

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**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

Edgar Filing: Huntsman CORP - Form SC 13D/A

*with a copy to:*

**Andrew J. Nussbaum, Esq.**

**Wachtell, Lipton, Rosen and Katz**

**51 W. 52<sup>nd</sup> 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 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

(a)  (b)

3 SEC USE ONLY:

4 SOURCES OF FUNDS (SEE INSTRUCTIONS):

5 **OO**  
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION:

**Delaware**

NUMBER OF 7 SOLE VOTING POWER:

SHARES

BENEFICIALLY 0 shares

OWNED BY 8 SHARED VOTING POWER:

EACH

REPORTING 0 shares  
9 SOLE DISPOSITIVE POWER:

PERSON WITH

0 shares  
10 SHARED DISPOSITIVE POWER:

**0 shares**

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:**

**0 shares**

**12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):**

..

**13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):**

**0%**

**14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)**

**PN**

**1 NAME OF REPORTING PERSONS:**

**Apollo Overseas Partners (Delaware 892) VI, L.P.**

**2 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):**

(a)  (b)

**3 SEC USE ONLY:**

**4 SOURCES OF FUNDS (SEE INSTRUCTIONS):**

**5 OO  
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):**

..

**6 CITIZENSHIP OR PLACE OF ORGANIZATION:**

**Delaware**

**NUMBER OF 7 SOLE VOTING POWER:**

**SHARES**

**BENEFICIALLY 0 shares**

**OWNED BY 8 SHARED VOTING POWER:**

**EACH**

**REPORTING 0 shares  
9 SOLE DISPOSITIVE POWER:**

**PERSON WITH**

**0 shares  
10 SHARED DISPOSITIVE POWER:**

**0 shares**

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:**

**0 shares**

**12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):**

..

**13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):**

**0%**

**14 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, L.P.

2 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

(a)  (b)

3 SEC USE ONLY:

4 SOURCES OF FUNDS (SEE INSTRUCTIONS):

5 OO  
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION:

Cayman Islands

NUMBER OF 7 SOLE VOTING POWER:

SHARES

BENEFICIALLY 0 shares

OWNED BY 8 SHARED VOTING POWER:

EACH

REPORTING 0 shares  
9 SOLE DISPOSITIVE POWER:

PERSON WITH

0 shares  
10 SHARED DISPOSITIVE POWER:

**0 shares**

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:**

**0 shares**

**12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):**

..

**13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):**

**0%**

**14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)**

**PN**



**1 NAME OF REPORTING PERSONS:**

**Apollo Overseas Partners (Delaware) VI, L.P.**

**2 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):**

(a)  (b)

**3 SEC USE ONLY:**

**4 SOURCES OF FUNDS (SEE INSTRUCTIONS):**

**5 OO  
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):**

..

**6 CITIZENSHIP OR PLACE OF ORGANIZATION:**

**Cayman Islands**

**NUMBER OF 7 SOLE VOTING POWER:**

**SHARES**

**BENEFICIALLY 0 shares**

**OWNED BY 8 SHARED VOTING POWER:**

**EACH**

**REPORTING 0 shares  
9 SOLE DISPOSITIVE POWER:**

**PERSON WITH**

**0 shares  
10 SHARED DISPOSITIVE POWER:**

**0 shares**

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:**

**0 shares**

**12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):**

..

**13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):**

**0%**

**14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)**

**PN**

**1 NAME OF REPORTING PERSONS:**

**Apollo Overseas Partners (Germany) VI, L.P.**

**2 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):**

(a)  (b)

**3 SEC USE ONLY:**

**4 SOURCES OF FUNDS (SEE INSTRUCTIONS):**

**5 OO  
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):**

..

**6 CITIZENSHIP OR PLACE OF ORGANIZATION:**

**Delaware**

**NUMBER OF 7 SOLE VOTING POWER:**

**SHARES**

**BENEFICIALLY 0 shares**

**OWNED BY 8 SHARED VOTING POWER:**

**EACH**

**REPORTING 0 shares  
9 SOLE DISPOSITIVE POWER:**

**PERSON WITH**

**0 shares  
10 SHARED DISPOSITIVE POWER:**

**0 shares**

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:**

**0 shares**

**12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):**

..

**13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):**

**0%**

**14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)**

**PN**

**1 NAME OF REPORTING PERSONS:**

**Apollo Advisors VI, L.P.**

**2 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):**

(a)  (b)

**3 SEC USE ONLY:**

**4 SOURCES OF FUNDS (SEE INSTRUCTIONS):**

**5 OO  
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):**

..

