Huntsman CORP Form SC 13D/A January 12, 2010

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D/A

(Amendment No. 1)

Under the Securities Exchange Act of 1934

Huntsman Corporation

(Name of Issuer)

Common Stock, \$0.01 par value

(Title of Class of Securities)

447011107

(CUSIP Number)

John J. Suydam, Esq.

Apollo Management, L.P.

9 West 57th Street

New York NY 10019

Telephone: (212) 515-3237

with a copy to:

Andrew J. Nussbaum, Esq.

Wachtell, Lipton, Rosen and Katz

51 W. 52nd Street

New York, NY 10019

Telephone: (212) 403-1269

January 11, 2010

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

	CUSIP No. 447011107	SCHEDULE 13D	(Page 1 of 27)
1	NAME OF REPORTING PERSONS	:	
	Apollo Investment Fund VI, L.	P.	
2		ABOVE PERSONS (ENTITIES ONLY) IF A MEMBER OF A GROUP (SEE INSTR	UCTIONS):
3	SEC USE ONLY:		
4	SOURCES OF FUNDS (SEE INSTRI	UCTIONS):	
5	OO CHECK IF DISCLOSURE OF LEGA	AL PROCEEDINGS IS REQUIRED PURSU	ANT TO ITEMS 2(d) OR 2(e):
6	 CITIZENSHIP OR PLACE OF ORG	ANIZATION:	
	Delaware BER OF 7 SOLE VOTING POWE	ER:	
	CIALLY 0 shares 8 SHARED VOTING PO IED BY	WER:	
REPO	ACH ORTING 0 shares 9 SOLE DISPOSITIVE F ON WITH	POWER:	
	0 shares	E POWER:	

11	0 shares AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
12	0 shares CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):
14	0% TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
	PN

	CUSIP No. 447011107	SCHEDULE 13D	(Page 2 of 27)
1	NAME OF REPORTING PERSONS:		
	Apollo Overseas Partners (Dela	ware 892) VI, L.P.	
2	I.R.S. IDENTIFICATION NOS. OF AI CHECK THE APPROPRIATE BOX II	BOVE PERSONS (ENTITIES ONLY) F A MEMBER OF A GROUP (SEE INSTR	EUCTIONS):
3	SEC USE ONLY:		
4	SOURCES OF FUNDS (SEE INSTRUC	CTIONS):	
5	OO CHECK IF DISCLOSURE OF LEGAL	L PROCEEDINGS IS REQUIRED PURSU	ANT TO ITEMS 2(d) OR 2(e):
6	 CITIZENSHIP OR PLACE OF ORGA	NIZATION:	
	Delaware BER OF 7 SOLE VOTING POWER ARES	: :	
	CCIALLY 0 shares 8 SHARED VOTING POW	/ER:	
EA	АСН		
	ORTING 0 shares 9 SOLE DISPOSITIVE PO	OWER:	
	0 shares	POWER:	

11	0 shares AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
12	0 shares CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):
14	0% TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
	PN

	CUSIP No. 447011107	SCHEDULE 13D	(Page 3 of 27)
1	NAME OF REPORTING PERSONS:		
	Apollo Overseas Partners VI, I	P.	
2	CHECK THE APPROPRIATE BOX	BOVE PERSONS (ENTITIES ONLY) IF A MEMBER OF A GROUP (SEE INSTR	EUCTIONS):
3	(a) " (b) x SEC USE ONLY:		
4	SOURCES OF FUNDS (SEE INSTRU	(CTIONS):	
5	OO CHECK IF DISCLOSURE OF LEGA	L PROCEEDINGS IS REQUIRED PURSU	ANT TO ITEMS 2(d) OR 2(e):
6	CITIZENSHIP OR PLACE OF ORG.	ANIZATION:	
	Cayman Islands BER OF 7 SOLE VOTING POWE	R:	
BENEFI	ARES (CIALLY 0 shares 8 SHARED VOTING POTED BY	WER:	
REPO	ORTING 0 shares 9 SOLE DISPOSITIVE PO	OWER:	
	0 shares	E POWER:	

11	0 shares AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
12	0 shares CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):
14	0% TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
	PN

