

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) December 13, 2006

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

Delaware

000-32551

23-3067904

(State or Other Jurisdiction
of Incorporation)

(Commission File No.)

(IRS Employer
Identification No.)

Level 8, 580 St Kilda Road, Melbourne, Victoria Australia 3004

(Address of Principal Executive Offices)

(Zip Code)

Company's telephone number 61-3-8532-2800

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 November 17, 2006, Legend International Holdings, Inc advises the issue of a further 201,657 shares of common stock at an issue price of US\$0.50 per share from a private placement which brings the total placement to date to 5,201,657 shares of common stock at an issue price of US\$0.50 per share raising US\$2,600,828, for which all funds have been received. The proceeds of this private placement will be used for working capital purposes.

(ii) Bonus Issue of Shares of Common Stock

Effective November 17, 2006, Legend International Holdings, Inc advises that it has issued approximately 27,574,721 shares of common stock pursuant to the bonus issue of one new share of common stock for each two shares of common stock, as announced on September 19, 2006. The record date for the bonus issue of shares and options was November 17, 2006.

Following the issues above, the Company advises that it has on issue approximately 82,724,163 shares of common stock.

(iii) Issuance of Options

Effective November 17, 2006, Legend International Holdings, Inc advises the Board of Directors has agreed to issue 400,000 options to acquire shares of common stock in the Company, at an issue price of 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 this 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 and under Regulation S promulgated under the Act.
- (ii) The description of the Options set forth above is incorporated herein by this reference.

Item 8.01 Other

Effective November 23, 2006, Legend International Holdings, Inc., a Delaware corporation (the "Company") announces that drilling will be commencing at the Glyde River project and on the Abner Range project within the coming weeks.

The Glyde River project, in addition to the kimberlite pipe potential given its immediate vicinity to the economic Merlin diamond mine located 2 kilometres to the north, contains potential suitable alluvial diamond deposits at two locations. The diamond bearing drainage systems converge on these two locations. Up to 5 kilometres of deposits are available for testing at each location. These deposits were identified in the 1990's however no follow up work was undertaken. The Company will also be testing and aggressively drilling for extensions to the Merlin diamond field at the Glyde River project.

At Abner Range, an EM survey has been flown over part of the Company's landholdings and identified areas of strong potential surrounding known diamondiferous kimberlite pipes. Significant indicator minerals have been recovered by previous explorers in the vicinity. Northeast-southwest structures with Landsat TM anomalies and southeast axial structures with TM targets at northeast intersections have been identified within the project area.

Item 9.01: Financial Statements and Exhibits

99.1: Press Release dated November 23, 2006

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 "P. Lee", written over a horizontal dashed line.

Peter Lee
Secretary

Dated: December 13, 2006

Exhibit 99.1

PRESS RELEASE

FOR IMMEDIATE RELEASE

Melbourne Australia - November 23, 2006 - Legend International Holdings, Inc (OTC-BB: LGDI.OB) (a Delaware Corporation), a diamond exploration corporation with landholdings in the Northern Territory of Australia, announces that drilling will be commencing at the Glyde River project and on the Abner Range project within the coming weeks.

The Glyde River project, in addition to the kimberlite pipe potential given its immediate vicinity to the economic Merlin diamond mine located 2 kilometres to the north, contains potential suitable alluvial diamond deposits at two locations. The diamond bearing drainage systems converge on these two locations. Up to 5 kilometres of deposits are available for testing at each location. These deposits were identified in the 1990's however no follow up work was undertaken. The Company will also be testing and aggressively drilling for extensions to the Merlin diamond field at the Glyde River project.

At Abner Range, an EM survey has been flown over part of the Company's landholdings and identified areas of strong potential surrounding known diamondiferous kimberlite pipes. Significant indicator minerals have been recovered by previous explorers in the vicinity. Northeast-southwest structures with Landsat TM anomalies and southeast axial structures with TM targets at northeast intersections have been identified within the project area.

Effective November 17, 2006, Legend also advises the issue of a further 201,657 shares of common stock at an issue price of US\$0.50 per share from a private placement which brings the total placement to date to 5,201,657 shares of common stock at an issue price of US\$0.50 per share raising US\$2,600,828, for which all funds have been received.

Effective November 17, 2006, Legend advises that it has issued approximately 27,574,721 shares of common stock pursuant to the bonus issue of one new share of common stock for each two shares of common stock, as announced on September 19, 2006. The record date for the bonus issue of shares and options was November 17, 2006.

Following the issues above, the Company advises that it has on issue approximately 82,724,163 shares of common stock.

Legend advises that at the 2006 annual general meeting held on November 17, 2006, stockholders approved the amendment to the Company's By-Laws to increase the authorized capital to 200 million ordinary shares of common stock.

Following that approval, the Company has set the record date as December 31, 2006 for the second bonus issue of one new share of common stock for each two shares of common stock common stock and following that bonus issue, will have approximately 124,086,244 shares of common stock on issue.

About Legend International Holdings Inc

Legend International Holdings, Inc (OTC-BB: LGDI.OB) is a Delaware corporation principally engaged in diamond exploration. The Company's exploration licences include approximately 16,000 square kilometres in Australia's Northern Territory, including areas adjacent to the existing Merlin diamond mine. For further information please visit our website at www.lgdi.net.

For further information, please contact:

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Legend International Holdings Inc
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Fax: +011 613 8532 2805
E-mail: josephg@axisc.com.au

Forward-Looking Statements

Forward-looking statements in this press release are made pursuant to the "safe harbour" provisions of the Private Securities Litigation Reform Act of 1995. Investors are cautioned that such forward-looking statements involve risks and uncertainties including, without limitation, the risks of exploration and development stage projects, risks associated with environmental and other regulatory matters, mining risks and competition and the volatility of mineral prices. Actual results and timetables could vary significantly. Additional information about these and other factors that could affect the Company's business is set forth in the Company's fiscal 2005 Annual Report on Form 10-KSB and other filings with the Securities and Exchange Commission.