**6 CITIZENSHIP OR PLACE OF ORGANIZATION:**

**Delaware**

**NUMBER OF 7 SOLE VOTING POWER:**

**SHARES**

**BENEFICIALLY 0 shares**

**OWNED BY 8 SHARED VOTING POWER:**

**EACH**

**REPORTING 0 shares  
9 SOLE DISPOSITIVE POWER:**

**PERSON WITH**

**0 shares  
10 SHARED DISPOSITIVE POWER:**

**0 shares**

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:**

**0 shares**

**12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):**

..

**13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):**

**0%**

**14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)**

**PN**

**1 NAME OF REPORTING PERSONS:**

**Apollo Capital Management VI, LLC**

**2 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):**

(a)  (b)

**3 SEC USE ONLY:**

**4 SOURCES OF FUNDS (SEE INSTRUCTIONS):**

**5 OO  
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):**

..

**6 CITIZENSHIP OR PLACE OF ORGANIZATION:**

**Delaware**

**NUMBER OF 7 SOLE VOTING POWER:**

**SHARES**

**BENEFICIALLY 0 shares**

**OWNED BY 8 SHARED VOTING POWER:**

**EACH**

**REPORTING 0 shares  
9 SOLE DISPOSITIVE POWER:**

**PERSON WITH**

**0 shares  
10 SHARED DISPOSITIVE POWER:**

**0 shares**

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:**

**0 shares**

**12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):**

..

**13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):**

**0%**

**14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)**

**OO**



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1 NAME OF REPORTING PERSONS:

**Apollo Principal Holdings I, L.P.**

2 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

(a)  (b)

3 SEC USE ONLY:

4 SOURCES OF FUNDS (SEE INSTRUCTIONS):

5 **OO**  
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION:

**Delaware**

NUMBER OF 7 SOLE VOTING POWER:

SHARES

BENEFICIALLY 0 shares

OWNED BY 8 SHARED VOTING POWER:

EACH

REPORTING 0 shares  
9 SOLE DISPOSITIVE POWER:

PERSON WITH

0 shares  
10 SHARED DISPOSITIVE POWER:

**0 shares**

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:**

**0 shares**

**12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):**

..

**13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):**

**0%**

**14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)**

**PN**

**1 NAME OF REPORTING PERSONS:**

**Apollo Principal Holdings I GP, LLC**

**2 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):**

(a)  (b)

**3 SEC USE ONLY:**

**4 SOURCES OF FUNDS (SEE INSTRUCTIONS):**

**5 OO  
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):**

..

**6 CITIZENSHIP OR PLACE OF ORGANIZATION:**

**Delaware**

**NUMBER OF 7 SOLE VOTING POWER:**

**SHARES**

**BENEFICIALLY 0 shares**

**OWNED BY 8 SHARED VOTING POWER:**

**EACH**

**REPORTING 0 shares  
9 SOLE DISPOSITIVE POWER:**

**PERSON WITH**

**0 shares  
10 SHARED DISPOSITIVE POWER:**

**0 shares**

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:**

**0 shares**

**12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):**

..

**13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):**

**0%**

**14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)**

**OO**

**1 NAME OF REPORTING PERSONS:**

**Apollo Management VI, L.P.**

**2 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):**

(a)  (b)

**3 SEC USE ONLY:**

**4 SOURCES OF FUNDS (SEE INSTRUCTIONS):**

**5 OO  
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):**

..

**6 CITIZENSHIP OR PLACE OF ORGANIZATION:**

**Delaware**

**NUMBER OF 7 SOLE VOTING POWER:**

**SHARES**

**BENEFICIALLY 0 shares**

**OWNED BY 8 SHARED VOTING POWER:**

**EACH**

**REPORTING 0 shares  
9 SOLE DISPOSITIVE POWER:**

**PERSON WITH**

**0 shares  
10 SHARED DISPOSITIVE POWER:**

**0 shares**

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:**

**0 shares**

**12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):**

..

