

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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): August 25, 2026

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
(I.R.S. 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 obligation of the registrant under any of the following provisions:

- ☐

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 5.07 Submission of Matters to a Vote of Security Holders.

As previously disclosed, on June 15, 2026, Huntsman Corporation, a Delaware corporation (the “Company” or “Huntsman”), entered into an Agreement and Plan of Merger (the “Merger Agreement”) with Olin Corporation, a Virginia corporation (“Olin”), Olympus Merger Sub, Inc., a Delaware corporation and a direct wholly owned subsidiary of Olin (“First Merger Sub”), and Hook Merger Sub LLC, a Delaware limited liability company and a direct wholly owned subsidiary of Olin (“Second Merger Sub”), providing for, on the terms and subject to the conditions included in the Merger Agreement, the merger of equals business combination of Olin and Huntsman, either (a) through the merger of Huntsman with and into Olin, with Olin as the surviving entity (the “Direct Merger”), or (b) through (i) the merger of First Merger Sub with and into Huntsman (the “First Subsidiary Merger”), with Huntsman surviving as a direct, wholly owned subsidiary of Olin (the “Initial Surviving Company”), and (ii) immediately following the First Subsidiary Merger, and as part of the same overall transaction as the First Subsidiary Merger, the merger of the Initial Surviving Company with and into Second Merger Sub (the “Second Subsidiary Merger” and, together with the First Subsidiary Merger, the “Subsidiary Merger”), with Second Merger Sub surviving as a direct wholly owned subsidiary of Olin (we collectively refer to the Direct Merger and the Subsidiary Merger as the “Merger”).

On August 25, 2026, the Company held a special meeting of stockholders (the “Special Meeting”) to vote on the proposals identified in the definitive proxy statement filed with the U.S. Securities and Exchange Commission (the “SEC”) on July 13, 2026, which was first mailed to the Company’s stockholders on or about July 13, 2026.

American Election Services, LLC, the independent inspector of the elections (the “Inspector of Election”) for the Special Meeting, delivered its final vote tabulation on August 25, 2026 that certified the final voting results for each of the matters that were submitted to a vote at the Special Meeting. Set forth below are the final voting results as provided by the Inspector of Election.

Each stockholder of record was entitled to one vote per share of common stock on each proposal. As of the close of business on July 9, 2026, the record date for the Special Meeting, there were 175,381,417 shares of common stock issued and outstanding and entitled to vote at the Special Meeting. Present at the Special Meeting in person or by proxy were holders of shares of common stock representing an aggregate of 133,710,141 votes, or 76.23% of the voting power entitled to vote at the Special Meeting as of the record date, constituting a quorum. The final voting results with respect to each proposal are set out below:

1. To adopt the Merger Agreement providing for the business combination of Huntsman and Olin either through the Direct Merger or the Subsidiary Merger and the other transactions contemplated thereby (the “Huntsman Merger Proposal”).

For	Against	Abstain
131,502,454	1,828,828	378,859

The stockholders voted to approve the Huntsman Merger Proposal.

2. To approve, on a non-binding, advisory basis, the compensation that may be paid or become payable to Huntsman’s named executive officers that is based on or otherwise relates to the Merger (the “Huntsman Advisory Compensation Proposal”).

For	Against	Abstain
117,592,172	15,456,713	661,256

The stockholders voted to approve the Huntsman Advisory Compensation Proposal.

In connection with the Special Meeting, the Company also solicited proxies with respect to the approval of one or more adjournments of the Special Meeting to a later date or time, if necessary or appropriate, including adjournments to permit the solicitation of additional votes or proxies if there were not sufficient votes cast at the Special Meeting to approve the Merger Proposal (the “[Adjournment Proposal](#)”). As there were sufficient votes at the time of the Special Meeting to approve the Merger Proposal, the Adjournment Proposal was unnecessary and such proposal was not submitted to the stockholders for approval at the Special Meeting.

Item 7.01 Regulation FD Disclosure.

On August 25, 2026, the Company and Olin issued a joint press release announcing the preliminary results of the Special Meeting and the preliminary results of a special meeting of Olin’s shareholders also held on August 25, 2026. A copy of the joint press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Based on the voting results at the Special Meeting and at the special meeting of Olin shareholders, and assuming satisfaction of all other conditions to closing, the parties will implement the business combination through the Direct Merger.

The information in this Item 7.01, including Exhibit 99.1, is being furnished to the SEC and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “[Exchange Act](#)”), or otherwise subject to the liabilities of that section, and shall not be deemed to be incorporated by reference into any filing made by Huntsman under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by a specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Number	Description of Exhibits
99.1	Joint Press Release, dated August 25, 2026.
104	Cover Page Interactive Data File (formatted in Inline XBRL and contained in Exhibit 101)

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/ AMY K. SMEDLEY

Executive Vice President, General Counsel and Secretary

Dated: August 25, 2026



OLIN and HUNTSMAN Shareholders Approve Transformative Merger of Equals

CLAYTON, Missouri, and THE WOODLANDS, Texas -- August 25, 2026 -- Olin Corporation (NYSE: OLN) and Huntsman Corporation (NYSE: HUN) today announced that their respective shareholders have approved the proposals necessary to complete the companies' previously announced all-stock merger of equals.

