

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

SCHEDULE 14A
(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Under Rule 14a-12

HUNTSMAN CORPORATION
(Name of Registrant as Specified in Its Charter)

STARBOARD VALUE LP
STARBOARD VALUE AND OPPORTUNITY MASTER FUND LTD
STARBOARD VALUE AND OPPORTUNITY S LLC
STARBOARD VALUE AND OPPORTUNITY C LP
STARBOARD P FUND LP
STARBOARD VALUE P GP LLC
STARBOARD VALUE R LP
STARBOARD VALUE AND OPPORTUNITY MASTER FUND L LP
STARBOARD VALUE L LP
STARBOARD VALUE R GP LLC
STARBOARD LEADERS ECHO II LLC
STARBOARD LEADERS FUND LP
STARBOARD VALUE A LP
STARBOARD VALUE A GP LLC
STARBOARD X MASTER FUND LTD
STARBOARD G FUND, L.P.
STARBOARD VALUE GP LLC
STARBOARD PRINCIPAL CO LP
STARBOARD PRINCIPAL CO GP LLC
JEFFREY C. SMITH
PETER A. FELD
JAMES L. GALLOGLY
SANDRA BEACH LIN
SUSAN C. SCHNABEL

(Name of Persons(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
 - Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
- (1) Title of each class of securities to which transaction applies:
 - (2) Aggregate number of securities to which transaction applies:
 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
 - (4) Proposed maximum aggregate value of transaction:
 - (5) Total fee paid:

Fee paid previously with preliminary materials:

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Starboard Value LP, together with the other participants named herein (collectively, "Starboard"), has filed a definitive proxy statement and accompanying BLUE proxy card with the Securities and Exchange Commission (the "SEC") to be used to solicit votes for the election of its slate of highly-qualified director nominees at the 2022 annual meeting of stockholders (the "Annual Meeting") of Huntsman Corporation, a Delaware corporation (the "Company").

On February 10, 2022, Starboard uploaded the following materials to www.shareholdersforhuntsman.com:

Support Positive Change at Huntsman

Vote for the BLUE CARD Today



Letter to the Stockholders of Huntsman Corporation

We are asking for your support to elect four new, highly-qualified directors to the Huntsman Corporation Board of Directors at the upcoming 2022 Annual Meeting of Stockholders.

[View Letter](#)

Our Nominees



James L. Gallogly



Sandra Beach Lin



Susan C. Schnabel



Jeffrey C. Smith

Shareholder Materials

[View All](#)

February 02, 2022

Letter to the Stockholders of Huntsman Corporation

[Read Letter](#)

February 02, 2022

Definitive Proxy Statement

[Read Statement](#)

January 05, 2022

Preliminary Proxy Statement

[Read Statement](#)

Starboard Value

Gavin McInnell
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Patrick Sullivan
T: 212 845-7947

Okapi Partners

Bruce Goldfarb / Pat McHugh
T: 212 297-0725



Our Nominees

We have assembled a best in class group of highly successful industry experts and governance professionals. Vote for the BLUE proxy card and vote for a group of professionals who will bring the right mix of skills to finally ensure accountability at Huntsman.



James L. Gallogly



Sandra Beach Lin



Susan C. Schnabel



Jeffrey C. Smith

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James L. Gallogly



Mr. Gallogly's significant operating, financial, and environmental management experience as a senior executive within the chemicals industry, as well as his significant public company board experience would make him a valuable addition to the Board.

- **Mr. Gallogly** previously served as President of the **University of Oklahoma**. Prior to that, Mr. Gallogly served as Chief Executive Officer and Chairman of the Management Board at **LyondellBasell Industries N.V.**, a global plastics, chemical, and refining company. Prior to LyondellBasell, Mr. Gallogly served as Executive Vice President of multiple business units at **ConocoPhillips**.
- **Mr. Gallogly** currently serves as Vice Chairman of the University Cancer Foundation Board of Visitors at the **University of Texas M.D. Anderson Cancer Center**.
- **Mr. Gallogly** previously served as a director of **Continental Resources, Inc.** and **E.I. du Pont de Nemours and Company**.



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Sandra Beach Lin



Ms. Lin's significant leadership experience as a senior executive in both the hybrid chemicals and broader industrials industries, coupled with her considerable experience serving on public company boards would make her a valuable addition to the Board.

- Ms. Lin is the former President and Chief Executive Officer of **Calisolar**, a global leader in the production of solar silicon. Previously, Ms. Lin was Executive Vice President of **Celanese**, a global hybrid chemical company. Prior to Celanese, Ms. Lin held various senior executive positions at **Avery Dennison**, **Alcoa**, and **Honeywell International**.
- Ms. Lin currently serves as a director at **Avient Corporation**, **American Electric Power Company**, **Trinseo S.A.**, **Ripple Therapeutics**, and **Interface Biologics**.
- Ms. Lin previously served as a director of **WESCO International, Inc.**



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Susan C. Schnabel



Ms. Schnabel's substantial business experience and financial background coupled with her extensive experience serving as a director of public and private companies would make her a valuable addition to the Board.

