

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 13, 2006

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

(i) *Issuance of Options*

Effective November 29, 2006, Legend International Holdings, Inc advises the Board of Directors has agreed to issue 75,000 shares of common stock; and 50,000 options to acquire shares of common stock in the Company, with an exercise price of US\$0.25 and a latest exercise date of December 31, 2012.

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 dashed line.

Peter Lee
Secretary

Dated: December 20, 2006