	CUSIP No. 447011107	SCHEDULE 13D	(Page 4 of 27)
1	NAME OF REPORTING PERSONS:		
	Apollo Overseas Partners (Delawa	re) VI, L.P.	
2	I.R.S. IDENTIFICATION NOS. OF ABOUT CHECK THE APPROPRIATE BOX IF A		RUCTIONS):
3	SEC USE ONLY:		
4	SOURCES OF FUNDS (SEE INSTRUCTION	IONS):	
5	OO CHECK IF DISCLOSURE OF LEGAL P	ROCEEDINGS IS REQUIRED PURS	UANT TO ITEMS 2(d) OR 2(e):
6	CITIZENSHIP OR PLACE OF ORGANI	ZATION:	
	Cayman Islands BER OF 7 SOLE VOTING POWER: ARES		
	O shares 8 SHARED VOTING POWER	R:	
REPO	ACH ORTING 0 shares 9 SOLE DISPOSITIVE POWE	ER:	
	0 shares	OWED.	

11	0 shares AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
12	0 shares CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):
14	0% TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
	PN

	CUSIP No. 447011107	SCHEDULE 13D	(Page 5 of 27)
1	NAME OF REPORTING PERSONS:		
	Apollo Overseas Partners (Germ	any) VI, L.P.	
2	I.R.S. IDENTIFICATION NOS. OF AB CHECK THE APPROPRIATE BOX IF	OVE PERSONS (ENTITIES ONLY) A MEMBER OF A GROUP (SEE INSTI	RUCTIONS):
3	SEC USE ONLY:		
4	SOURCES OF FUNDS (SEE INSTRUC	TIONS):	
5	OO CHECK IF DISCLOSURE OF LEGAL	PROCEEDINGS IS REQUIRED PURSU	JANT TO ITEMS 2(d) OR 2(e):
6	 CITIZENSHIP OR PLACE OF ORGAN	NIZATION:	
	Delaware BER OF 7 SOLE VOTING POWER: ARES		
BENEFI	ICIALLY 0 shares 8 SHARED VOTING POW	ER:	
REPO	ACH ORTING 0 shares 9 SOLE DISPOSITIVE POTON WITH	WER:	
	0 shares	POWER:	

11	0 shares AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
12	0 shares CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):
14	0% TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
	PN

	CUSIP No. 447011107	SCHEDULE 13D	(Page 6 of 27)
1	NAME OF REPORTING PERSONS	i:	
	Apollo Advisors VI, L.P.		
2		ABOVE PERSONS (ENTITIES ONLY) IF A MEMBER OF A GROUP (SEE INSTR	UCTIONS):
3	SEC USE ONLY:		
4	SOURCES OF FUNDS (SEE INSTR	UCTIONS):	
5	OO CHECK IF DISCLOSURE OF LEG	AL PROCEEDINGS IS REQUIRED PURSU	ANT TO ITEMS 2(d) OR 2(e):
6	 CITIZENSHIP OR PLACE OF ORC	GANIZATION:	
	Delaware BER OF 7 SOLE VOTING POWI	ER:	
	CIALLY 0 shares 8 SHARED VOTING PO IED BY	OWER:	
REPO	ORTING 0 shares 9 SOLE DISPOSITIVE I	POWER:	
	0 shares	VE POWER:	

11	0 shares AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
12	0 shares CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):
14	0% TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
	PN

	CUSIP No. 447011107	SCHEDULE 13D	(Page 7 of 27)
1	NAME OF REPORTING PERSONS:		
	Apollo Capital Management V	, LLC	
2		BOVE PERSONS (ENTITIES ONLY) IF A MEMBER OF A GROUP (SEE INSTE	RUCTIONS):
3	SEC USE ONLY:		
4	SOURCES OF FUNDS (SEE INSTRU	(CTIONS):	
5	OO CHECK IF DISCLOSURE OF LEGA	L PROCEEDINGS IS REQUIRED PURSU	ANT TO ITEMS 2(d) OR 2(e):
6	 CITIZENSHIP OR PLACE OF ORGA	ANIZATION:	
	Delaware BER OF 7 SOLE VOTING POWE ARES	R:	
	CIALLY 0 shares 8 SHARED VOTING POVIED BY	WER:	
REPO	ORTING 0 shares 9 SOLE DISPOSITIVE P	OWER:	
	0 shares	E POWER:	

11	0 shares AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
12	0 shares CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):
14	0% TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
	00

