety, except as otherwise updated or modified by this Registration Statement.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

The following documents filed by us with the Commission pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are incorporated by reference into this Registration Statement and will be deemed to be a part hereof:

- our annual report on Form 10-K for the fiscal year ended December 31, 2015;
- our quarterly report on Form 10-Q for the fiscal quarter ended March 31, 2016;
- our current reports on Form 8-K (excluding any information furnished under Items 2.02 or 7.01 thereof) filed on February 11, 2016, April 6, 2016, April 28, 2016, May 10, 2016, and May 11, 2016; and
- the description of our Common Stock included under the caption "Description of Capital Stock" contained in the prospectus forming part of our registration statement on Form S-1, as amended (Registration No. 333-120749), initially filed with the Commission on November 24, 2004, which description has been incorporated by reference in Item 1 of our registration statement on Form 8-A filed on February 9, 2005 (including any amendment or report filed for the purpose of updating such description).

All documents subsequently filed by us with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date of this Registration Statement, but prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered by this Registration Statement have been sold or which deregisters all such securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement; provided, however, that we are not incorporating by reference any information furnished (but not filed) under Item 2.02 or Item 7.01 of any current report on Form 8-K. Each document incorporated by reference into this Registration Statement shall be deemed to be a part of this Registration Statement from the date of filing of such document with the Commission until the information contained therein is superseded or updated by any subsequently filed document which is incorporated by reference into this Registration Statement or by any document which constitutes part of the prospectus relating to the Plan meeting the requirements of Section 10(a) of the Securities Act.

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#### Item 8. Exhibits.

Unless otherwise indicated below as being incorporated by reference to another filing of ours with the Commission, each of the following exhibits is filed herewith:

Exhibit Number	Description
4.1	Amended and Restated Certificate of Incorporation of Huntsman Corporation (incorporated by reference to Exhibit 3.1 to our current report on Form 8-K filed on May 8, 2014)
4.2	Fourth Amended and Restated Bylaws of Huntsman Corporation effective September 12, 2013 (incorporated by reference to Exhibit 3.1 to our current report on Form 8-K filed on September 12, 2013)
4.3	Huntsman Corporation Stock Incentive Plan, as amended and restated effective May 8, 2014 (incorporated by reference to Exhibit 10.1 to our current report on Form 8-K filed on May 12, 2014)
4.4	Form of stock certificate for Huntsman Corporation (incorporated by reference to Exhibit 4.68 to amendment no. 3 to our registration statement on Form S-1 filed on February 8, 2005)
5.1*	Opinion of Vinson & Elkins LLP
23.1*	Consent of Deloitte & Touche LLP
23.2*	Consent of Vinson & Elkins LLP (included in Exhibit 5.1)
24.1*	Power of Attorney (set forth on the signature page contained in Part II of this Registration Statement)
99.1	Form of Restricted Stock Agreement (incorporated by reference to Exhibit 10.40 to our annual report on Form 10-K filed on February 17, 2011)
99.2	Form of Phantom Share Agreement (incorporated by reference to Exhibit 10.41 to our annual report on Form 10-K filed on February 17, 2011)
99.3	Form of Nonqualified Stock Option Agreement (incorporated by reference to Exhibit 10.42 to our annual report on Form 10-K filed on February 17, 2011)
99.4	Form of Restricted Stock Unit Agreement for Outside Directors (incorporated by reference to Exhibit 10.43 to our annual report on Form 10-K filed on February 17, 2011)
99.5	Form of Notice of Award of Common Stock (incorporated by reference to Exhibit 10.3 to our quarterly report on Form 10-Q for the quarter ended June 30, 2013)
99.6	Form of Performance Share Unit Award Agreement (incorporated by reference to Exhibit 10.65 to our annual report on Form 10-K filed on February 18, 2015)
99.7	Amendment to the Huntsman Corporation Stock Incentive Plan Nonqualified Stock Option Agreement (incorporated by reference to Exhibit 10.66 to our annual report on Form 10-K filed on February 18, 2015)

\* Filed herewith.

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### SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in The Woodlands, State of Texas, on the 31st day of May 2016.

