

MAGELLAN PETROLEUM CORP /DE/
Form SC 13G
May 03, 2006

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

SCHEDULE 13G

(Rule 13d-102)

**Information to be included in statements filed pursuant to
Rules 13d-1(b), (c), and (d) and amendments thereto filed
pursuant to Rule 13d-2(b)**

Magellan Petroleum Corporation

(Name of issuer)

Common Stock, par value \$0.01 (Common Stock)

(Title of Class of Securities)

559091301

(CUSIP number)

April 21, 2006

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

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Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page. The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 559091301

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Origin Energy Limited (ABN 30 000 051 696)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

- (a) ..
- (b) ..

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

AUSTRALIA

5 SOLE VOTING POWER

NUMBER OF

SHARES 0

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 3,515,642

7 SOLE DISPOSITIVE POWER

EACH

REPORTING 0

8 SHARED DISPOSITIVE POWER

WITH:

3,515,642

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,515,642

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

Approximately 10.3%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Origin Energy Resources Ltd (ABN 66 007 845 338)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) ..

(b) ..

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

AUSTRALIA

5 SOLE VOTING POWER

NUMBER OF

SHARES

0

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

3,296,387

7 SOLE DISPOSITIVE POWER

EACH

REPORTING

0

8 SHARED DISPOSITIVE POWER

WITH:

3,296,387

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,296,387

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

Approximately 9.7%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Sagasco NT Pty Ltd (ABN 39 056 420 421)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

- (a) ..
- (b) ..

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

AUSTRALIA

5 SOLE VOTING POWER

NUMBER OF

SHARES 0

BENEFICIALLY 6 SHARED VOTING POWER

OWNED BY 3,296,387

EACH 7 SOLE DISPOSITIVE POWER

REPORTING 0

PERSON 8 SHARED DISPOSITIVE POWER

WITH:

3,296,387

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,296,387

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

Approximately 9.7%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Sagasco Amadeus Pty Limited (ABN 18 056 420 396)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) ..

(b) ..

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

AUSTRALIA

5 SOLE VOTING POWER

NUMBER OF

SHARES

0

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

3,296,387

7 SOLE DISPOSITIVE POWER

EACH

REPORTING

0

8 SHARED DISPOSITIVE POWER

WITH:

3,296,387

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,296,387

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

Approximately 9.7%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

Item 1 (a). Name of Issuer:

Magellan Petroleum Corporation (MPC)

Item 1 (b). Address of Issuer's Principal Executive Offices:

10 Columbus Boulevard,
Hartford, Connecticut, USA,
06106

Item 2 (a). Name of Person Filing:

Origin Energy Limited (ABN 30 000 051 696)
Origin Energy Resources Ltd (ABN 66 007 845 338)
Sagasco NT Pty Ltd (ABN 39 056 420 421)
Sagasco Amadeus Pty Limited (ABN 18 056 420 396) (Sagasco)

Item 2 (b). Address of Principal Business Office or, if None, Residence:

Level 45 Australia Square,
264-278 George Street,
Sydney NSW 2000
Australia

Item 2 (c). Citizenship:

N/A

Item 2 (d). Title of Class of Securities:

Common Stock, par value \$0.01 (the Common Stock)

Item 2 (e). CUSIP Number:

559091301

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) .. Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) .. Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) .. Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) .. Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) .. An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E).
- (f) .. An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F).
- (g) .. A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G).
- (h) .. A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i) .. A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
- (j) .. Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.*

Provide the following information regarding the aggregate number and percentage of the class of securities of the Issuer identified in Item I.

(a) Amount beneficially owned:

3,515,642.¹

(b) Percent of class: approximately:

10.3%.²

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

0.

(ii) Shared power to vote or to direct the vote

3,515,642.

(iii) Sole power to dispose or to direct the disposition of

0.

(iv) Shared power to dispose or to direct the disposition of

3,515,642.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following " ".

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

None.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

See Exhibit 99.2.

Item 8. Identification and Classification of Members of the Group.

N/A.

Item 9. Notice of Dissolution of Group.

N/A.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

¹ Pursuant to the acceptance by Sagasco of the Exchange Offer made by MPC for shares of Magellan Petroleum Australia Limited, MPC issued to Sagasco 3,296,387 shares of Common Stock in exchange for 4,395,182 shares of Magellan Petroleum Australia Limited. Pursuant to the acceptance by BTS Pty Limited ("BTS") of the Exchange Offer made by MPC for shares in Magellan Petroleum Australia Limited, MPC issued to BTS (a wholly owned subsidiary of Origin Energy Limited) 219,255 shares of Common Stock in exchange for 292,339 shares of Magellan Petroleum Australia Limited.

²

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MPC had 34,027,257 shares of Common Stock outstanding according to a statement lodged with the Australian Stock Exchange on April 26, 2006.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: April 28, 2006

ORIGIN ENERGY LIMITED

By: /s/ WILLIAM M HUNDY
Name: William M Hundy
Title: Secretary

ORIGIN ENERGY RESOURCES LTD

By: /s/ WILLIAM M HUNDY
Name: William M Hundy
Title: Secretary

SAGASCO NT PTY LTD

By: /s/ WILLIAM M HUNDY
Name: William M Hundy
Title: Secretary

SAGASCO AMADEUS PTY LIMITED

By: /s/ WILLIAM M HUNDY
Name: William M Hundy
Title: Secretary

INDEX TO EXHIBITS

| Exhibit No. | Exhibit |
|--------------------|---|
| 99.1 | Joint Filing Agreement, dated April 28, 2006, among Origin Energy Limited, Origin Energy Resources Ltd, Sagasco NT Pty Ltd and Sagasco Amadeus Pty Limited. |
| 99.2 | Item 7 Information |