
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 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 5, 2008

LEGEND INTERNATIONAL HOLDINGS, INC

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

000-32551
(Commission
File Number)

23-3067904
(I.R.S. Employer
Identification No.)

Level 8, 580 St Kilda Road, Melbourne, Victoria Australia 3004
(Address of Principal Executive Office) (Zip Code)

61-3-8532-2866
(Registrant's telephone number, including area code)

N/A
(Former name or former address, if changed since last report)

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:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - 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))
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Item 8.01: Other Events

On May 5, 2008, the Company issued the attached press release in relation to a long term offtake agreement for phosphate rock with India's largest fertilizer enterprise (IFFCO) for its phosphate projects in Queensland, Australia.

Item 9.01: Financial Statement and Exhibits

99.1: Press Release dated May 5, 2008

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 over a horizontal dashed line.

Peter Lee
Secretary

Dated: May 8, 2008

INDEX TO EXHIBITS

99.1: Press Release dated May 5, 2008

Legend International Holdings, Inc.

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**PRESS RELEASE
FOR IMMEDIATE RELEASE**

LEGEND INTERNATIONAL HOLDINGS ANNOUNCES LONG TERM OFFTAKE AGREEMENT FOR PHOSPHATE ROCK WITH INDIA'S LARGEST FERTILIZER ENTERPRIZE (IFFCO)

Melbourne Australia – May 5, 2008 - Legend International Holdings, Inc (OTC-BB: LGDI) with phosphate projects in the State of Queensland, Australia, announces that it has entered into a long term offtake and supply agreement for a minimum of 3 million tonnes annually of concentrated rock phosphate from its Lady Annie project in Queensland, Australia, with Indian Farmers Fertiliser Cooperative Limited (“IFFCO”). Legend and IFFCO have decided to pursue the Project in Joint Venture, the terms of which are under discussion.

IFFCO is India's largest fertilizer enterprise, a cooperative with over 50 million farmers associated with it, primarily engaged in production and marketing of nitrogenous and phosphate fertilizers in India. IFFCO has five fertilizer plants in India with a domestic annual capacity of producing 4.3 million tonnes of phosphatic fertilizers and 4.2 million tonnes of nitrogenous fertilizers. In addition to setting up the fertilizer manufacturing units in India, IFFCO has made strategic investments in several joint ventures in India and overseas. More details on IFFCO are available on its website www.iffco.nic.in

Financing and Joint Venture options for the capital cost of Legend's phosphate project are currently under discussion between the parties as is the price of the phosphate rock. The price of the rock will be negotiated on a fair and equitable basis for both companies based on international market prices applicable for the Indian market with an appropriate discount. Negotiations in regards to finance options should be concluded in coming months.

About Legend International Holdings Inc

Legend International Holdings, Inc (OTCBB: LGDI) is a mining and agriculture resource development company. The Company is principally focussed on developing its phosphate deposits in the Georgina Basin in Queensland, Australia. The Company's exploration licences include approximately 5.2 million acres in Queensland and the Northern Territory, Australia. For further information please visit our website at www.lgdi.net.

For further information, please contact:

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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 2007 Annual Report on Form 10-K and other filings with the Securities and Exchange Commission.