

SEC Form 4

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION**

Washington, D.C. 20549

**STATEMENT OF CHANGES IN BENEFICIAL  
OWNERSHIP**

☐ Check this box if no longer subject to Section 16, Form 4 or Form 5 obligations may continue. See instruction 1 (b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	February 28, 2011
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<b>1. Name and Address of Reporting Person*</b> <u>Atticus Capital LP</u>  (Last) (First) (Middle) 767 FIFTH AVENUE 12TH FLOOR  (Street) NEW YORK NY 10153  (City) (State) (Zip)			<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>LEGEND INTERNATIONAL HOLDINGS INC [ LGDI ]</u>  <b>3. Date of Earliest Transaction (Month/Day/Year)</b> 02/21/2008  <b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>			<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input type="checkbox"/> Other (specify below)  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> Form filed by One Reporting Person X Form filed by More than One Reporting Person		
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**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction (s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/21/2008		P		3,000,000	A	\$1.05	21,750,000	I	See Footnotes (1)(2)(3)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 5)
							Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
					Code	V	(A)	(D)				

<b>1. Name and Address of Reporting Person*</b> <u>Atticus Capital LP</u>  (Last) (First) (Middle) 767 FIFTH AVENUE		
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12TH FLOOR		
(Street)		
NEW YORK	NY	10153
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<u>ATTICUS MANAGEMENT LTD</u>		
(Last)	(First)	(Middle)
P.O. BOX 100, SYDNEY VANE HOUSE		
ADMIRAL PARK		
(Street)		
ST. PETER		
PORT,	X0	
GUERNSEY		
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<u>BARAKETT TIMOTHY R</u>		
(Last)	(First)	(Middle)
C/O ATTICUS CAPITAL LP		
767 FIFTH AVENUE, 12TH FLOOR		
(Street)		
NEW YORK	NY	10153
(City)	(State)	(Zip)

**Explanation of Responses:**

1. Atticus Management Limited, a Guernsey company, and Timothy R. Barakett ("Mr. Barakett") are additional reporting persons. Mr. Barakett is the Chairman, Chief Executive Officer and Managing Member of Atticus Management LLC, a Delaware limited liability company. Atticus Management LLC is the sole general partner of Atticus Holdings LP, a Delaware limited partnership. Atticus Holdings LP is the Managing Member of Atticus Capital Holdings LLC, a Delaware limited liability company. Atticus Capital Holdings LLC is the general partner of Atticus LP Incorporated, a Guernsey limited partnership. Atticus LP Incorporated is the general partner of Atticus Capital LP, a Delaware limited partnership, and controls Atticus Management Limited.
2. Atticus Capital LP and Atticus Management Limited, together with certain of their affiliated entities, act as adviser for various investment funds (the "Funds") and managed accounts (the "Accounts"). The shares of the issuer's common stock reported herein are held for the account of Atticus European Fund, Ltd. and certain Accounts.
3. As a result, each of the Reporting Persons may be deemed to be a beneficial owner of the securities owned by the Funds and Accounts for purposes of Rule 16a-1(a)(1) under the Securities Exchange Act of 1934, as amended (the "Act"). Mr. Barakett, Atticus Management Limited and Atticus Capital LP disclaim beneficial ownership within the meaning of Rule 16a-1(a)(2) under the Act in the securities owned by the Funds and Accounts except to the extent, if any, of their pecuniary interest therein.

/s/ Timothy R. Barakett,  
individually; as  
Chairman and Chief  
Executive Officer of 02/25/2008  
Atticus Capital LP, by  
Dennis Bertron,  
attorney-in-fact