	CUSIP No. 447011107	SCHEDULE 13D	(Page 8 of 27)
1	NAME OF REPORTING PERSONS:		
	Apollo Principal Holdings I, L.l	P.	
2	I.R.S. IDENTIFICATION NOS. OF A CHECK THE APPROPRIATE BOX I	BOVE PERSONS (ENTITIES ONLY) IF A MEMBER OF A GROUP (SEE INSTR	EUCTIONS):
3	SEC USE ONLY:		
4	SOURCES OF FUNDS (SEE INSTRU	CTIONS):	
5	OO CHECK IF DISCLOSURE OF LEGA	L PROCEEDINGS IS REQUIRED PURSU	ANT TO ITEMS 2(d) OR 2(e):
6	CITIZENSHIP OR PLACE OF ORGA	ANIZATION:	
	Delaware BER OF 7 SOLE VOTING POWE	R:	
BENEFI	ICIALLY 0 shares 8 SHARED VOTING POVIED BY	VER:	
REPO	ACH ORTING 0 shares 9 SOLE DISPOSITIVE PO	OWER:	
	0 shares 10 SHARED DISPOSITIVI	E POWER:	

11	0 shares AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
12	0 shares CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):
14	0% TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
	PN

	CUSIP No. 447011107	SCHEDULE 13D	(Page 9 of 27)
1	NAME OF REPORTING PERSONS:		
	Apollo Principal Holdings I GF	P, LLC	
2		ABOVE PERSONS (ENTITIES ONLY) IF A MEMBER OF A GROUP (SEE INSTR	EUCTIONS):
3	SEC USE ONLY:		
4	SOURCES OF FUNDS (SEE INSTRU	UCTIONS):	
5	OO CHECK IF DISCLOSURE OF LEGA	AL PROCEEDINGS IS REQUIRED PURSU	ANT TO ITEMS 2(d) OR 2(e):
6	 CITIZENSHIP OR PLACE OF ORG	ANIZATION:	
	Delaware BER OF 7 SOLE VOTING POWE	R:	
	CIALLY 0 shares 8 SHARED VOTING PO ED BY	WER:	
REPO	ORTING 0 shares 9 SOLE DISPOSITIVE P	OWER:	
	0 shares	E POWER:	

11	0 shares AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
12	0 shares CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):
14	0% TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
	00

	CUSIP No. 447011107	SCHEDULE 13D	(Page 10 of 27)
1	NAME OF REPORTING PERSONS	:	
	Apollo Management VI, L.P.		
2		ABOVE PERSONS (ENTITIES ONLY) IF A MEMBER OF A GROUP (SEE INSTR	UCTIONS):
3	SEC USE ONLY:		
4	SOURCES OF FUNDS (SEE INSTR	UCTIONS):	
5	OO CHECK IF DISCLOSURE OF LEGA	AL PROCEEDINGS IS REQUIRED PURSU	ANT TO ITEMS 2(d) OR 2(e):
6	 CITIZENSHIP OR PLACE OF ORG	GANIZATION:	
	Delaware BER OF 7 SOLE VOTING POWE	ER:	
	CIALLY 0 shares 8 SHARED VOTING PO ED BY	WER:	
REPO	ACH ORTING 0 shares 9 SOLE DISPOSITIVE FOR WITH	POWER:	
	0 shares	Æ POWER:	

11	0 shares AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
12	0 shares CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):
14	0% TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
	PN

	CUSIP No. 447011107	SCHEDULE 13D	(Page 11 of 27)
1	NAME OF REPORTING PERSONS	S:	
	AIF VI Management, LLC		
2		ABOVE PERSONS (ENTITIES ONLY) K IF A MEMBER OF A GROUP (SEE INSTR	UCTIONS):
3	SEC USE ONLY:		
4	SOURCES OF FUNDS (SEE INSTR	UCTIONS):	
5	OO CHECK IF DISCLOSURE OF LEG	AL PROCEEDINGS IS REQUIRED PURSUA	ANT TO ITEMS 2(d) OR 2(e):
6	 CITIZENSHIP OR PLACE OF OR	GANIZATION:	
	Delaware BER OF 7 SOLE VOTING POW	ER:	
	CIALLY 0 shares 8 SHARED VOTING PO ED BY	OWER:	
REPO	ORTING 0 shares 9 SOLE DISPOSITIVE ON WITH	POWER:	
	0 shares	VE POWER:	

11	0 shares AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
12	0 shares CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):
14	0% TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
	oo

