

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) March 28, 2007

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

Private Placement of Shares and Options of Common Stock

Effective March 28, 2007, Legend International Holdings, Inc advises that further to its earlier Form 8-K today, it has issued a further 3,700,000 shares of common stock raising US\$925,000. The shares issued are restricted shares. The funds will be used to fund the exploration on the Northern Australian diamond interests and for working capital.

Item 3.02 Unregistered Sales of Equity Securities

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 and D promulgated under the Act.

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 dotted line.

Peter Lee
Secretary

Dated: March 28, 2007