
**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): **October 31, 2006**

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.)

**500 Huntsman Way
Salt Lake City, Utah**
(Address of principal executive offices)

84108
(Zip Code)

Registrant's telephone number, including area code: **(801) 584-5700**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation 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))
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Item 1.01. Entry into a Material Definitive Agreement.

On October 31, 2006, Huntsman International LLC, a wholly-owned subsidiary of Huntsman Corporation, as issuer, and certain of its subsidiaries, as guarantors, entered into a purchase agreement with Deutsche Bank Securities Inc., Credit Suisse Securities (USA) LLC, Citigroup Global Markets Inc. and Wachovia Capital Markets, LLC, as initial purchasers, relating to the issuance and sale by the company to the purchasers of an aggregate of \$200,000,000 principal amount of the company's dollar-denominated 7% Senior Subordinated Notes due 2014 and €400,000,000 principal amount of the company's euro-denominated 6% Senior Subordinated Notes due 2013 on customary terms. Additional information relating to the transaction is contained in the press release filed herewith as Exhibit 99.1, which is incorporated herein by reference.

The initial purchasers and their affiliates perform investment banking, commercial banking and advisory services for the company and its affiliates from time to time for which they receive customary fees and expenses. In addition, Credit Suisse Securities (USA) LLC and certain of its affiliates and employees are limited partners in MatlinPatterson Global Opportunities Partners, L.P. and, therefore, have an indirect economic interest in the company. Affiliates of Citigroup Global Markets Inc. provide capital markets and cash management services to the company and certain of its subsidiaries and provide private banking services to members of the Huntsman family from time to time.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on their behalf by the undersigned hereunto duly authorized.

HUNTSMAN CORPORATION
HUNTSMAN INTERNATIONAL LLC

By: /s/ Sean Douglas
Sean Douglas
Vice President and Treasurer

Dated: October 31, 2006

INDEX TO EXHIBITS

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release dated October 31, 2006

News Release



FOR IMMEDIATE RELEASE

31 October 2006

CONTACTS:

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HUNTSMAN PRICES AND INCREASES SIZE OF PRIVATE OFFERING OF SENIOR SUBORDINATED NOTES

COMPANY TO USE NET PROCEEDS TO REDEEM MORE EXPENSIVE DEBT AND REDUCE ANNUAL INTEREST EXPENSE BY APPROXIMATELY \$17 MILLION

The Woodlands, TX, October 31, 2006 — Huntsman International LLC, a wholly owned subsidiary of Huntsman Corporation (NYSE:HUN), today announced that it has priced its previously announced private offering of euro and U.S. dollar denominated senior subordinated notes, which will carry interest rates of 6 7/8% and 7 7/8%, respectively. The offering size has been increased from the previously announced \$400 million in U.S dollar equivalents to €400 million in euro denominated notes and \$200 million in dollar denominated notes, or approximately \$708 million of combined US dollar equivalents. The euro notes will mature November 15, 2013, and the dollar notes will mature November 15, 2014.

The closing of the senior subordinated notes offering is expected to occur on November 13, 2006, and is subject to the satisfaction of customary closing conditions. The company intends to use the estimated net proceeds of approximately \$699 million in dollar equivalents to redeem all (approximately \$366 million) of its outstanding dollar denominated 10 1/8% senior subordinated notes, and a portion (approximately €258 million) of its outstanding euro denominated 10 1/8% senior subordinated notes, due 2009, subject to completion of the offering. In conjunction with this redemption of notes, the company expects to record loss on early extinguishment of debt in the fourth quarter of 2006 of approximately \$12 million.

Kimo Esplin, Chief Financial Officer of Huntsman Corporation, stated, “the nearly 3% improved interest rate on the refinanced notes demonstrates the Company’s strong credit profile and will result in the Company reducing its annual interest expense by approximately \$17 million.”

The offering has been made only to qualified institutional buyers in accordance with Rule 144A under the Securities Act of 1933 and outside the United States in accordance with Regulation S under the Securities Act. This release is not an offer of securities. The securities offered will not be registered under the Securities Act of 1933 and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

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 Securities and Exchange Commission. Significant risks and uncertainties may relate to, but are not limited to, financial, economic, competitive, environmental, political, legal, regulatory and technological

factors. Accordingly, there can be no assurance that the company’s expectations will be realized. The company assumes no obligation to provide revisions to any forward-looking statements should circumstances change, except as otherwise required by securities and other applicable laws.
