

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 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 61-3-8532-2866

Company's facsimile number 61-3-8532-2805

Company's email address [lgdi@axisc.com.au](mailto:lgdi@axisc.com.au)

Company's website address [www.lgdi.net](http://www.lgdi.net)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12(b) under the Exchange Act (17 CFR 240.14a-12(b))

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01 Entry into a Material Definitive Agreement**

On December 28, 2007, the Board of Directors of the Company agreed to issue 4,787,500 options under the 2006 Incentive Option Plan to Directors, officers and consultants. The options will vest as follows: 1/3 after 12 months, 1/3 after 24 months and the balance of 1/3 after 36 months and have an exercise price of US\$1.00 per option. The following options to acquire shares of common stock in the Company have been issued to Directors and officers.

Name	Title	Quantity	Exercise Price
Peter Lee	CFO & Secretary	1,000,000	US\$1.00
Craig Michael	General Manager Resources	1,250,000	US\$1.00
Mordechai Gutnick	General Manager Business	2,000,000	US\$1.00

**Item 3.02 Unregistered Sales of Equity Securities**

(i) The description of the Options set forth above is hereby incorporated herein by this reference.

## 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 dashed line.

Peter Lee  
Secretary

Dated: December 28, 2007