"We greatly appreciate the strong support of Olin and Huntsman shareholders as we reach this important milestone," said Ken Lane, President and Chief Executive Officer of Olin. "OlinHuntsman Corporation will be a more value-focused chemicals company with a world-scale vertically integrated platform that is better positioned to serve customers across the value chain and deliver resilient financial performance. We are committed to completing the remaining steps to close the transaction, and to delivering long-term value for our shareholders, customers, employees, and communities as one company."

"OlinHuntsman will be better positioned to compete in an increasingly global industry, delivering value, adding products and greater service for customers," said Peter Huntsman, Chairman, President and Chief Executive Officer of Huntsman. "We thank our shareholders for the overwhelming support at the special meeting and look forward to completing this combination and getting to work building a global chemicals leader."

Based on preliminary voting results, at the special meeting of Olin shareholders held today, approximately 97% of the votes cast, representing 81% of all outstanding shares, were voted in favor of the consummation of the transaction through a direct merger of Olin and Huntsman. At the special meeting of Huntsman stockholders held today, approximately 99% of the votes cast, representing 75% of all outstanding shares, were voted in favor of the merger based on preliminary voting results.

Based on these preliminary voting results, subject to the satisfaction of other closing conditions, the transaction will proceed through a direct merger of Olin and Huntsman.

The final voting results are subject to certification by the companies' respective independent inspectors of elections and will be reported in separate Current Reports on Form 8-K filed by Olin and Huntsman with the U.S. Securities and Exchange Commission. The transaction is expected to close in the first half of 2027 and remains subject to the receipt of required regulatory approvals and the satisfaction or waiver of other customary closing conditions.



About Olin

Olin Corporation is a leading vertically integrated global manufacturer and distributor of chemical products and a leading U.S. manufacturer of ammunition. The chemical products produced include chlorine and caustic soda, vinyls, epoxies, chlorinated organics, bleach, hydrogen, and hydrochloric acid. Winchester's principal manufacturing facilities produce and distribute sporting ammunition, law enforcement ammunition, reloading components, small caliber military ammunition and components, industrial cartridges, and clay targets.

Visit www.olin.com for more information on Olin Corporation.

About Huntsman

Huntsman Corporation is a publicly traded global manufacturer and marketer of diversified chemical products with 2025 revenues of approximately \$6 billion from our continuing operations. 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 55 manufacturing, R&D and operations facilities in approximately 25 countries and employ approximately 6,000 associates within our continuing operations. For more information about Huntsman, please visit the company's website at www.huntsman.com.

Social Media:

X: www.x.com/Huntsman_Corp

Facebook: www.facebook.com/huntsmancorp

LinkedIn: www.linkedin.com/company/huntsman

Cautionary Statement Regarding Forward-Looking Statements

This communication contains “forward-looking statements”. These statements relate to analyses and other information that are based on management’s current beliefs, certain assumptions and forecasts made by management, and current expectations, estimates and projections. Such forward-looking statements include statements regarding the proposed combination between Olin and Huntsman, the future results of the combined company and the benefits anticipated to be realized from the proposed combination, the impact of the proposed transaction on the combined company’s business, projections as to the amount and timing of synergies and the closing date for the proposed transaction, and other uncertainties and contingencies in connection with the foregoing. The statements contained in this communication that are not statements of historical facts may include “forward looking statements” as defined in the Private Securities Litigation Reform Act of 1995. We have used the words “anticipate,” “intend,” “may,” “expect,” “believe,” “should,” “plan,” “outlook,” “project,” “estimate,” “forecast,” “optimistic,” “target” and variations of such words and similar expressions in this communication to identify such forward-looking statements.