- Ms. Schnabel is the Co-Founder and Co-Managing Partner of **aPriori Capital Partners**. Previously, Ms. Schnabel served as Managing Director of **Credit Suisse** Asset Management and Co-Head of **DLJ Merchant Banking**. Prior to that, Ms. Schnabel served as Chief Financial Officer of **PetSmart**.
- Ms. Schnabel currently serves as a director of **Altice USA**, Chair of the Audit Committee of **Kayne Anderson BDC**, a Trustee of **Cornell University**, and a director of various other university and non-profit Board of Directors.
- Ms. Schnabel previously served as a director of **Versum Materials**, **STR Holdings**, **Neiman Marcus**, **Pinnacle Gas Resources**, **Rockwood Holdings**, **Shoppers Drug Mart Corporation (TSX)**, and other private company Board of Directors.



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Jeffrey C. Smith



Mr. Smith's extensive knowledge of the capital markets, corporate finance, and public company governance practices as a result of his investment experience, together with his significant public company board experience, would make him a valuable addition to the Board.

- **Mr. Smith** is a Managing Member, Chief Executive Officer, and Chief Investment Officer of **Starboard Value LP**. Prior to founding Starboard, he was a Partner Managing Director of Ramius LLC, and the Chief Investment Officer of **Ramius Value and Opportunity Master Fund Ltd.**
- **Mr. Smith** currently serves as Chair of the Board of Directors of **Papa John's International**, and as a director of **Cyxtera Technologies**.
- **Mr. Smith** previously served as Chair of the Board of Directors of **Advance Auto Parts**, **Darden Restaurants**, and **Phoenix Technologies**. In addition, Mr. Smith has also served as a director of many other public companies.



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Shareholder Materials

[Letter to the Stockholders of Huntsman Corporation | February 10, 2022](#)

[Definitive Proxy Statement | February 10, 2022](#)

[Preliminary Proxy Statement | January 20, 2022](#)

[Letter to the Chairman of the Board | January 12, 2022](#)

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How To Vote

If you wish to support our campaign, vote the BLUE proxy card you have or will receive in the mail. You can vote using the card either by returning it physically or by voting online following instructions on the card. If you have any questions about how to vote, please contact Okapi Partners LLC, which is our proxy solicitor. They can be reached at info@okapipartners.com, (212) 297-0720 or toll free at (877) 629-6356.



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Disclaimer

The views expressed on this website represent the opinions of Starboard Value LP and certain of its affiliates (collectively, "Starboard"), which beneficially own shares of Huntsman Corporation (the "Company"), and are based on publicly available information with respect to the Company. Starboard recognizes that there may be confidential information in the possession of the Company that could lead it or others to disagree with Starboard's conclusions. Starboard reserves the right to change any of its opinions expressed herein at any time as it deems appropriate and disclaims any obligation to notify the market or any other party of any such changes. Starboard disclaims any obligation to update the information or opinions contained on this website.

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This website may be deemed to constitute solicitation material and is intended solely to inform stockholders so that they may make an informed decision regarding the proxy solicitation, as explained in greater detail below.

Cautionary Statement Regarding Forward Looking Statements

The materials on this website may contain forward-looking statements. All statements contained herein that are not clearly historical in nature or that necessarily depend on future events are forward-looking, and the words "anticipate," "believe," "expect," "potential," "opportunity," "estimate," "plan," and similar expressions are generally intended to identify forward-looking statements. The projected results and statements contained herein that are not historical facts are based on current expectations, speak only as of the date of these materials and involve risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such projected results and statements. Assumptions relating to the foregoing involve judgments with respect to, among other things, future economic, competitive and market conditions and future business decisions, all of which are difficult or impossible to predict accurately and many of which are beyond the control of Starboard. Although Starboard believes that the assumptions underlying the projected results or forward-looking statements are reasonable as of the date of these materials, any of the assumptions could be inaccurate and therefore, there can be no assurance that the projected results or forward-looking statements included herein will prove to be accurate. In light of the significant uncertainties inherent in the projected results and forward-looking statements included herein, the inclusion of such information should not be regarded as a representation as to future results or that the objectives and strategic initiatives expressed or implied by such projected results and forward-looking statements will be achieved. Starboard will not undertake and specifically declines any obligation to disclose the results of any revisions that may be made to any projected results or forward-looking statements herein to reflect events or circumstances after the date of such projected results or statements or to reflect the occurrence of anticipated or unanticipated events.

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ADDITIONAL INFORMATION

Starboard Value LP, together with the other participants in its proxy solicitation (collectively, the "Participants"), have filed a definitive proxy statement and accompanying BLUE proxy card with the SEC to be used to solicit proxies in connection with the 2022 annual meeting of stockholders (the "Annual Meeting") of the Company. Starboard strongly advises all stockholders of the Company to read the proxy statement and any other proxy materials related to the solicitation of stockholders of the Company in connection with the Annual Meeting because they will contain important information, including information relating to the Participants. Such proxy materials are available at no charge on the SEC's website at <http://www.sec.gov/sec.gov>. The definitive proxy statement and other relevant documents filed by Starboard with the SEC are also available, without charge, by directing a request to Starboard's proxy solicitor, Okapi Partners LLC, at (212) 297-0720 or via email at info@okapipartners.com.

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SHAREHOLDERS FOR
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