

**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM S-1**  
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)

**2800**  
(Primary Standard Industrial  
Classification Code Number)

**42-1648585**  
(I.R.S. Employer  
Identification Number)

**500 Huntsman Way**  
**Salt Lake City, UT 84108**  
**(801) 584-5700**  
(Address, Including Zip Code, and Telephone Number, Including Area Code,  
of Registrant's Principal Executive Offices)

**Samuel D. Scruggs**  
**Executive Vice President, General Counsel and Secretary**  
**Huntsman Corporation**  
**500 Huntsman Way**  
**Salt Lake City, UT 84108**  
**(801) 584-5700**

(Name, Address, Including Zip Code, and Telephone  
Number, Including Area Code, of Agent For Service)

**Jeffery B. Floyd**  
**Vinson & Elkins L.L.P.**  
**1001 Fannin, Suite 2300**  
**Houston, TX 77002**  
**(713) 758-2222**

**Copies to:**

**Gregory A. Fernicola**  
**Skadden, Arps, Slate, Meagher & Flom LLP**  
**Four Times Square**  
**New York, NY 10036**  
**(212) 735-3000**

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after the effective date of this registration statement.

If the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box:

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering:  333-120749

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering:

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering:

If delivery of the prospectus is expected to be made pursuant to Rule 434, check the following box:

**CALCULATION OF REGISTRATION FEE**

Title of Class of Securities to be Registered	Proposed Maximum Aggregate Offering Price(1)(2)	Amount of Registration Fee(3)
Common Stock, \$0.01 par value	\$ 125,000,000	\$ 14,713

- (1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(o) promulgated under the Securities Act. Includes proceeds from the sale of shares of common stock that the underwriters have the option to purchase to cover over-allotments, if any.
- (2) The proposed maximum offering price of each security will be determined by the registrant in connection with, and at the time of, the issuance of the securities.
- (3) The registrant previously registered an aggregate of \$1,472,784,166 of common stock on its Registration Statement on Form S-1 (File No. 333-120749), for which filing

a fee of \$185,471 was paid.

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**EXPLANATORY NOTE AND  
INCORPORATION OF CERTAIN INFORMATION BY REFERENCE**

Huntsman Corporation, a Delaware corporation (the "Registrant"), is filing this registration statement pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended. This registration statement relates to the initial public offering of the Registrant's common stock contemplated by the Registration Statement of Form S-1 (File No. 333-120749), as amended (the "Prior Registration Statement"), which was originally filed by the Registrant with the Securities and Exchange Commission (the "Commission") on November 24, 2004 and declared effective by the Commission on February 10, 2005.

The contents of the Prior Registration Statement and all exhibits to the Prior Registration Statement are hereby incorporated by reference into this registration statement.

The required opinions and consents are listed on the Exhibit Index attached hereto and filed herewith.

**PART II**

**INFORMATION NOT REQUIRED IN PROSPECTUS**

***Item 16. Exhibits and Financial Statement Schedules.***

(a) Exhibits:

<b>Number</b>	<b>Description</b>
5.1	Opinion of Vinson & Elkins L.L.P. as to the validity of the shares being registered
23.1	Consent of Deloitte & Touche LLP (Houston, Texas)
23.2	Consent of Deloitte & Touche LLP (Salt Lake City, Utah)
23.3	Consent of Deloitte S.A.
23.4	Consent of Vinson & Elkins L.L.P. (contained in the opinion filed as Exhibit 5.1 hereto)
24.1	Powers of Attorney (Filed as Exhibit 24.1 to Registration Statement on Form S-1 (File No. 333-120749) and incorporated by reference herein.)

(b) Financial Statement Schedules:

Not applicable.

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**EXHIBIT INDEX**

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23.3	Consent of Deloitte S.A.
23.4	Consent of Vinson & Elkins L.L.P. (contained in the opinion filed as Exhibit 5.1 hereto)
24.1	Powers of Attorney (Filed as Exhibit 24.1 to Registration Statement on Form S-1 (File No. 333-120749) and incorporated by reference herein.)

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February 10, 2005

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"), with respect to certain legal matters in connection with the filing of a Registration Statement on Form S-1 (the "Rule 462(b) Registration Statement") under the Securities Act of 1933, as amended (the "Securities Act"), pursuant to Rule 462(b) under the Securities Act, which relates to the Registration Statement on Form S-1 (File No. 333-120749), initially filed by the Company on November 24, 2004 (as amended and declared effective by the Securities and Exchange Commission on February 10, 2005, the "Registration Statement"). The Rule 462(b) Registration Statement covers the registration of up to 5,227,273 shares (including shares that may be sold pursuant to the exercise of the underwriters' over-allotment option) of common stock, par value \$.01 per share, of the Company (the "Shares").

In connection with this opinion, we have assumed that the Shares will be issued and sold in the manner described in the Registration Statement and the prospectus incorporated by reference therein.

