

MAGELLAN PETROLEUM CORP /DE/

Form S-4MEF

February 23, 2006

Table of Contents

As filed with the Securities and Exchange Commission on February 23, 2006
Registration No. 333-_____

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**FORM S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

MAGELLAN PETROLEUM CORPORATION

(Exact name of Registrant as specified in its Charter)

Delaware

06-0842255

(State or other Jurisdiction of Incorporation or
Organization)

(I.R.S. Employee
Identification Number)

10 Columbus Boulevard, Hartford, Connecticut

(860) 293-2006

06106

(Address, Including Zip Code, and Telephone Number,
Including Area Code, of Registrant's Principal Executive Offices)

**Daniel J. Samela, President, Chief Executive Officer
and Chief Financial Officer
Magellan Petroleum Corporation
10 Columbus Boulevard, Hartford, Connecticut 06106
(860) 293-2006**

(Name, Address, Including Zip Code, and Telephone Number
Including Area Code, of Agent For Service)

Copy to:

**Edward B. Whittemore
Murtha Cullina LLP
CityPlace I, 185 Asylum Street
Hartford, CT 06103-3469
(860) 240-6075**

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective and all other conditions to the consummation of the transaction described herein have been satisfied or waived.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box o.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective

registration statement for the same offering. p (No. 333-129329)

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

CALCULATION OF REGISTRATION FEE

Title of Each	Proposed Maximum	Proposed Maximum	Proposed Maximum	Proposed Maximum
Class of Securities	Amount to be	Offering Price Per	Aggregate	Amount of
to be Registered	Registered (1)	Unit	Offering	Registration
Common Stock, \$.01 par value per share	Registered (1)	Unit	Price (2)	Fee
	1,044,687 shares	Not Applicable	\$ 22,210,091	\$ 2,614.12

- (1) This Registration Statement relates to the Registration Statement on Form S-4 filed by Magellan Petroleum Corporation (the Company) on October 31, 2005 (File No. 333-129329), as amended (the Prior Registration Statement) and covers 1,044,687 additional shares of the Company's common stock, \$.01 par value per share, issuable in connection with the Company's exchange offer (the Exchange Offer) for all of the ordinary shares of Magellan Petroleum Australia Limited (MPAL) that the Company does not currently own. The number of shares being registered hereunder is calculated as the product of (i) 20,952,916, the maximum number of MPAL shares to be received in the Exchange Offer, and (ii) the 0.75 exchange ratio announced by the Company on January 24, 2006, less (iii) the 14,670,000 shares of common stock registered under the Prior Registration Statement pursuant to the prior exchange ratio.
- (2) Estimated solely for purposes of calculating the registration fee pursuant to paragraphs (c) and (f)(1) of Rule 457 under the Securities Act of 1933, based on the market value of the MPAL ordinary shares to be received in the Exchange Offer, which is equal to the product of (i) \$1.06, the U.S. dollar equivalent (at a U.S./A\$ exchange rate of .76) of the average of the high (\$1.07) and low (\$1.05) sales prices per ordinary share of Magellan Petroleum Australia Limited as reported by the Australian Stock Exchange for October 24, 2005, and (ii) 20,952,916, the maximum number of MPAL shares to be received in the Exchange Offer. The proposed maximum aggregate offering price of securities to be sold under this Registration Statement is the same as in the Prior Registration Statement. In accordance with Rule 462(b) under the Securities Act of 1933, as amended, the proposed maximum aggregate offering price of securities eligible to be sold under the Prior Registration Statement (\$2,614.12) is carried forward to this Registration Statement. Accordingly, no additional registration fee is required.

This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

TABLE OF CONTENTS

EXPLANATORY NOTE

INCORPORATION BY REFERENCE

SIGNATURES

EXHIBIT INDEX

EX-5.1: OPINION OF MURTHA CULLINA LLP

EX-23.1: CONSENT OF DELOITTE & TOUCHE LLP

EX-23.2: CONSENT OF ERNST & YOUNG LLP

EX-23.5: CONSENT OF TM CAPITAL CORPORATION

EX-23.6: CONSENT OF BARON PARTNERS LIMITED

Table of Contents

EXPLANATORY NOTE

This registration statement is being filed pursuant to General Instruction K of Form S-4 and Rule 462(b) under the Securities Act of 1933, as amended, to register an additional 1,044,687 shares of common stock, \$0.01 per share par value, of Magellan Petroleum Corporation, a Delaware corporation (the Registrant), for issuance in connection with the offer to exchange 0.75 of a share of the Registrant's common stock and Aus. \$0.10 in cash for each ordinary share of Magellan Petroleum Australia Limited, the registrant's 55% owned Australian subsidiary (MPAL), not currently owned by the Registrant (the Exchange Offer).

