

**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): **April 23, 2021**

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)

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.)

10003 Woodloch Forest Drive
The Woodlands, Texas
(Address of principal executive offices)

77380
(Zip Code)

Registrants' 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:

Registrant	Title of each class	Trading Symbol	Name of each exchange on which registered
Huntsman Corporation	Common Stock, par value \$0.01 per share	HUN	New York Stock Exchange
Huntsman International LLC	NONE	NONE	NONE

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.

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

On April 29, 2021, Huntsman Corporation (the “Company”) announced that Randy W. Wright had notified the Company on April 23, 2021 of his decision to retire. Mr. Wright, age 62, has been with the Company since 2004 and has served as Vice President and Controller since February 2012. Mr. Wright’s decision to retire is not due to any outstanding issues with the Company or disagreements with respect to the Company’s operations, policies or practices, or the Company’s independent auditors, and his retirement will be effective in September 2021.

Also on April 29, 2021, the Company announced that Steven C. Jorgensen, age 52, has been appointed Vice President and Controller to be effective on or about August 1, 2021. Mr. Jorgensen joined the Company in 2004 and has served in various roles, most recently as Vice President Finance and Controller of the Performance Products segment. Mr. Jorgensen previously served as Vice President Accounting Shared Services and Internal Controls from February 2012 to December 2016 and Vice President, Internal Controls and Internal Audit from May 2007 to February 2012. Prior to joining the Company, Mr. Jorgensen held a variety of positions at General Electric Consumer Finance and Deloitte & Touche LLP. Mr. Jorgensen is a Certified Public Accountant.

There was no arrangement or understanding between Mr. Jorgensen and any other person pursuant to which Mr. Jorgensen was appointed Vice President and Controller of the Company. There are no transactions in which Mr. Jorgensen has an interest requiring disclosure under Item 404(a) of Regulation S-K.

As Vice President and Controller, Mr. Jorgensen will be eligible to participate in the Company’s benefit plans and receive payments and benefits upon certain severance events through the Company’s Executive Severance Plan. A description of the Executive Severance Plan is contained in the Company’s Definitive Proxy Statement filed with the Securities and Exchange Commission on March 18, 2021.

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Item 5.07 Submission of Matters to a Vote of Security Holders

(a) The Company’s 2021 Annual Meeting of Stockholders was held on April 28, 2021 (the “Annual Meeting”).

(b) The Company’s stockholders voted on the following four proposals (each described in detail in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on March 18, 2021) at the Annual Meeting and cast their votes as follows:

Proposal 1 The 11 nominees named below were elected as directors of the Board of Directors, each to serve until the Company’s 2022 Annual Meeting of Stockholders. The voting results were as follows:

Directors	For	Against	Abstain	Broker Non-Votes
Peter R. Huntsman	160,923,156	10,689,775	358,946	24,976,108
Nolan D. Archibald	138,166,233	33,734,785	70,859	24,976,108
Mary C. Beckerle	169,018,907	2,890,350	62,620	24,976,108
M. Anthony Burns	167,577,509	4,321,746	72,622	24,976,108
Sonia Dulá	170,996,495	913,024	62,358	24,976,108
Cynthia L. Egan	168,495,271	3,409,947	66,659	24,976,108
Daniele Ferrari	164,860,247	7,005,151	106,479	24,976,108
Sir Robert J. Margetts	165,160,500	6,738,019	73,358	24,976,108
Jeanne McGovern	171,225,391	681,129	65,357	24,976,108
Wayne A. Reaud	161,309,456	10,582,933	79,488	24,976,108
Jan E. Tighe	170,617,690	1,285,933	68,254	24,976,108

Proposal 2 The non-binding advisory vote to approve the compensation of the Company’s named executive officers was approved. The voting results were as follows:

For	Against	Abstain	Broker Non-Votes
133,978,511	37,791,570	201,796	24,976,108

Proposal 3 The appointment of Deloitte & Touche LLP as the independent registered public accounting firm of the Company for the year ending December 31, 2021 was ratified. The voting results were as follows:

For	Against	Abstain
188,474,016	8,408,594	65,375

Proposal 4 The stockholder proposal to enact stockholder right to act by written consent did not receive majority support. The voting results were as follows:

For	Against	Abstain	Broker Non-Votes
73,836,396	97,824,558	310,923	24,976,108

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Item 8.01 Other Events

On April 28, 2021, the Company announced a 15% increase in its second quarter 2021 dividend. The increased dividend of \$0.1875 per share of the Company’s common stock will be payable on June 30, 2021 to stockholders of record as of June 15, 2021. The full text of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

The following exhibit is furnished as part of this Current Report on Form 8-K.

(d) Exhibits

Number	Description of Exhibits
99.1	Press Release dated April 28, 2021.
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
HUNTSMAN INTERNATIONAL LLC

/s/ DAVID STRYKER
Executive Vice President, General Counsel and Secretary

Dated: April 29, 2021

 News Release**FOR IMMEDIATE RELEASE**

April 28, 2021
The Woodlands, TX
NYSE: HUN

Media:

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Investor Relations:

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Huntsman Announces a 15% Increase in Second Quarter 2021 Common Dividend

THE WOODLANDS, TX – Huntsman Corporation (NYSE: HUN) today announced that its board of directors declared a \$0.1875 per share cash dividend on its common stock. This represents a 15% increase from the previous dividend. The dividend is payable on June 30, 2021, to stockholders of record as of June 15, 2021.

Commenting on this week's Board's action, Peter Huntsman, Chairman of the Board, President and CEO, said: "I am pleased our Board of Directors voted to increase our dividend for shareholders. We have done much to strengthen our balance sheet and improve our portfolio of businesses and we are committed to ongoing improvements and initiatives. This increase represents our confidence in the future of our business and our ability to consistently generate strong free cash flow."

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.

Social Media:

Twitter: www.twitter.com/Huntsman_Corp
Facebook: www.facebook.com/huntsmancorp
LinkedIn: 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, ability to achieve projected synergies, 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.
