

**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 to be used to solicit votes for the election of its slate of highly-qualified director nominees at the 2022 annual meeting of stockholders of Huntsman Corporation, a Delaware corporation.

Item 1: On March 4, 2022, Starboard issued the following press release announcing its delivery of an open letter to the Company’s stockholders. The full text of the letter is also attached hereto as Exhibit 1 and is incorporated herein by reference:

STARBOARD DELIVERS OPEN LETTER TO HUNTSMAN STOCKHOLDERS

Highlights Company’s History of Failed Operational Execution, Long-Term Share Price Underperformance, Missed Promises, Poor Governance and Compensation Practices, and Problematic ESG Practices

Urges Stockholders Not to Be Fooled by Huntsman’s Latest Round of Investor Day Promises

Believes Company’s Ill-Planned and Reactive Board Refreshment Process and Recent Attempts to Disenfranchise Stockholders Underscores the Need for New Independent Board Members

Urges Stockholders to Demand Accountability and Operational Excellence by Voting FOR Starboard’s Slate of Highly-Qualified and Experienced Nominees on Starboard’s BLUE Proxy Card TODAY

NEW YORK, NY March 4, 2022 /PRNewswire/ -- Starboard Value LP (together with its affiliates, “Starboard” or “we”), one of the largest stockholders of Huntsman Corporation (NYSE: HUN) (“Huntsman” or the “Company”), with an ownership interest of approximately 8.8% of the Company’s outstanding shares, today announced that it has delivered an open letter to Huntsman stockholders detailing why the election of Starboard’s slate of four highly-qualified and experienced nominees at the Company’s upcoming 2022 Annual Meeting of Stockholders is critical to drive accountability and demand operational excellence at Huntsman.

The full text of Starboard’s open letter to Huntsman stockholders can be viewed at the following link:

<https://shareholdersforhuntsman.com/shareholder-materials/letter-3-3-22/>

About Starboard Value LP

Starboard Value LP is a New York-based investment adviser with a focused and differentiated fundamental approach to investing primarily in publicly traded U.S. companies. Starboard seeks to invest in deeply undervalued companies and actively engage with management teams and boards of directors to identify and execute on opportunities to unlock value for the benefit of all stockholders.

Investor contacts:

