
**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): **June 29, 2017**

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.)

10003 Woodloch Forest Drive
The Woodlands, Texas
(Address of principal executive offices)

77380
(Zip Code)

Registrant's telephone number, including area code:

(281) 719-6000

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01 — Other Events.

On June 29, 2017, Huntsman Corporation (the "Company") issued a press release announcing the pricing of \$375 million in aggregate principal amount of senior notes due 2025 (the "Notes") to be issued by two of its wholly owned subsidiaries, Venator Finance S.à r.l. and Venator Materials Corporation (each, a "Co-Issuer" and, together, the "Issuers"). Following the completion of an internal reorganization, the Issuers will be subsidiaries of Venator Materials PLC, a public limited company organized under the laws of England and Wales ("Venator") and a wholly-owned subsidiary of the Company formed for the purpose of holding the Pigments and Additives business that is expected to be separated from the Company in connection with its anticipated initial public offering (the "Venator IPO"). The Notes

will carry an interest rate of 5.75% and will mature on July 15, 2025. If (i) the Venator IPO does not close and certain other conditions are not satisfied on or prior to March 31, 2018 or (ii) in the reasonable judgment of the Issuers, the Venator IPO will not close and such other conditions will not be satisfied on or prior to March 31, 2018, the Notes will be subject to a special mandatory redemption. The special mandatory redemption price will be a price equal to 100% of the issue price of the Notes, plus accrued and unpaid interest from the issue date of the Notes to, but not including, the redemption date. The Company is filing a copy of the press release as Exhibit 99.1 hereto, which is incorporated by reference to this Item 8.01.

The press release 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.

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Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release dated June 29, 2017.

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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/ Brandon M. Gray
Brandon M. Gray
Vice President and Treasurer

Dated: June 30, 2017

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INDEX TO EXHIBITS

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release dated June 29, 2017.

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News Release

**FOR IMMEDIATE RELEASE**

June 29, 2017
The Woodlands, TX
NYSE: HUN

Media:
Gary Chapman
(281) 719-4324

Investor Relations:
Ivan Marcuse
(281) 719-4637

**Venator Materials Prices \$375 Million Private Offering
of Senior Notes Due 2025**

THE WOODLANDS, Texas - Huntsman Corporation (NYSE: HUN) and Venator Materials PLC today announced that they have priced a \$375 million in aggregate principal amount offering of senior notes due 2025 (the "Notes") through their wholly owned subsidiaries, Venator Finance S.à r.l. and Venator Materials Corporation. The offering was increased from a previously announced size of \$350 million in aggregate principal amount of Notes. The Notes will carry an interest rate of 5 ¾ % and will mature on July 15, 2025. The closing of the offering is expected to occur on July 14, 2017, subject to the satisfaction of customary closing conditions.

Huntsman has previously announced its intention to separate its Pigments & Additives business, through an initial public offering of Venator Materials PLC this summer, subject to market conditions. Proceeds from the offering of Notes will initially be placed into escrow pending the initial public offering and will then be used to repay intercompany debt owed to Huntsman and its subsidiaries, to pay a dividend to Huntsman and its subsidiaries and to pay related fees and expenses.

The Notes are being offered in a private offering exempt from registration requirements of the United States Securities Act of 1933, as amended (the "Securities Act"). The Notes are being offered only to qualified institutional buyers under Rule 144A and outside the United States in compliance with Regulation S under the Securities Act. The Notes have not been and will not be registered under the Securities Act and may not be offered or sold in the United States absent registration or an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and other applicable securities laws.

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 Corporation is a publicly traded global manufacturer and marketer of differentiated chemicals with 2016 revenues of approximately \$10 billion. Its chemical products number in the thousands and are sold worldwide to manufacturers serving a broad and diverse range of consumer and industrial end markets. The company has more than 100 manufacturing and R&D facilities in approximately 30 countries and employs approximately 15,000 associates within 5 distinct business divisions. For more information about Huntsman, please visit the company's website at www.Huntsman.com.

Social Media:

Twitter: twitter.com/Huntsman_Corp
Facebook: www.facebook.com/huntsmancorp
LinkedIn: www.linkedin.com/company/huntsman

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, volatile global economic conditions, cyclical and volatile product markets, disruptions in production at manufacturing facilities, reorganization or restructuring of Huntsman's operations, any delay of, or other negative developments affecting, the IPO of Venator Materials PLC, the ability to implement cost reductions and manufacturing optimization improvements in Huntsman businesses, to consummate or achieve the expected benefits of the proposed transaction with Clariant and to realize anticipated cost savings, and other 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.