In connection with the opinion expressed herein, we have examined, among other things, (i) the Amended and Restated Certificate of Incorporation and the Amended and Restated Bylaws of the Company, (ii) the records of corporate proceedings that have occurred prior to the date hereof with respect to the Registration Statement and the Rule 462(b) Registration Statement, (iii) the Registration Statement, (iv) the Rule 462(b) Registration Statement and (v) the form of underwriting agreement relating to the Shares in the form filed as an exhibit to the Registration Statement and approved by the Board of Directors of the Company (the "Underwriting Agreement"). We have also reviewed such questions of law as we have deemed necessary or appropriate. As to matters of fact relevant to the opinion expressed herein, and as to factual matters arising in connection with our examination of corporate documents, records and other documents and writings, we relied upon certificates and other communications of corporate officers of the Company, without further investigation as to the facts set forth therein.

Based upon the foregoing, we are of the opinion that:

- (a) with respect to the Shares to be issued or sold by the Company, when such Shares have been delivered in accordance with the definitive Underwriting Agreement and upon payment of the consideration therefor provided for therein (not less than the par value of the Shares), such Shares will be duly authorized, validly issued, fully paid and nonassessable; and
- (b) such Shares proposed to be sold by the selling stockholder named in the Registration Statement, upon the consummation of the Reorganization Transaction (as defined in the Registration Statement), will be duly authorized, validly issued, fully paid and nonassessable.

This opinion is limited in all respects to the Constitution of the State of Delaware and the Delaware General Corporation Law, as interpreted by the courts of the State of Delaware and of the United States.

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We hereby consent to the filing of this opinion as an exhibit to the Rule 462(b) Registration Statement and to the statements with respect to us under the heading "Legal Matters" in the prospectus forming a part of the Registration Statement, but we do not thereby admit that we are within the class of persons whose consent is required under the provisions of the Securities Act of 1933, as amended, or the rules and the regulations of the Securities and Exchange Commission issued thereunder.

Very truly yours,

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

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-1 of Huntsman Corporation of (a) our report dated January 5, 2005 on the consolidated financial statements of Huntsman Holdings, LLC and subsidiaries as of September 30, 2004 (which report expresses an unqualified opinion and includes explanatory paragraphs relating to (i) the change in the method of computing depreciation expense in 2003 and (ii) the adoption of Statement of Financial Accounting Standards ("SFAS") No. 141 and SFAS No. 142 in 2002 and SFAS No. 133 in 2001) and (b) our report dated November 23, 2004 on Huntsman Corporation as of October 31, 2004, both appearing in the Registration Statement on Form S-1 No. 333-120749, which is incorporated by reference in this Registration Statement.

We also consent to the reference to us under the heading "Experts" in such Registration Statement.

Our audits of the consolidated financial statements of Huntsman Holdings, LLC and subsidiaries referred to in our aforementioned report also includes the financial statement schedule of Huntsman Holdings, LLC listed in Item 16(b) of Registration Statement on Form S-1 No. 333-120749. This financial statement schedule is the responsibility of the Company's management. Our responsibility is to express an opinion based on our audits. In our opinion, such financial statement schedule, when considered in relation to the basic financial statements taken as a whole, presents fairly in all material respects, the information set forth therein.

/s/ Deloitte & Touche LLP

Houston, Texas  
February 10, 2005

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-1 of Huntsman Corporation of (a) our report dated November 23, 2004 (except for Note 27, as to which the date is December 17, 2004) on the consolidated financial statements of Huntsman Advanced Materials LLC and subsidiaries at December 31, 2003 (which report expresses an unqualified opinion and includes an explanatory paragraph relating to restatement of the statements of equity and of cash flows) and (b) our report dated February 28, 2003 (except for Note 23, as to which the date is November 23, 2004) on Huntsman International Holdings LLC and subsidiaries as of December 31, 2002 (which report expresses an unqualified opinion and includes explanatory paragraphs regarding (i) the adoption of Statement of Financial Accounting Standards ("SFAS") No. 142 and SFAS No. 133 in 2001 and (ii) the restatement of the consolidated statements of cash flows), both appearing in the Registration Statement on Form S-1 No. 333-120749, which is incorporated by reference in this Registration Statement.

We also consent to the reference to us under the heading "Experts" in such Registration Statement.

/s/ Deloitte & Touche LLP

Salt Lake City, Utah  
February 10, 2005

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-1 of Huntsman Corporation of our report dated April 14, 2004 (except for Note 27, as to which the date is December 17, 2004), appearing in the Registration Statement on Form S-1 No. 333-120749 on the consolidated financial statements of Vantico Group S.A. and subsidiaries at December 31, 2002 (which report expresses an unqualified opinion and includes an explanatory paragraph relating to the adoption of Statement of Financial Accounting Standards No. 142 in 2002) appearing in that Registration Statement, which is incorporated by reference in this Registration Statement.

We also consent to the reference to us under the heading "Experts" in such Registration Statement.

/s/ DELOITTE S.A.

Edouard Schmit, Partner

Luxembourg  
February 10, 2005

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