HUNTSMAN CORPORATION

By: /s/ Peter R. Huntsman  
Peter R. Huntsman  
President and Chief Executive Officer

**POWER OF ATTORNEY**

We, the undersigned, do hereby constitute and appoint Jon M. Huntsman, Peter R. Huntsman, J. Kimo Esplin and David M. Stryker and each of them, our true and lawful attorneys-in-fact and agents, to do any and all acts and things in our names and on our behalf in our capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorneys and agents, or any of them, may deem necessary or advisable to enable said company to comply with the Securities Act and any rules, regulations and requirements of the Commission in connection with this Registration Statement, including specifically, but without limitation, the power and authority to sign for us or any of us in our names in the capacities indicated below, any and all amendments (including post-effective amendments) hereto; and we do hereby ratify and confirm all that said attorneys and agents, or any of them, shall do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities indicated on the 31st day of May, 2016:

<u>Signature</u>	<u>Capacity</u>
<u>/s/ Jon M. Huntsman</u> Jon M. Huntsman	Executive Chairman of the Board and Director
<u>/s/ Peter R. Huntsman</u> Peter R. Huntsman	President, Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ J. Kimo Esplin</u> J. Kimo Esplin	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
<u>/s/ Randy W. Wright</u> Randy W. Wright	Vice President and Controller (Principal Accounting Officer)
<u>/s/ Nolan D. Archibald</u> Nolan D. Archibald	Director
<u>/s/ Mary C. Beckerle</u> Mary C. Beckerle	Director
<u>/s/ M. Anthony Burns</u> M. Anthony Burns	Director
<u>/s/ Robert J. Margetts</u> Sir Robert J. Margetts	Director
<u>/s/ Wayne A. Reaud</u> Wayne A. Reaud	Director
<u>/s/ Alvin V. Shoemaker</u> Alvin V. Shoemaker	Director

**EXHIBIT INDEX**

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\* Filed herewith.

# Vinson & Elkins

May 31, 2016

Huntsman Corporation  
500 Huntsman Way  
Salt Lake City, Utah 84108

Ladies and Gentlemen:

We have acted as counsel for Huntsman Corporation, a Delaware corporation (the "Company"), in connection with the Company's registration under the Securities Act of 1933, as amended (the "Act"), of the offer and sale of an aggregate of up to 3,362,289 shares of the Company's common stock, par value \$0.01 per share (the "Shares"), pursuant to the Company's registration statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission (the "Commission") on May 31, 2016 which Shares may be issued from time to time in accordance with the terms of the Huntsman Corporation Stock Incentive Plan, as amended from time to time (the "Plan"), pursuant to the exercise of outstanding stock options previously granted under the Plan.

In reaching the opinions set forth herein, we have examined and are familiar with originals or copies, certified or otherwise identified to our satisfaction, of such documents and records of the Company and such statutes, regulations and other instruments as we deemed necessary or advisable for purposes of this opinion, including (i) the Registration Statement, (ii) certain resolutions adopted by the board of directors of the Company, (iii) the Plan, and (iv) such other certificates, instruments, and documents as we have considered necessary for purposes of this opinion letter. As to any facts material to our opinions, we have made no independent investigation or verification of such facts and have relied, to the extent that we deem such reliance proper, upon certificates of public officials and officers or other representatives of the Company.

We have assumed (i) the legal capacity of all natural persons, (ii) the genuineness of all signatures, (iii) the authority of all persons signing all documents submitted to us on behalf of the parties to such documents, (iv) the authenticity of all documents submitted to us as originals, (v) the conformity to authentic original documents of all documents submitted to us as copies, (vi) that all information contained in all documents reviewed by us is true, correct and complete, and (vii) that the Shares will be issued in accordance with the terms of the Plan.

Based on the foregoing and subject to the limitations set forth herein, and having due regard for the legal considerations we deem relevant, we are of the opinion that the Shares have been duly authorized and, when the Shares are issued by the Company in accordance with the terms of the Plan and the instruments executed pursuant to the Plan, as applicable, which govern the awards to which any Share relates, will be validly issued, fully paid and non-assessable.

This opinion is limited in all respects to the General Corporation Law of the State of Delaware. We express no opinion as to any other law or any matter other than as expressly set forth above, and no opinion as to any other law or matter may be inferred or implied herefrom. The opinions expressed herein are rendered as of the date hereof and we expressly disclaim any obligation to update this letter or advise you of any change in any matter after the date hereof.

**Vinson & Elkins LLP Attorneys at Law**  
Abu Dhabi Austin Beijing Dallas Dubai Hong Kong Houston London  
Moscow New York Palo Alto Riyadh Shanghai Tokyo Washington

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Dallas, TX 75201-2975  
**Tel +1.214.220.7700 Fax +1.214.220.7716 www.velaw.com**

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This opinion letter may be filed as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Act.

Very truly yours,

/s/ Vinson & Elkins L.L.P.

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Vinson & Elkins L.L.P.

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 16, 2016, relating to the consolidated financial statements and financial statement schedules of Huntsman Corporation and subsidiaries (the "Company"), and the effectiveness of the Company's internal control over financial reporting, appearing in the Annual Report on Form 10-K of the Company for the year ended December 31, 2015.

/s/ DELOITTE & TOUCHE LLP

Houston, Texas  
May 31, 2016

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