

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) May 14, 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

Effective May 14, 2007, Legend International Holdings, Inc advises that it has issued a further 18,470,000 shares of common stock raising US\$4,117,500. The shares issued are restricted shares. The funds will be used to fund exploration in Northern Australian and for working capital.

Furthermore, Legend International Holdings, Inc advises that it has closed its private placements at the issue price of US\$0.25.

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.

Item 8.01 Other Items

- (i) The Company advises that it intends to lodge with the Securities Exchange Commission within 45 days a Form SB-2 Registration Statement under the Securities Act of 1933 to register shares of common stock.
- (ii) On May 14, 2007, the Company issued the attached press release in relation to the spin off of interests uranium interests to a new listed public vehicle.

Item 9.01 Financial Statements and Exhibits

99.1: Press Release dated May 14, 2007.

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', is written over a horizontal dotted line.

Peter Lee
Secretary

Dated: May 14, 2007

PRESS RELEASE

FOR IMMEDIATE RELEASE

LEGEND INTERNATIONAL HOLDINGS ANNOUNCES THAT IT INTENDS TO SPIN OFF ITS URANIUM INTERESTS TO A NEW PUBLIC COMPANY

Melbourne Australia – May 14, 2007 - 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 it intends to spin off its uranium exploration interests to a new public company to be traded on the over the counter market in the USA. The Company intends to distribute to existing shareholders of the Company, as a dividend, shares in the new company, on a pro-rata basis to their holdings in Legend. A record date for the transaction will be announced. The shares of the new company will not be distributed to the shareholders of Legend until a registration statement covering such shares has been filed with and declared effective by the Securities and Exchange Commission. This communication does not constitute an offer of any securities for sale.

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 19,000 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:

Mr. Joseph Gutnick
Chief Executive Officer
Legend International Holdings Inc
Tel: +011 613 8532 2866
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 2006 Annual Report on Form 10-KSB and other filings with the Securities and Exchange Commission.