

MAGELLAN PETROLEUM CORP /DE/
Form 10-Q/A
February 15, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q/A
(Amendment No. 1)

(MARK ONE)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2012

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission File Number 001-5507

MAGELLAN PETROLEUM CORPORATION

(Exact name of registrant as specified in its charter)

DELAWARE

(State or other jurisdiction of
incorporation or organization)

06-0842255

(I.R.S. Employer
Identification No.)

1775 Sherman Street, Suite 1950, Denver, CO

80203

(Address of principal executive offices)

(Zip Code)

(720) 484-2400

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The number of shares outstanding of the issuer's single class of common stock as of November 1, 2012 was 53,885,594.

EXPLANATORY NOTE

Magellan Petroleum Corporation (the "Company") is filing this Amendment No. 1 on Form 10-Q/A (the "Amendment") to the Quarterly Report on Form 10-Q for the quarter ended September 30, 2012, originally filed on November 9, 2012 (the "Original Report"), for the sole purpose of filing Exhibits 10.1, 10.2, 10.3, 10.4, 10.5, and 10.6 as set forth in the list of exhibits in Part II, Item 6 of the Original Report that were inadvertently not filed with the Original Report due to a software control check application error. Such exhibits are filed with this Amendment, and, pursuant to Rule 12b-15 under the U.S. Securities Exchange Act of 1934, as amended, the complete text of Item 6, as amended, is included in this Amendment and new certifications pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 are also filed as exhibits to this Amendment. No other changes have been made to the Original Report, and, other than to include the exhibits filed with this Amendment, this Amendment does not modify or update the disclosures in the Original Report to reflect events occurring after the filing of the Original Report.

ITEM 6 EXHIBITS

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- 3.1 Restated Certificate of Incorporation as filed on May 4, 1987 with the State of Delaware, as amended by an Amendment of Article Twelfth as filed on February 12, 1988 with the State of Delaware (filed as Exhibit 4.B. to the registrant's Registration Statement on Form S-8 filed on January 14, 1999 (Registration No. 333-70567) and incorporated herein by reference).
- 3.2 Certificate of Amendment of Restated Certificate of Incorporation as filed on December 26, 2000 with the State of Delaware (filed as Exhibit 3(a) to the registrant's Quarterly Report on Form 10-Q filed on February 13, 2001 and incorporated herein by reference).
- 3.3 Certificate of Amendment of Restated Certificate of Incorporation related to Articles Twelfth and Fourteenth as filed on October 15, 2009 with the State of Delaware (filed as Exhibit 3.3 to the registrant's Quarterly Report on Form 10-Q filed on February 16, 2010 and incorporated herein by reference).
- 3.4 Certificate of Amendment of Restated Certificate of Incorporation related to Article Thirteenth as filed on October 15, 2009 with the State of Delaware (filed as Exhibit 3.4 to the registrant's Quarterly Report on Form 10-Q filed on February 16, 2010 and incorporated herein by reference).
- 3.5 Certificate of Amendment of Restated Certificate of Incorporation related to Article Fourth as filed on December 10, 2010 with the State of Delaware (filed as Exhibit 3.1 to the registrant's Current Report on Form 8-K filed on December 13, 2010 and incorporated herein by reference).
- 3.6 By-Laws, as amended on March 10, 2010 (filed as Exhibit 3.1 to the registrant's Current Report on Form 8-K filed on March 15, 2010 and incorporated herein by reference).
- 10.1 *+ Employment Agreement dated August 28, 2012 between Magellan Petroleum Corporation and C. Mark Brannum.
- 10.2 *+ Nonqualified Stock Option Award and Subscription Agreement dated August 28, 2012, between Magellan Petroleum Corporation and C. Mark Brannum.
- 10.3 *+ Restricted Stock Award and Subscription Agreement dated August 28, 2012, between Magellan Petroleum Corporation and C. Mark Brannum.
- 10.4 *+ Indemnification Agreement dated September 5, 2012, between Magellan Petroleum Corporation and C. Mark Brannum.
- 10.5 *+ Indemnification Agreement dated November 30, 2011, between Magellan Petroleum Corporation and Milam Randolph Pharo.
- 10.6 *+ Letter Agreement dated September 7, 2012, between Magellan Petroleum Corporation and Nikolay V. Bogachev.
- 10.7 Agreement for 2-D and 3-D Data Acquisition Services dated October 26, 2012, between Magellan Petroleum (Offshore) PTY LTD and Seabird Exploration FZ LLC (filed as Exhibit 10.7 to the registrant's Quarterly Report on Form 10-Q filed on November 9, 2012 and incorporated herein by reference).
- 31.1 Certification of John Thomas Wilson, President and Chief Executive Officer, pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934 (filed as Exhibit 31.1 to the registrant's Quarterly Report on Form 10-Q filed on November 9, 2012 and incorporated herein by reference).
- 31.2 Certification of Antoine J. Lafargue, Vice President - Chief Financial Officer and Treasurer, pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934 (filed as Exhibit 31.2 to the registrant's Quarterly Report on Form 10-Q filed on November 9, 2012 and incorporated herein by reference).
- 31.3 * Certification of John Thomas Wilson, President and Chief Executive Officer, pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934.
- 31.4 * Certification of Antoine J. Lafargue, Vice President - Chief Financial Officer and Treasurer, pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934.
- 32.1 Certification of John Thomas Wilson, President and Chief Executive Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (furnished as Exhibit 32.1 to the registrant's Quarterly Report on Form 10-Q filed on November 9, 2012 and incorporated herein by reference).
- 32.2 Certification of Antoine J. Lafargue, Vice President - Chief Financial Officer and Treasurer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (furnished as Exhibit 32.2 to the registrant's Quarterly Report on Form 10-Q filed on November 9, 2012

and incorporated herein by reference).

101.INS ** XBRL Instance Document

101.SCH ** XBRL Taxonomy Extension Schema Document

101.CAL ** XBRL Taxonomy Extension Calculation Linkbase Document

101.DEF ** Taxonomy Extension Definition Linkbase Document

101.LAB ** Taxonomy Extension Label Linkbase Document

101.PRE ** Taxonomy Extension Presentation Linkbase Document

*Filed herewith.

Previously furnished with the registrant's Quarterly Report on Form 10-Q filed on November 9, 2012. Users of this data submitted electronically are advised pursuant to Rule 406T of Regulation S-T that this interactive data file is **deemed not filed or part of a registration statement or prospectus for purposes of sections 11 or 12 of the Securities Act of 1933, is deemed not filed for purposes of section 18 of the Securities Exchange Act of 1934, and otherwise is not subject to liability under these sections.

+Management contract or compensatory plan or arrangement.

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 thereunto duly authorized.

MAGELLAN PETROLEUM CORPORATION
(Registrant)

By: /s/ J. Thomas Wilson
John Thomas Wilson, President and Chief Executive Officer
(as Principal Executive Officer)

By: /s/ Antoine J. Lafargue
Antoine J. Lafargue, Vice President - Chief Financial Officer and Treasurer
(as Principal Financial and Accounting Officer)

Date: February 15, 2013