The Registrant previously registered a total of 14,670,000 shares of its common stock in connection with the Exchange Offer by means of a currently effective registration statement on Form S-4 (No. 333-129329), which was declared effective by the Securities and Exchange Commission on January 26, 2006. Based upon the revised exchange ratio of 0.75 announced by the Registrant on January 24, 2006, the maximum number of shares of common stock to be issued pursuant to the Exchange Offer is now expected to be 15,714,687. The Exchange Offer is more fully described in the registrant's prospectus/proxy statement, dated January 27, 2006, comprising a part of the Registrant's registration statement on Form S-4 (No. 333-129329).

INCORPORATION BY REFERENCE

The Registrant hereby incorporates by reference into this registration statement the contents of its registration statement on Form S-4 (No. 333-129329) including the documents incorporated or deemed to be incorporated therein. The required opinion and consents are listed on the exhibit index attached hereto and filed herewith.

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Hartford, State of Connecticut, on February 22, 2006.

**MAGELLAN PETROLEUM
CORPORATION**

By: /s/ Daniel J. Samela
Daniel J. Samela
President, Chief Executive Officer and
Chief Financial Officer

/s/ Daniel J. Samela	President, Chief Executive Officer and Chief Financial Officer	
Daniel J. Samela		February 22, 2006
/s/ Donald V. Basso*	Director	
Donald V. Basso		February 22, 2006
/s/ Timothy L. Largay*	Director	
Timothy L. Largay		February 22, 2006
/s/ Walter McCann*	Director	
Walter McCann		February 22, 2006
/s/ Ronald P. Pettirossi*	Director	
Ronald P. Pettirossi		February 22, 2006

* = By Daniel J. Samela, attorney-in-fact

Table of Contents

EXHIBIT INDEX

- 3.1 Restated Certificate of Incorporation as filed on May 4, 1987 with the State of Delaware and Amendment of Article Twelfth as filed on February 12, 1988 with the State of Delaware (each filed as Exhibit 4(b) to Form S-8 Registration Statement, filed on January 14, 1999, and incorporated herein by reference).
- 3.2 Certificate of Amendment to Certificate of Incorporation as filed on December 26, 2000 with the State of Delaware (filed as Exhibit 3(a) to the Company's quarterly report on Form 10-Q filed on February 13, 2001 and incorporated herein by reference).
- 3.3 By-Laws, as amended and restated on July 22, 2004 (filed as Exhibit 3(b) to the registrant's annual report on Form 10-K filed with the SEC on October 13, 2004, and incorporated herein by reference).
- 5.1 Opinion of Murtha Cullina LLP (filed herewith).
- 21 Subsidiaries of the Registrant (incorporated herein by reference to Exhibit 21 of the registrant's registration statement on Form S-4 (File No. 333-129329)).
- 23.1 Consent of Deloitte & Touche LLP (filed herewith).
- 23.2 Consent of Ernst & Young LLP (filed herewith).
- 23.3 Consent of Paddock Lindstrom & Associates, Ltd. (incorporated herein by reference to Exhibit 23.3 of the registrant's registration statement on Form S-4 (File No. 333-129329)).
- 23.4 Consent of Murtha Cullina LLP (included in Exhibit 5).
- 23.5 Consent of TM Capital Corporation (filed herewith).
- 23.6 Consent of Baron Partners Limited (filed herewith).
- 24 Power of Attorney (incorporated by reference to the signature page of the registrant's registration statement on Form S-4 (File No. 333-129329)).
- 99.1 Bidder's Statement of the registrant (incorporated herein by reference to Exhibit 99.1 to the registrant's amendment no. 1 to registration statement on Form S-4 (File No. 333-129329)).
- 99.2 Form of Letter of Transmittal for U.S. MPAL Shareholders (incorporated herein by reference to the registrant's amendment no. 1 to registration statement on Form S-4 (File No. 333-129329)).