	CUSIP No. 447011107	SCHEDULE 13D	(Page 12 of 27)
1	NAME OF REPORTING PERSONS	:	
	Apollo Management, L.P.		
2		ABOVE PERSONS (ENTITIES ONLY) . IF A MEMBER OF A GROUP (SEE INSTR	EUCTIONS):
3	SEC USE ONLY:		
4	SOURCES OF FUNDS (SEE INSTR	UCTIONS):	
5	OO CHECK IF DISCLOSURE OF LEGA	AL PROCEEDINGS IS REQUIRED PURSU	ANT TO ITEMS 2(d) OR 2(e):
6	 CITIZENSHIP OR PLACE OF ORG	GANIZATION:	
	Delaware BER OF 7 SOLE VOTING POWE	ER:	
	CIALLY 0 shares 8 SHARED VOTING PO ED BY	OWER:	
REPO	ACH ORTING 0 shares 9 SOLE DISPOSITIVE FOR WITH	POWER:	
	0 shares	/E POWER:	

11	0 shares AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
12	0 shares CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):
14	0% TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
	PN

	CUSIP No. 447011107	SCHEDULE 13D	(Page 13 of 27)
1	NAME OF REPORTING PERSONS	:	
	Apollo Management GP, LLC		
2		ABOVE PERSONS (ENTITIES ONLY) IF A MEMBER OF A GROUP (SEE INSTR	UCTIONS):
3	SEC USE ONLY:		
4	SOURCES OF FUNDS (SEE INSTR	UCTIONS):	
5	OO CHECK IF DISCLOSURE OF LEG.	AL PROCEEDINGS IS REQUIRED PURSU	ANT TO ITEMS 2(d) OR 2(e):
6	 CITIZENSHIP OR PLACE OF ORC	GANIZATION:	
	Delaware BER OF 7 SOLE VOTING POWI	ER:	
	CIALLY 0 shares 8 SHARED VOTING PO ED BY	WER:	
REPO	ACH ORTING 0 shares 9 SOLE DISPOSITIVE I	POWER:	
	0 shares	/E POWER:	

11	0 shares AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
12	0 shares CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):
14	0% TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
	00

	CUSIP No. 447011107	SCHEDULE 13D	(Page 14 of 27)
1	NAME OF REPORTING PERSONS:		
	AAA Guarantor Co-Invest VI, L.I	P.	
2	I.R.S. IDENTIFICATION NOS. OF ABOVE CHECK THE APPROPRIATE BOX IF A M		RUCTIONS):
3	SEC USE ONLY:		
4	SOURCES OF FUNDS (SEE INSTRUCTIO	DNS):	
5	OO CHECK IF DISCLOSURE OF LEGAL PRO	OCEEDINGS IS REQUIRED PURSU	JANT TO ITEMS 2(d) OR 2(e):
6	X CITIZENSHIP OR PLACE OF ORGANIZA	ATION:	
	Guernsey BER OF 7 SOLE VOTING POWER: ARES		
BENEFI	CIALLY 0 shares 8 SHARED VOTING POWER:		
REPO	ACH ORTING O shares SOLE DISPOSITIVE POWER ON WITH	R:	
	0 shares	VER:	

11	0 shares AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
12	0 shares CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):
14	0% TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
	PN

	CUSIP No. 447011107	SCHEDULE 13D	(Page 15 of 27)
1	NAME OF REPORTING PERSONS:		
	AAA MIP Limited		
2	I.R.S. IDENTIFICATION NOS. OF ABOVE CHECK THE APPROPRIATE BOX IF A MI		RUCTIONS):
3	SEC USE ONLY:		
4	SOURCES OF FUNDS (SEE INSTRUCTION	NS):	
5	OO CHECK IF DISCLOSURE OF LEGAL PRO	CEEDINGS IS REQUIRED PURS	UANT TO ITEMS 2(d) OR 2(e):
6	X CITIZENSHIP OR PLACE OF ORGANIZA	TION:	
	Guernsey BER OF 7 SOLE VOTING POWER:		
BENEFIC	CIALLY 0 shares 8 SHARED VOTING POWER:		
REPO	ACH ORTING ORTING SOLE DISPOSITIVE POWER: ON WITH	:	
	0 shares	ED.	

