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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 20549

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**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): **February 16, 2021**

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**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.)

**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))

Securities registered pursuant to Section 12(b) of the Act:

<b>Title of each class:</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered:</b>
Common Stock, par value \$0.01 per share	HUN	New York Stock Exchange

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. ☐

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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On February 16, 2021, the Board of Directors of Huntsman Corporation increased the size of the Board from ten to eleven directors and appointed Jeanne McGovern, age 62, to fill the vacancy created by the expansion of the Board. Ms. McGovern will serve a term that expires at the Company's 2021 Annual Meeting of Stockholders. Ms. McGovern was also appointed to serve on the Audit Committee of the Board.

The Board determined that Ms. McGovern is independent under the Company's independence criteria for members of its board of directors, and that she further satisfies the heightened standard of independence to serve as a member of the Audit Committee and has been designated as an "audit committee financial expert" as defined by the applicable regulations of the SEC. Ms. McGovern was not selected as a director pursuant to any arrangements or understandings with the Company or with any other person, and there are no transactions between the Company and Ms. McGovern that would require disclosure under Item 404(a) of Regulation S-K.

Ms. McGovern will be compensated for her services on the Board on the same basis as each of the Company's other non-employee directors. Annual compensation for non-employee directors is comprised of cash and stock-based equity compensation. The cash compensation consists of an annual retainer and supplemental retainers for the chairs and members of Board committees. Stock-based equity compensation consists of awards granted under the Huntsman Corporation 2016 Huntsman Stock Incentive Plan in the form of stock or stock units, at the election of each director. Non-employee directors may also participate in the Huntsman Outside Director Elective Deferral Plan and the Huntsman Director Matching Gift Program. A more detailed description of compensation of directors of the Company was previously reported in the Company's [Definitive Proxy Statement filed with the Securities and Exchange Commission on March 20, 2020](#) under "Board of Directors—Director Compensation," and that section of the Definitive Proxy Statement is incorporated herein by reference.

Concurrently with Ms. McGovern's appointment to the Audit Committee, the Board appointed existing members Sonia Dulá and Cynthia L. Egan to the Board's Audit Committee and Nominating and Corporate Governance Committee, respectively, after determining in the case of Ms. Dulá that she was financially literate under the pertinent NYSE standard and also satisfied the heightened standard of independence required for service on the Audit Committee.

On February 16, 2021, the Board also approved the formation of a new standing committee of the Board to be called the Sustainability Committee to provide more focused support and oversight of the Company's sustainability and other related corporate social responsibility and governance matters. Dr. Jan E. Tighe, Daniele Ferrari, Sonia Dulá, and Cynthia L. Egan were appointed to serve as the initial members of the Sustainability Committee, with Dr. Tighe serving as the Chair.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

Number	Description of Exhibits
<a href="#">99.1</a>	<a href="#">Press Release dated February 19, 2021 announcing the appointment of Jeanne McGovern to the Board of Directors and the formation of Board's Sustainability Committee.</a>
104	Cover Page Interactive Data File (formatted in Inline XBRL and contained in Exhibit 101)

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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

/s/ DAVID M. STRYKER

*Executive Vice President, General Counsel and Secretary*

Dated: February 19, 2021

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## News Release

**FOR IMMEDIATE RELEASE**

February 19, 2021  
The Woodlands, TX  
NYSE: HUN

**Media:**

Gary Chapman  
(281) 719-4324

**Investor Relations:**

Ivan Marcuse  
(281) 719-4637

### **Huntsman Appoints Jeanne McGovern to Its Board of Directors and Announces the Formation of a Sustainability Committee**

Huntsman Corporation (NYSE: HUN) today announced the appointment of Jeanne McGovern to its Board of Directors effective February 16, 2021. Ms. McGovern will serve on the Audit Committee and was designated an “audit committee financial expert” as defined by the applicable regulations of the SEC. The Huntsman Board now has eleven directors, ten of whom are independent.

Ms. McGovern retired after 35 years at Deloitte & Touche LLP, where she provided lead audit services to Fortune 500 public companies and their audit committees, as well as advisory services relating to mergers, acquisitions and divestitures, strategic business model transformation, financing transactions, and other strategic priorities. Ms. McGovern also held significant management roles in Deloitte’s corporate office, including in the Office of the CEO’s U.S. National Leadership Team, and as the national director for the retention and advancement of women. Ms. McGovern received her BA in Accounting from Syracuse University and is a member of the American Institute of Certified Public Accounting and the Washington Society of Certified Public Accountants. She also has served on several not-for-profit boards, including Oak Knoll School of the Holy Child, Junior Achievement, and the National Committee on the Prevention of Child Abuse.

Ms. McGovern’s appointment is part of the Company’s deliberate process of adding financial and accounting expertise to the Board and ensuring a thoughtful leadership succession plan. Since 2018, the Board has appointed five highly qualified and diverse independent directors who bring a wide breath of relevant experience, including in finance, risk, and investment management.

Huntsman also announced the formation of a new standing committee of the Board, which will have review and oversight responsibilities relating to sustainability and other related corporate social responsibility and governance matters, as those matters have required increased focus and Board attention in recent years. The Sustainability Committee will be chaired by Dr. Jan E. Tighe and include Daniele Ferrari, Sonia Dulá and Cynthia L. Egan as its other members.

Commenting on this week’s Board’s action, Peter Huntsman, Chairman of the Board, President and CEO, said: “We are pleased to welcome Jeanne McGovern as the newest member of the Board and Audit Committee and very much look forward to securing the benefit of her valuable insight, guidance and 35+ years of experience and expertise. The formation of the new Sustainability Committee underscores and reaffirms Huntsman’s commitment to the long-term, continued leadership and focus in sustainability, social responsibility, and creating shareholder value.”

**About Huntsman:**

*Huntsman Corporation is a publicly traded global manufacturer and marketer of differentiated and specialty chemicals with 2020 revenues of approximately \$6 billion. Our chemical products number in the thousands and are sold worldwide to manufacturers serving a broad and diverse range of consumer and industrial end markets. We operate more than 70 manufacturing, R&D and operations facilities in approximately 30 countries and employ approximately 9,000 associates within our four distinct business divisions. For more information about Huntsman, please visit the company's website at [www.huntsman.com](http://www.huntsman.com).*

**Social Media:**

Twitter: [www.twitter.com/Huntsman\\_Corp](https://www.twitter.com/Huntsman_Corp)  
Facebook: [www.facebook.com/huntsmancorp](https://www.facebook.com/huntsmancorp)  
LinkedIn: [www.linkedin.com/company/huntsman](https://www.linkedin.com/company/huntsman)

**Forward-Looking Statements:**

*Certain information in this release constitutes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. 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 under the caption "Risk Factors" 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, including any delay of, or other negative developments affecting the ability to implement cost reductions, timing of proposed transactions, and manufacturing optimization improvements in Huntsman businesses and 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.*