The reader is cautioned not to rely on these forward-looking statements. These statements are based on current expectations of future events. If underlying assumptions prove inaccurate or known or unknown risks or uncertainties materialize, actual results could vary materially from these forward-looking statements. Risks and uncertainties include, but are not limited to: (i) the risk that the proposed transaction may not achieve some or all of the anticipated benefits and that the proposed transaction may not be completed in a timely manner or at all; (ii) the possibility that any or all of the various conditions to the consummation of the proposed transaction may not be satisfied or waived, including the failure to receive any required regulatory approvals from any applicable governmental entities (or any conditions, limitations or restrictions placed on such approvals); (iii) the occurrence of any event, change or other circumstance that could give rise to the termination of the merger agreement relating to the proposed transaction; (iv) the effect of the announcement or pendency of the proposed transaction on Olin's or Huntsman's ability to attract, motivate or retain key executives and associates, their ability to maintain relationships with customers, vendors, service providers and others with whom they do business, or their operating results and business generally; (v) risks related to the proposed transaction diverting management's attention from Olin's and Huntsman's ongoing business operations; (vi) the risk of litigation in connection with the proposed transaction, including resulting expense or delay; (vii) business, industry and operational risks applicable to Olin and/or Huntsman, including (a) sensitivity to economic, business and market conditions in the United States and overseas, including economic instability or a downturn in the sectors served by Olin and/or Huntsman; (b) declines in average selling prices for Olin's and/or Huntsman's products and the supply/demand balance for Olin's and/or Huntsman's products, including the impact of excess industry capacity; (c) unsuccessful execution of Olin's and/or Huntsman's operating models; (d) failure to control costs and inflation impacts or failure to achieve targeted cost reductions; (e) availability of and/or higher-than-expected costs of raw material, energy, transportation, and/or logistics; (f) Olin's and/or Huntsman's reliance on a limited number of suppliers for specified feedstock and services and their reliance on third-party transportation; (g) the occurrence of unexpected manufacturing interruptions and outages, including those occurring as a result of labor disruptions and production hazards; (h) exposure to physical risks associated with climate-related events or increased severity and frequency of severe weather events; (i) the failure or an interruption, including cyber-attacks, of Olin's and/or Huntsman's information technology systems, including risks from the rapid evolution and increased adoption of artificial intelligence technologies that may intensify cybersecurity risks and enable new or augment existing attack techniques and the potential for intellectual property infringement or unintentional disclosure of proprietary or confidential information through artificial intelligence tools; (j) risks associated with Olin's and/or Huntsman's international sales and operations, including economic, political or regulatory changes; (k) weak industry conditions affecting Olin's and/or Huntsman's ability to comply with the financial maintenance covenants in its debt agreements; (l) Olin's and/or Huntsman's indebtedness and debt service obligations; (m) failure to identify, attract, develop, retain and motivate qualified employees throughout the respective organizations and ability to manage executive officer and other key senior management transitions; (n) adverse conditions in the credit and capital markets, limiting or preventing Olin's and/or Huntsman's ability to borrow or raise capital; (o) Olin's and/or Huntsman's inability to complete future acquisitions or joint venture transactions or successfully integrate them into the business; (p) the effects of any declines in global equity markets on asset values and any declines in interest rates or other significant assumptions used to value the liabilities in, and funding of, Olin's and/or Huntsman's pension plans; (q) Olin's and/or Huntsman's long-range plan assumptions not being realized, causing a non-cash impairment charge of long-lived assets; (r) exposure to risks associated with the creditworthiness of Olin's and/or Huntsman's key suppliers, customers and business partners and reductions in demand for their customers' products; (s) failure to develop new products, processes or applications, or failure to keep pace with evolving technological innovations in end-use markets; (t) inability to protect patents and trade secrets or enforce intellectual property rights, particularly in countries where effective intellectual property laws and judicial systems may be unavailable; (u) conflicts, military actions, terrorist attacks, political events, public health crises and general instability, along with increased security regulations, that could adversely affect Olin and/or Huntsman's business; and (v) legal, environmental and regulatory risks, including (a) changes in, or failure to comply with, legislation or government regulations or policies, including changes regarding Olin's and/or Huntsman's ability to manufacture or use certain products and changes within the international markets in which Olin and/or Huntsman operate; (b) new regulations or public policy changes regarding the transportation of hazardous chemicals and the security of chemical manufacturing facilities; (c) unexpected outcomes from legal or regulatory claims and proceedings; (d) costs and other expenditures in excess of those projected for environmental investigation and remediation or other legal proceedings; (e) various risks associated with Olin's Lake City U.S. Army Ammunition Plant contract and performance under other governmental contracts and (f) compliance with data privacy regulations, including the General Data Protection Regulation (GDPR) and other applicable data privacy laws, which could result in substantial fines, penalties and legal liability.

All of Olin's and Huntsman's forward-looking statements should be considered in light of these factors. In addition, other risks and uncertainties not presently known to Olin or Huntsman or that Olin or Huntsman consider immaterial could affect the accuracy of the forward-looking statements. These statements are not guarantees of future performance and involve certain risks, uncertainties, and assumptions, which are difficult to predict and many of which are beyond the control of Olin and/or Huntsman. Therefore, actual outcomes and results may differ materially from those matters expressed or implied in such forward-looking statements. A further list and descriptions of these risks, uncertainties, and other factors can be found in Olin's filings with the SEC, including its most recent Annual Report on Form 10-K and subsequent Quarterly Reports on Form 10-Q and other filings, available at the website maintained by the SEC at <http://www.sec.gov>, <https://olin.com> or on request from Olin and in Huntsman's filings with the SEC, including its most recent Annual Report on Form 10-K and subsequent Quarterly Reports on Form 10-Q and other filings, available at the website maintained by the SEC at <http://www.sec.gov>, <https://www.huntsman.com> or on request from Huntsman. Any forward-looking statement made in this release speaks only as of the date of this communication. Neither Olin nor Huntsman undertake any obligation to update publicly any forward-looking statements, or any other information in this release whether as a result of future events, new information or otherwise, or to correct any inaccuracies or omissions in them which become apparent. All forward-looking statements in this communication are qualified in their entirety by this cautionary statement.