11	0 shares AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
12	0 shares CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):
14	0% TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
	00

	CUSIP No. 447011107	SCHEDULE 13D	(Page 16 of 27)
1	NAME OF REPORTING PERSONS:		
	Apollo Alternative Assets, L.P.		
2	I.R.S. IDENTIFICATION NOS. OF A CHECK THE APPROPRIATE BOX I	BOVE PERSONS (ENTITIES ONLY) IF A MEMBER OF A GROUP (SEE INSTI	RUCTIONS):
3	SEC USE ONLY:		
4	SOURCES OF FUNDS (SEE INSTRU	CTIONS):	
5	OO CHECK IF DISCLOSURE OF LEGA	L PROCEEDINGS IS REQUIRED PURSU	JANT TO ITEMS 2(d) OR 2(e):
6	X CITIZENSHIP OR PLACE OF ORGA	ANIZATION:	
	Cayman Islands BER OF 7 SOLE VOTING POWEI	R:	
BENEFI		VER:	
REPO	CH RTING 0 shares 9 SOLE DISPOSITIVE PO N WITH	OWER:	
	0 shares	E POWER:	

11	0 shares AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
12	0 shares CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):
14	0% TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
	PN

	CUSIP No. 447011107	SCHEDULE 13D	(Page 17 of 27)
1	NAME OF REPORTING PERSONS:		
	Apollo International Managem	ent, L.P.	
2		BOVE PERSONS (ENTITIES ONLY) IF A MEMBER OF A GROUP (SEE INSTR	EUCTIONS):
3	SEC USE ONLY:		
4	SOURCES OF FUNDS (SEE INSTRU	JCTIONS):	
5	OO CHECK IF DISCLOSURE OF LEGA	L PROCEEDINGS IS REQUIRED PURSU	ANT TO ITEMS 2(d) OR 2(e):
6	CITIZENSHIP OR PLACE OF ORG.	ANIZATION:	
	Delaware BER OF 7 SOLE VOTING POWE ARES	R:	
	CIALLY 0 shares 8 SHARED VOTING POTED BY	WER:	
REPO	ORTING 0 shares 9 SOLE DISPOSITIVE P	OWER:	
	0 shares	E POWER:	

11	0 shares AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
12	0 shares CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):
14	0% TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
	PN

	CUSIP No.	447011107	SCHEDULE 13D	(Page 18 of 27)
1	NAME OF R	EPORTING PERSONS:		
	Apollo Into	ernational Management GP, L	LC	
2			RSONS (ENTITIES ONLY) BER OF A GROUP (SEE INSTRUCTIONS):	
3	SEC USE ON			
4	SOURCES O	F FUNDS (SEE INSTRUCTIONS):		
5	OO CHECK IF I	DISCLOSURE OF LEGAL PROCEI	EDINGS IS REQUIRED PURSUANT TO ITI	EMS 2(d) OR 2(e):
6	 CITIZENSH	IP OR PLACE OF ORGANIZATIO	DN:	
	Delaware BER OF 7	SOLE VOTING POWER:		
BENEFI OWN		0 shares SHARED VOTING POWER:		
REPO	ACH ORTING 9 ON WITH	0 shares SOLE DISPOSITIVE POWER:		
	10	0 shares		

11	0 shares AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
12	0 shares CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):
14	0% TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
	00

	CUSIP No. 447011107	SCHEDULE 13D	(Page 19 of 27)
1	NAME OF REPORTING PERSO	ONS:	
	Apollo Management Holdin	ngs, L.P.	
2		OF ABOVE PERSONS (ENTITIES ONLY) BOX IF A MEMBER OF A GROUP (SEE INSTRU	JCTIONS):
3	SEC USE ONLY:		
4	SOURCES OF FUNDS (SEE INS	STRUCTIONS):	
5	OO CHECK IF DISCLOSURE OF L	EGAL PROCEEDINGS IS REQUIRED PURSUA	NT TO ITEMS 2(d) OR 2(e):
6	 CITIZENSHIP OR PLACE OF (ORGANIZATION:	
	Delaware BER OF 7 SOLE VOTING PO ARES	OWER:	
BENEFI	CIALLY 0 shares 8 SHARED VOTING ED BY	POWER:	
REPO	CH RTING 0 shares 9 SOLE DISPOSITIV N WITH	VE POWER:	
	0 shares	TIVE POWED.	