/s/ Dennis Bertron, as 02/25/2008  
Attorney-in-Fact for  
Atticus Management

Limited

\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**

EX-24 2 power.htm POWER OF ATTORNEY DATED JANUARY 10, 2007  
**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that I, TIMOTHY R. BARAKETT, hereby make, constitute and appoint each of SCOTT KISLIN, DENNIS BERTRON, KEVIN TAGAMI and CHARLES FORTIN, acting individually, as my agent and attorney-in-fact for the purpose of executing in my name, (a) in my personal capacity or (b) in my capacity as chief executive officer of, managing member of or in other capacities with Atticus Management LLC, Atticus Holdings LP, Atticus Capital Holdings LLC or Atticus Capital LP (collectively, "Atticus"), and each of their affiliates, including Atticus LP Incorporated, Atticus UK LLP and Atticus UK Services Ltd., and entities advised by me or Atticus, all documents, certificates, instruments, statements, filings and agreements ("documents") to be filed with or delivered to any foreign or domestic governmental or regulatory body or required or requested by any other person or entity pursuant to any legal or regulatory requirement relating to the acquisition, ownership, management or disposition of securities, futures contracts or other investments, and any other documents relating or ancillary thereto, including without limitation all documents relating to filings with the Commodities Futures Trading Commission and National Futures Association, the United States Securities and Exchange Commission (the "SEC") pursuant to the Securities Act of 1933 or the Securities Exchange Act of 1934 (the "Act") and the rules and regulations promulgated thereunder, including all documents relating to the beneficial ownership of securities required to be filed with the SEC pursuant to Section 13(d) or Section 16(a) of the Act and any information statements on Form 13F required to be filed with the SEC pursuant to Section 13(f) of the Act. All past acts of the attorneys-in-fact in furtherance of the foregoing are hereby ratified and confirmed.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of, or otherwise associated with, Atticus or one of its affiliates. Execution of this power of attorney revokes that certain Power of Attorney dated as of June 7, 2007 with respect to substantially the same matters addressed above.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of January 10, 2008.

/s/ Timothy R. Barakett  
Timothy R. Barakett

EX-24 3 poweraml.htm POWER OF ATTORNEY, DATED DECEMBER 28, 2007  
**POWER OF ATTORNEY**

ATTICUS MANAGEMENT LIMITED (the "**Company**") with its registered office at Sydney Vane House, Admiral Pak, St Peter Port, Guernsey hereby make, constitute and appoint each of SCOTT KISLIN, DENNIS BERTRON, KEVIN TAGAMI and CHARLES FORTIN (the "**Attorneys**"), acting individually, as its agent and attorney-in-fact for the purpose of executing on the Company's behalf and in its name, all documents, certificates, instruments, statements, filings and agreements ("**documents**") to be filed with or delivered to any foreign or domestic governmental or regulatory body or required or requested by any other person or entity pursuant to any legal or regulatory requirement relating to the acquisition, ownership, management or disposition of securities, futures contracts or other investments, and any other documents relating or ancillary thereto, including without limitation all documents relating to filings with the Commodities Futures Trading Commission and National Futures Association, the United States Securities and Exchange Commission (the "**SEC**") pursuant to the Securities Act of 1933 or the Securities Exchange Act of 1934 (the "**Act**") and the rules and regulations promulgated thereunder, including all documents relating to the beneficial ownership of securities required to be filed with the SEC pursuant to Section 13(d) or Section 16(a) of the Act and any information statements on Form 13F required to be filed with the SEC pursuant to Section 13(f) of the Act.

All past acts of the Attorneys in furtherance of the foregoing are hereby ratified and confirmed.

The Company hereby ratifies and confirms and agrees to ratify and confirm all acts an Attorney lawfully does or causes to be done in relation to the exercise of the powers and authorities hereby granted.

This Power of Attorney shall be governed by and construed in accordance with the laws of the Island of Guernsey.

This Power of Attorney shall be valid for a period of one year from the date of issue and shall remain in full force and effect until either revoked in writing by the Company or until such time as the Attorney cease(s) to be an employee of, or otherwise associated with, Atticus Capital LP or one of its affiliates.

IN WITNESS WHEREOF

The Common Seal of

ATTICUS MANAGEMENT LIMITED

was hereunto affixed, duly witnessed by

/s/ R A G Sinclair

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R A G Sinclair - Director

/s/ Maeve Guilbert

\_\_\_\_\_  
Artemis Secretaries Limited - Secretary

Issued in Saint Peter Port, Guernsey, on the 28 December 2007