**13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):**

**0%**

**14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)**

**PN**

CUSIP No. 447011107

SCHEDULE 13D

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1 NAME OF REPORTING PERSONS:

AIF VI Management, LLC

2 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

(a)  (b)

3 SEC USE ONLY:

4 SOURCES OF FUNDS (SEE INSTRUCTIONS):

5 OO  
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

6 ..  
CITIZENSHIP OR PLACE OF ORGANIZATION:

Delaware

NUMBER OF 7 SOLE VOTING POWER:  
SHARES  
BENEFICIALLY 0 shares  
OWNED BY 8 SHARED VOTING POWER:  
EACH  
REPORTING 0 shares  
PERSON WITH 9 SOLE DISPOSITIVE POWER:  
0 shares  
10 SHARED DISPOSITIVE POWER:

**0 shares**

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:**

**0 shares**

**12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):**

..

**13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):**

**0%**

**14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)**

**OO**



**1 NAME OF REPORTING PERSONS:**

**Apollo Management, L.P.**

**2 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):**

(a)  (b)

**3 SEC USE ONLY:**

**4 SOURCES OF FUNDS (SEE INSTRUCTIONS):**

**5 OO  
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):**

..

**6 CITIZENSHIP OR PLACE OF ORGANIZATION:**

**Delaware**

**NUMBER OF 7 SOLE VOTING POWER:**

**SHARES**

**BENEFICIALLY 0 shares**

**OWNED BY 8 SHARED VOTING POWER:**

**EACH**

**REPORTING 0 shares  
9 SOLE DISPOSITIVE POWER:**

**PERSON WITH**

**0 shares  
10 SHARED DISPOSITIVE POWER:**

**0 shares**

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:**

**0 shares**

**12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):**

..

**13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):**

**0%**

**14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)**

**PN**

**1 NAME OF REPORTING PERSONS:**

**Apollo Management GP, LLC**

**2 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):**

(a)  (b)

**3 SEC USE ONLY:**

**4 SOURCES OF FUNDS (SEE INSTRUCTIONS):**

**5 OO  
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):**

..

**6 CITIZENSHIP OR PLACE OF ORGANIZATION:**

**Delaware**

**NUMBER OF 7 SOLE VOTING POWER:**

**SHARES**

**BENEFICIALLY 0 shares**

**OWNED BY 8 SHARED VOTING POWER:**

**EACH**

**REPORTING 0 shares  
9 SOLE DISPOSITIVE POWER:**

**PERSON WITH**

**0 shares  
10 SHARED DISPOSITIVE POWER:**

**0 shares**

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:**

**0 shares**

**12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):**

..

**13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):**

**0%**

**14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)**

**OO**

CUSIP No. 447011107

SCHEDULE 13D

(Page 14 of 27)

1 NAME OF REPORTING PERSONS:

AAA Guarantor Co-Invest VI, L.P.

2 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

(a)  (b)

3 SEC USE ONLY:

4 SOURCES OF FUNDS (SEE INSTRUCTIONS):

5 OO  
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

6 X  
CITIZENSHIP OR PLACE OF ORGANIZATION:

Guernsey

NUMBER OF 7 SOLE VOTING POWER:

SHARES

BENEFICIALLY 0 shares

OWNED BY 8 SHARED VOTING POWER:

EACH

REPORTING 0 shares  
9 SOLE DISPOSITIVE POWER:

PERSON WITH

0 shares  
10 SHARED DISPOSITIVE POWER:

**0 shares**

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:**

**0 shares**

**12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):**

..

**13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):**

**0%**

**14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)**

**PN**

1 NAME OF REPORTING PERSONS:

AAA MIP Limited

2 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

(a)  (b)

3 SEC USE ONLY:

4 SOURCES OF FUNDS (SEE INSTRUCTIONS):

5 OO  
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

6 X  
CITIZENSHIP OR PLACE OF ORGANIZATION:

Guernsey

NUMBER OF 7 SOLE VOTING POWER:  
SHARES  
BENEFICIALLY 0 shares  
OWNED BY 8 SHARED VOTING POWER:  
EACH  
REPORTING 0 shares  
PERSON WITH 9 SOLE DISPOSITIVE POWER:  
0 shares  
10 SHARED DISPOSITIVE POWER:

**0 shares**

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:**

**0 shares**

**12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):**

..

