
**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): June 04, 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 June 04, 2008, the Company issued the attached press release announcing that it has closed the US\$105 million private placement transaction. The private placement was increased by \$5 million from the details announced on May 22, 2008.

Item 9.01: Financial Statement and Exhibits

99.1: Press Release dated June 03, 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: June 05, 2008

INDEX TO EXHIBITS

99.1: Press Release dated June 03, 2008

Legend International Holdings, Inc.

A Delaware Corporation
ABN 82 120 855 352

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**PRESS RELEASE
FOR IMMEDIATE RELEASE**

LEGEND INTERNATIONAL HOLDINGS ANNOUNCES THE CLOSING OF A US\$105 MILLION PRIVATE PLACEMENT AND PROPOSED LISTING ON AMERICAN STOCK EXCHANGE.

Melbourne Australia – June 3, 2008 - Legend International Holdings, Inc (OTC-BB: LGDI) with phosphate projects in Queensland, Australia, is pleased to announce that it has closed the US\$105 million private placement transaction. The financing transaction was led by BMO Capital Markets and included 25 North American and international institutional investors.

Pursuant to the closing, the Company issued 42 million shares of common shares at a price of US\$2.50 per share for gross proceeds of US\$105 million. The private placement was increased by \$5 million (2 million shares of common stock) from the details announced on May 22, 2008.

The Company has also issued 840,000 warrants to the agents which can be exercised at a price of US\$2.50 per warrant, exercisable at any time up to June 3, 2010.

The proceeds of the financing will be used to advance the ongoing development of the Company's phosphate projects in the Georgina Basin in the Mt Isa region of Queensland and working capital.

The Company has agreed to prepare and file with the Securities and Exchange Commission a registration statement covering the 42 million shares of common shares and the shares to be issued on exercise of the warrants.

The Company also advises that it has made application to list its shares of common stock on the American Stock Exchange.

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.