Gavin Molinelli, (212) 201-4828

Patrick Sullivan, (212) 845-7947

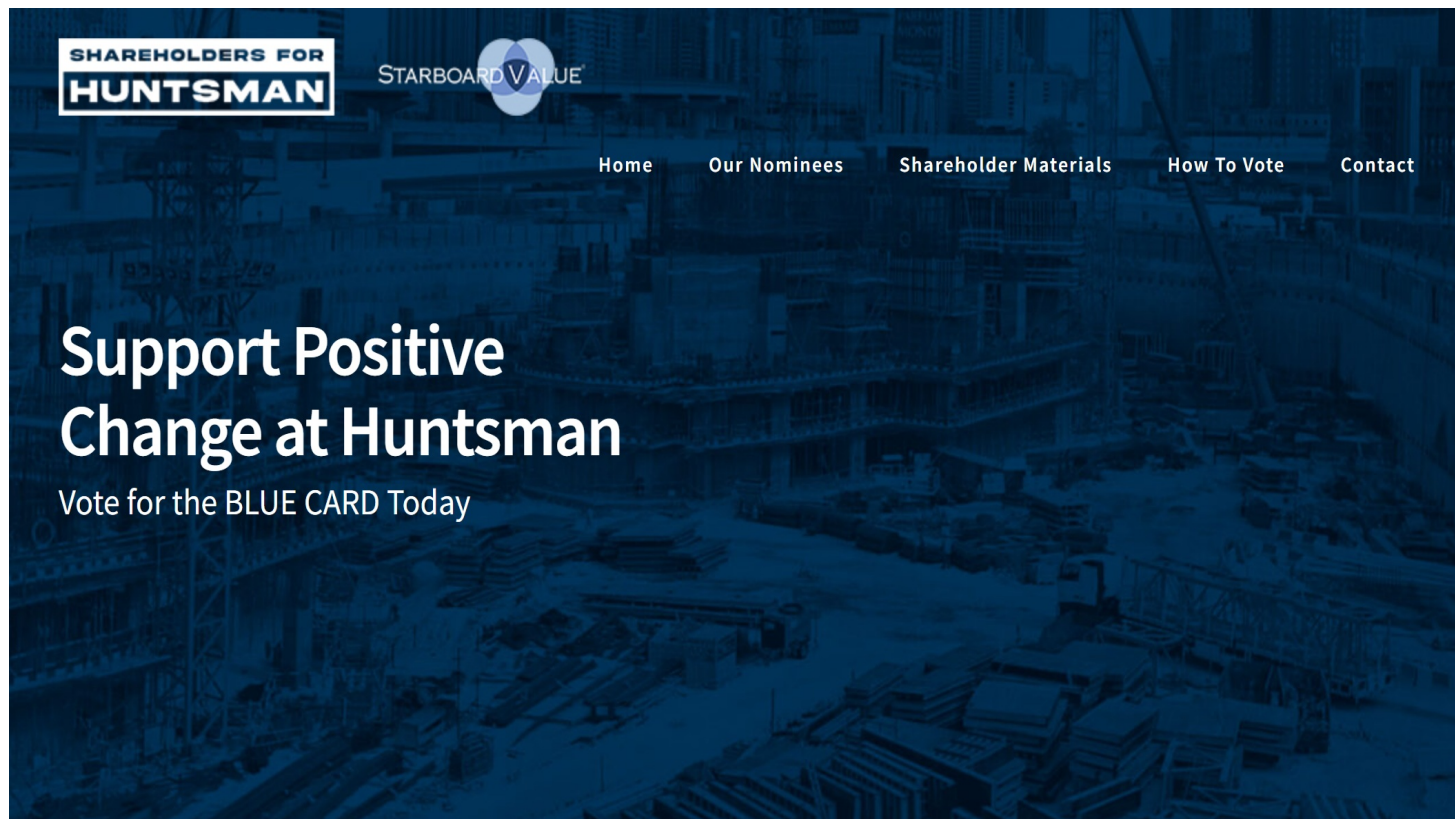
www.starboardvalue.com

Okapi Partners

Bruce H. Goldfarb/Patrick McHugh

(212) 297-0720

Item 2: On March 4, 2022, Starboard uploaded the following materials to www.shareholdersforhuntsman.com:





Starboard Issues Detailed Investor Presentation On Huntsman

Presentation Provides Details on Huntsman's Significant Operating, Financial, and Share Price Underperformance; History of Failed Shareholder Commitments; Poor Governance and Compensation Practices; Ill-Planned and Reactive Board Refreshment Process; Recent Attempts to Disenfranchise Shareholders; and Problematic ESG Practices.

[View Presentation](#)

Our Nominees



James L. Gallogly



Sandra Beach Lin



Susan C. Schnabel



Jeffrey C. Smith



Shareholder Materials

[View All](#)

March 3, 2022

Open Letter to Huntsman Stockholders

[View Letter →](#)

March 1, 2022

Transforming Huntsman Corporation

[View Presentation →](#)

February 17, 2022

Public Letter to the Company

[Read Letter →](#)

Starboard Value

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Shareholder Materials

Transforming Huntsman Corporation | March 1, 2022

Public Letter to the Company | February 17, 2022

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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SHAREHOLDERS FOR
HUNTSMAN



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Starboard Delivers Open Letter to Huntsman

Starboard Value's Open Letter to Huntsman Stockholders

We Need Your Support – Protect and Enhance Your Investment By Voting On The Blue Proxy Card Today

March 3, 2022

Dear Fellow Stockholders,

We need your help. **The Board of Directors (the “Board”) at Huntsman Corporation (“Huntsman” or the “Company”) is composed of individuals who we believe not only have close ties and personal loyalties to Peter Huntsman, the Company’s CEO, but also prioritize those loyalties above the good of common stockholders.** To the detriment of all stockholders, the Board has seemingly tolerated years of subpar financial performance, missed stockholder promises, and poor stock price performance. We believe the Company is capable of significantly more than what its historical track record might suggest. **From the Company’s stock price reaction since our public involvement in September 2021, it seems clear to us that stockholders not only agree, but also recognize the value that is trapped within this Company, and likewise demand significantly greater accountability.**

[View the Full Letter to Huntsman Stockholders](#)

Please VOTE the BLUE Proxy Card

Our Proxy Statement and our BLUE proxy card are available at www.shareholdersforhuntsman.com

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STARBOARD VALUE