**13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):**

**0%**

**14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)**

**OO**



**1 NAME OF REPORTING PERSONS:**

**Apollo Alternative Assets, L.P.**

**2 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):**

(a)  (b)

**3 SEC USE ONLY:**

**4 SOURCES OF FUNDS (SEE INSTRUCTIONS):**

**5 OO  
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):**

**6 X  
CITIZENSHIP OR PLACE OF ORGANIZATION:**

**Cayman Islands**

**NUMBER OF 7 SOLE VOTING POWER:**

**SHARES**

**BENEFICIALLY 0 shares**

**OWNED BY 8 SHARED VOTING POWER:**

**EACH**

**REPORTING 0 shares  
9 SOLE DISPOSITIVE POWER:**

**PERSON WITH**

**0 shares  
10 SHARED DISPOSITIVE POWER:**

**0 shares**

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:**

**0 shares**

**12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):**

..

**13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):**

**0%**

**14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)**

**PN**

**1 NAME OF REPORTING PERSONS:**

**Apollo International Management, L.P.**

**2 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):**

(a)  (b)

**3 SEC USE ONLY:**

**4 SOURCES OF FUNDS (SEE INSTRUCTIONS):**

**5 OO  
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):**

..

**6 CITIZENSHIP OR PLACE OF ORGANIZATION:**

**Delaware**

**NUMBER OF 7 SOLE VOTING POWER:**

**SHARES**

**BENEFICIALLY 0 shares**

**OWNED BY 8 SHARED VOTING POWER:**

**EACH**

**REPORTING 0 shares  
9 SOLE DISPOSITIVE POWER:**

**PERSON WITH**

**0 shares  
10 SHARED DISPOSITIVE POWER:**

**0 shares**

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:**

**0 shares**

**12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):**

..

**13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):**

**0%**

**14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)**

**PN**

**1 NAME OF REPORTING PERSONS:**

**Apollo International Management GP, LLC**

**2 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):**

(a)  (b)

**3 SEC USE ONLY:**

**4 SOURCES OF FUNDS (SEE INSTRUCTIONS):**

**5 OO  
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):**

..

**6 CITIZENSHIP OR PLACE OF ORGANIZATION:**

**Delaware**

**NUMBER OF 7 SOLE VOTING POWER:**

**SHARES**

**BENEFICIALLY 0 shares**

**OWNED BY 8 SHARED VOTING POWER:**

**EACH**

**REPORTING 0 shares  
9 SOLE DISPOSITIVE POWER:**

**PERSON WITH**

**0 shares  
10 SHARED DISPOSITIVE POWER:**

**0 shares**

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:**

**0 shares**

**12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):**

..

**13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):**

**0%**

**14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)**

**OO**

**1 NAME OF REPORTING PERSONS:**

**Apollo Management Holdings, L.P.**

**2 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):**

(a)  (b)

**3 SEC USE ONLY:**

**4 SOURCES OF FUNDS (SEE INSTRUCTIONS):**

**5 OO  
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):**

..

**6 CITIZENSHIP OR PLACE OF ORGANIZATION:**

**Delaware**

**NUMBER OF 7 SOLE VOTING POWER:**

**SHARES**

**BENEFICIALLY 0 shares**

**OWNED BY 8 SHARED VOTING POWER:**

**EACH**

**REPORTING 0 shares  
9 SOLE DISPOSITIVE POWER:**

**PERSON WITH**

**0 shares  
10 SHARED DISPOSITIVE POWER:**

**0 shares**

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:**

**0 shares**

**12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):**

..

**13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):**

**0%**

**14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)**

**PN**



**1 NAME OF REPORTING PERSONS:**

**Apollo Management Holdings GP, LLC**

**2 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):**

(a)  (b)

**3 SEC USE ONLY:**

**4 SOURCES OF FUNDS (SEE INSTRUCTIONS):**

**5 OO  
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):**

..

**6 CITIZENSHIP OR PLACE OF ORGANIZATION:**

**Delaware**

**NUMBER OF 7 SOLE VOTING POWER:**

**SHARES**

**BENEFICIALLY 0 shares**

**OWNED BY 8 SHARED VOTING POWER:**

**EACH**

**REPORTING 0 shares  
9 SOLE DISPOSITIVE POWER:**

**PERSON WITH**

**0 shares  
10 SHARED DISPOSITIVE POWER:**

**0 shares**

**11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:**

**0 shares**

**12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):**

..

**13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):**

**0%**

**14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)**

**OO**

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 Statement ) by the Reporting Persons with respect to the common stock, par value \$0.01 (the Common Stock ) of Huntsman Corporation, a corporation incorporated under the laws of Delaware (the Issuer ). 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**

<b>Exhibit</b>	<b>Description</b>
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

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

**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**

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

**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

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

**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

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

**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**

<b>Exhibit</b>	<b>Description</b>
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