11	0 shares AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
12	0 shares CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):
14	0% TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
	PN

	CUSIP No. 447011107	SCHEDULE 13D	(Page 20 of 27)
1	NAME OF REPORTING PERSONS:		
	Apollo Management Holdings G	P, LLC	
2	I.R.S. IDENTIFICATION NOS. OF AB CHECK THE APPROPRIATE BOX IF	OVE PERSONS (ENTITIES ONLY) A MEMBER OF A GROUP (SEE INSTE	RUCTIONS):
3	SEC USE ONLY:		
4	SOURCES OF FUNDS (SEE INSTRUC	TIONS):	
5	OO CHECK IF DISCLOSURE OF LEGAL	PROCEEDINGS IS REQUIRED PURSU	ANT TO ITEMS 2(d) OR 2(e):
6	CITIZENSHIP OR PLACE OF ORGAN	NIZATION:	
	Delaware BER OF 7 SOLE VOTING POWERS	:	
BENEFI	CIALLY 0 shares 8 SHARED VOTING POW ED BY	ER:	
EA	АСН		
	ORTING 0 shares 9 SOLE DISPOSITIVE PO	WER:	
	0 shares	POWER:	

11	0 shares AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
12	0 shares CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):
14	0% TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
	00

This terminating Amendment No. 1 to Schedule 13D supplements and amends the Statement on Schedule 13D filed on October 26, 2009 (as amended hereby, this <u>Statement</u>) by the Reporting Persons with respect to the common stock, par value \$0.01 (the <u>Common Stock</u>) of Huntsman Corporation, a corporation incorporated under the laws of Delaware (the <u>Issuer</u>). Unless otherwise indicated, each capitalized term used by not otherwise defined herein shall have the meaning assigned to such term in the Statement on Schedule 13D filed on October 26, 2009.

Responses to each item of this Amendment No. 1 to Schedule 13D are incorporated by reference into the response to each other item, as applicable.

- ITEM 1. Security and Issuer
- ITEM 2. Identity and Background
- ITEM 3. Source and Amount of Funds or Other Consideration
- ITEM 4. Purpose of Transaction

ITEM 5. Interest in Securities of the Issuer

As a result of the transaction described in Item 6 below, as of the date of this Statement, none of the Reporting Persons beneficially owns any shares of Common Stock. Because the Reporting Persons ceased to beneficially own more than five percent of the Common Stock on January 11, 2010, the reporting obligations of the Reporting Persons pursuant to Section 13(d) of the Exchange Act have terminated.

ITEM 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Pursuant to a Purchase and Sale Agreement dated as of January 10, 2010 (the Purchase and Sale Agreement), on January 11, 2010, the Apollo Partnerships sold all of the Notes held by them to the Issuer in a private transaction, for an aggregate sale price of \$382,311,111.13, broken down as follows: AIF VI, \$200,438,825.75; Overseas 892, \$56,040,118.40; Overseas VI, \$54,695,810.07; Overseas Delaware, \$22,654,631.34; Overseas Germany, \$692,836.68; Co-Invest VI, \$47,788,888.89. A copy of the Purchase and Sale Agreement is filed herewith as Exhibit 5 to this Statement, and is incorporated herein by reference.

Other than as disclosed herein, no transactions in the Common Stock were effected by the Reporting Persons during the preceding 60 days.

ITEM 7. Material to be Filed as Exhibits

Exhibit Description

5 Purchase and Sale Agreement, dated January 10, 2010, by and among Huntsman Corporation and the Apollo Partnerships

SIGNATURES

After reasonable inquiry and to the best knowledge and belief of each of the undersigned, each of the undersigned certifies that the information set forth in this statement with respect to such person is true, complete and correct.

Dated: January 12, 2010

APOLLO INVESTMENT FUND VI, L.P.

By: Apollo Advisors VI, L.P., its general partner

By: Apollo Capital Management VI, LLC, its general partner

By: /s/ LAURIE D. MEDLEY
Name: Laurie D. Medley
Title: Vice President

APOLLO OVERSEAS PARTNERS VI, L.P.

By: Apollo Advisors VI, L.P., its managing general partner

By: Apollo Capital Management VI, LLC, its general partner

By: /s/ LAURIE D. MEDLEY
Name: Laurie D. Medley
Title: Vice President

APOLLO OVERSEAS PARTNERS (DELAWARE) VI, L.P.

By: Apollo Advisors VI, L.P., its general partner

By: Apollo Capital Management VI, LLC, its general partner

APOLLO OVERSEAS PARTNERS (DELAWARE 892) VI, L.P.

By: Apollo Advisors VI, L.P., its general partner

By: Apollo Capital Management VI, LLC,

its general partner

By: /s/ LAURIE D. MEDLEY
Name: Laurie D. Medley
Title: Vice President

APOLLO OVERSEAS PARTNERS (GERMANY) VI, L.P.

