

MAGELLAN PETROLEUM CORP /DE/  
Form 8-K/A  
July 31, 2015

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 8-K/A  
(Amendment No. 1)

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
Date of Report (Date of earliest event reported): July 31, 2015 (January 27, 2015)  
Magellan Petroleum Corporation  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of incorporation)  
001-5507  
(Commission File Number)

06-0842255  
(IRS Employer Identification No.)

1775 Sherman Street, Suite 1950, Denver, CO  
(Address of principal executive offices)  
(720) 484-2400  
(Registrant's telephone number, including area code)

80203  
(Zip Code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2.):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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EXPLANATORY NOTE:

This Amendment No. 1 to Current Report on Form 8-K/A is filed to amend the Current Report on Form 8-K filed on February 2, 2015, reporting that the Company was not in compliance with NASDAQ Marketplace Rule 5550(a)(2) (the "Original Report"), in order to provide an update to the disclosures in the Original Report that, as of July 27, 2015, the Company has regained compliance with NASDAQ Marketplace Rule 5550(a)(2) as discussed in the second paragraph under Item 3.01 below.

Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On January 27, 2015, Magellan Petroleum Corporation (the "Company") received a letter from The Listing Qualifications Department of the NASDAQ Stock Market ("NASDAQ") indicating that, based upon the closing bid price of the Company's common stock (the "Common Stock") for the last 30 consecutive business days, the Common Stock did not meet the minimum bid price of \$1.00 per share required for continued listing on The NASDAQ Capital Market pursuant to NASDAQ Marketplace Rule 5550(a)(2). The letter also indicated that the Company will be provided with a compliance period of 180 calendar days, or until July 27, 2015, in which to regain compliance, pursuant to NASDAQ Marketplace Rule 5810(c)(3)(A). The letter further indicated that if, at any time during the 180-day compliance period, the closing bid price of the Common Stock is at least \$1.00 for a minimum of ten consecutive business days, NASDAQ will provide the Company with written confirmation that it has achieved compliance with the minimum bid price requirement.

On July 27, 2015, the Company received a letter from NASDAQ notifying the Company that, since the closing bid price of the Common Stock for the previous 10 consecutive business days was at least \$1.00, the Company had regained compliance with NASDAQ Marketplace Rule 5550(a)(2), and that this matter is now closed. On July 31, 2015, the Company issued a press release to announce this development, a copy of which is filed as Exhibit 99.1 to this report.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits. The following exhibits are filed as part of this report:

Exhibit

No.	Description
99.1	Press Release by Magellan Petroleum Corporation dated July 31, 2015

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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.

MAGELLAN PETROLEUM CORPORATION

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

July 31, 2015