

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) September 19, 2006

LEGEND INTERNATIONAL HOLDINGS, INC
(Exact Name of Company as Specified in Charter)

<u>Delaware</u>	<u>000-32551</u>	<u>23-3067904</u>
(State or Other Jurisdiction of Incorporation)	(Commission File No.)	(IRS Employer Identification No.)
<u>Level 8, 580 St Kilda Road, Melbourne, Victoria Australia</u>		<u>3004</u>
(Address of Principal Executive Offices)		(Zip Code)
Company's telephone number	61-3-8532-2866	
Company's facsimile number	61-3-8532-2805	
Company's email address	lgdi@axisc.com.au	
Company's website address	www.lgdi.net	

Item 1.01. Entry into a Material Definitive Agreement

(i) Private Placement of Shares of Common Stock

Effective as of September 18, 2006, Legend International Holdings, Inc, a Delaware corporation (the "Company"), entered into Subscription Agreements with a number of parties pursuant to which the Company issued to those parties in a private placement transaction (the "Private Placement") for an aggregate purchase price of US\$2,000,000, 4,000,000 shares of Common Stock, US\$0.001 par value ("Common Stock"), of the Company.

The Company intends to utilize the net proceeds of the Private Placement to conduct exploration activities for diamonds on its exploration properties located in the Northern Territory of Australia and for general corporate and administrative purposes. The descriptions of the Subscription Agreement are contained in this Form 8-K are qualified in their entirety to the text of the actual agreements that are filed as exhibits hereto.

(ii) Options issued to Directors, Chief Executive Officer and Other Officers

On September 18, 2006, the Board of Directors and remuneration Committee of the Company adopted a Stock Option Plan (refer Item 801 of this Form 8K for further details) and agreed to issue the following options to acquire shares of common stock in the Company, at an exercise price of US\$1.00 per option.

Name	Title	Quantity	Exercise Price
Joseph Gutnick	President, CEO and Chairman of the Board	1,000,000	US\$2.25
Peter Lee	CFO & Secretary	700,000	50% at US\$1.00 and 50 % at US\$2.25

Item 3.02 Unregistered Sales of Equity Securities

(i) The description of the Private Placement set forth above is hereby incorporated herein by this reference. The securities that are being issued pursuant to the Private Placement are being issued in reliance upon an exemption from the registration requirements of the Securities Act of 1933, as amended (the "Act") under Section 4(2) of the Act.

(ii) The description of the Options issued to Directors, Chief Executive Officer and Other Officers set forth above is hereby incorporated herein by this reference.

(iii) Effective September 15, 2006, Legend International Holdings, Inc, announces the issue of one (1) new bonus share of common stock for every two (2) shares of common stock currently on issue at the record date. The record date will be November 17, 2006. The issue of the new bonus share of common stock will be on a pro-rate basis to all shareholders.

Item 5.03: Other Events

The Company announces the intention to seek the necessary approvals to amend the Certificate of Incorporation to increase the authorized capital to 200 million shares of common stock, par value \$0.001 per share.

Item 8.01: Other Events

(i) On September 18, 2006, the Company announced the intention, following shareholder approval to increase the authorized capital as described in Item 5.03: Other Events, to undertake a further issue of one (1) new bonus share of common stock for every two (2) shares of common stock currently on issue at the record date. The record date will be set following shareholder approval to the increase in the authorized capital of the Company. The issue of the new bonus share of common stock will be on a pro-rate basis to all shareholders.

(ii) On September 18, 2006, the Board of Directors of the Company adopted the 2006 Incentive Option Plan of Legend International Holdings, Inc. The plan was established to recognize contributions made by bone fide directors, officers, employees, management company employees, consultants or company consultants, and also includes a Company, of which 100% of the share

capital is beneficially owned by one or more service providers ("service provider"). The maximum aggregate number of shares that may be reserved for issuance under the plan at any point of time is 10% of the outstanding shares on a fully diluted basis at the time planned shares are reserved for issuance as a result of the grant of an option, less any common shares reserved for issuance under share options granted under share compensation arrangements other than this plan. Options to purchase common shares may be granted under the plan to service providers from time to time by the Board. Options issued under the plan can be exercisable for a maximum of 10 years from the effective date.

Vesting of the options is otherwise at the discretion of the Board of Directors of the Company and will generally be subject to the service provider remaining employed by or continuing to provide service to the Company and its affiliates as well as at the discretion of the Board achieving certain milestones which may be defined by the Board from time to time while receiving a satisfactory performance review by the Company or any of its affiliates during the vesting period or remaining as a Director of the Company or any of its affiliate during the vesting period.

No options may be exercised after the service provider has left the employment or office or has been advised his services are no longer required or his service contract has expired except in the case of the death of a optionee; any vesting options held by them at the date of death will become exercisable by the optionees' lawful personal representatives, heirs or executors until the earlier of one year after the date of death of such optionee and the date of expiration of the term otherwise applicable to such option; options granted to a service provider conducting investor relations activities will expire within thirty days of the date of the optionee ceasing to conduct such activities but only to the extent that such optionee was vested in the option at the date the optionee ceased to conduct such activities; options granted to an optionee other than one conducting investor relations activities will expire within 90 days after the optionee ceases to be employed or provide services to the Company but only to the extent that such optionee was vested in the option at the date the optionee ceased to be employed or to provide services to the Company; and, in the case of the optionee being dismissed from employment or service for cause, such optionees, whether or not vested at the date of dismissal will immediately terminate without right to exercise the same. Options will be exercisable only by the optionee to whom they are granted and will not be re-assignable of transferable.

The number of common shares subject to an option will be subject to adjustment in the case of sub division of common shares, consolidation of common shares, capital raising, reorganization, reclassification or change of outstanding equity shares of the Company.

Options granted pursuant to the plan to Directors, officers and all employees and consultants employed or retained by the Company for a period of more than 6 months at the time the option is granted will vest as follows:- (i) One third of the total number of options granted will vest 12 months after the date of grant; (ii) a further one third of the total number of options granted will vest 24 months after the date of grant; and (iii) the remaining one third of the total number of options granted will vest 36 months after the date of grant. Options granted pursuant to the plan to the employer or consultant who has been employed or retained by the Company for a period of less than six months at the time the option is granted will vest as follows: (i) One third of the total number of options granted will vest one year after the date of grant; (ii) A further one third of the total number of options granted will vest 18 months after the date of grant; and (iii) The remaining one third of the total number of options granted will vest 2 years after the date of grant. Options granted to consultants retained by the Company pursuant to a short term contract or for a specific project for a defined term will be such vesting provisions determined by the Board of Directors of the Company at the time the option commitment is made.

Item 9.01: Financial Statement and Exhibits

99.1: Press Release dated June 15, 2006

99.2 Subscription Agreement in accordance with Regulation S

99.3 Subscription Agreement in accordance with Regulation D

99.4 Purchasers Questionnaire

99.5 Rules of the 2006 Equity Incentive Plan

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.

LEGEND INTERNATIONAL HOLDINGS INC.
(Company)

By:

A handwritten signature in black ink, appearing to read 'Peter Lee', written in a cursive style.

Peter Lee
Secretary

Dated: September __, 2006