By: Apollo Advisors VI, L.P., its managing general partner

By: Apollo Capital Management VI, LLC,

its general partner

By: /s/ LAURIE D. MEDLEY
Name: Laurie D. Medley
Title: Vice President

APOLLO ADVISORS VI, L.P.

By: Apollo Capital Management VI, LLC, its general partner

By: /s/ LAURIE D. MEDLEY
Name: Laurie D. Medley
Title: Vice President

APOLLO CAPITAL MANAGEMENT VI, LLC

APOLLO PRINCIPAL HOLDINGS I, L.P.

By: Apollo Principal Holdings I GP, LLC, its general partner

By: /s/ JOHN J. SUYDAM
Name: John J. Suydam
Title: Vice President

APOLLO PRINCIPAL HOLDINGS I GP, LLC

By: /s/ JOHN J. SUYDAM
Name: John J. Suydam
Title: Vice President

APOLLO MANAGEMENT VI, L.P.

By: AIF VI Management, LLC its general partner

By: /s/ LAURIE D. MEDLEY
Name: Laurie D. Medley
Title: Vice President

AIF VI MANAGEMENT, LLC

By: /s/ LAURIE D. MEDLEY
Name: Laurie D. Medley
Title: Vice President

APOLLO MANAGEMENT, L.P.

By: Apollo Management GP, LLC its general partner

APOLLO MANAGEMENT GP, LLC

By: /s/ LAURIE D. MEDLEY
Name: Laurie D. Medley
Title: Vice President

AAA GUARANTOR - CO-INVEST VI, L.P.

By: AAA MIP Limited, its general partner

By: Apollo Alternative Assets, L.P., its investment manager

By: Apollo International Management, L.P., its managing general partner

By: Apollo International Management GP, LLC, its general partner

By: /s/ LAURIE D. MEDLEY
Name: Laurie D. Medley
Title: Vice President

AAA MIP LIMITED

By: Apollo Alternative Assets, L.P., its investment manager

By: Apollo International Management, L.P., its managing general partner

By: Apollo International Management GP, LLC, its general partner

APOLLO ALTERNATIVE ASSETS, L.P.

By: Apollo International Management, L.P., its managing general partner

By: Apollo International Management GP, LLC, its general partner

By: /s/ LAURIE D. MEDLEY
Name: Laurie D. Medley
Title: Vice President

APOLLO INTERNATIONAL MANAGEMENT, L.P.

By: Apollo International Management GP, LLC its general partner

By: /s/ LAURIE D. MEDLEY
Name: Laurie D. Medley
Title: Vice President

APOLLO INTERNATIONAL MANAGEMENT GP, LLC

By: /s/ LAURIE D. MEDLEY
Name: Laurie D. Medley
Title: Vice President

APOLLO MANAGEMENT HOLDINGS, L.P.

By: Apollo Management Holdings GP, LLC its general partner

By: /s/ JOHN J. SUYDAM
Name: John J. Suydam
Title: Vice President

APOLLO MANAGEMENT HOLDINGS GP, LLC

By: /s/ JOHN J. SUYDAM
Name: John J. Suydam
Title: Vice President

EXHIBIT INDEX

Exhibit	Description
1	Joint Filing Agreement, dated October 23, 2009, among the Reporting Persons (previously filed)
2	Note Purchase Agreement, dated December 23, 2008, by and among Huntsman Corporation and Apollo Investment Fund VI, L.P. and certain of its affiliates (incorporated by reference to Exhibit 10.1 of the Current Report on Form 8-K filed by Huntsman Corporation on December 23, 2008)
3	Registration Rights Agreement, dated December 23, 2008, by and among Huntsman Corporation and Apollo Investment Fund VI, L.P. and certain of its affiliates (incorporated by reference to Exhibit 10.2 of the Current Report on Form 8-K filed by Huntsman Corporation on December 23, 2008)
4	Voting and Standstill Agreement, dated December 23, 2008, by and among Huntsman Corporation and Apollo Investment Fund VI, L.P. and certain other parties (incorporated by reference to Exhibit 10.3 of the Current Report on Form 8-K filed by Huntsman Corporation on December 23, 2008)
5	Purchase and Sale Agreement, dated January 10, 2010, by and among Huntsman Corporation and the Apollo Partnerships