MAGELLAN PETROLEUM CORP /DE/
Form 425
October 18, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT PURSUANT
TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported) October 18, 2005

Magellan Petroleum Corporation
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of Incorporation)

1-5507	06-0842255
(Commission File Number)	(IRS Employer Identification No.)

10 Columbus Boulevard, Hartford, CT	06106
(Address of Principal Executive Offices)	(Zip Code)

860-293-2006
(Registrant's Telephone Number, Including Area Code)

Not Applicable
(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. below):

[X] 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))

Item 8.01 Other Events

On October 18, 2005, Magellan Petroleum Corporation (the "Company") announced its intention to commence an Exchange Offer for all of the outstanding

ordinary shares of Magellan Petroleum Australia Limited, the Company's 55.13% owned subsidiary ("MPAL"), not currently owned by the Company.

A copy of the Company's press release dated October 18, 2005 regarding the Exchange Offer is filed herewith as Exhibit 99.1 and is hereby incorporated by reference.

On October 18, 2005, the Company's Chairman, Walter McCann, sent a letter regarding the Exchange Offer to Rodney F. Cormie, Chairman of the Board of MPAL. A copy of Mr. McCann's letter is filed herewith as Exhibit 99.2 and is hereby incorporated by reference.

Item 9.01 Financial Statements and Exhibits

(c) Exhibits

99.1 Press Release of the Company, dated October 18, 2005, regarding the Exchange Offer.

99.2 Letter of Walter McCann, Chairman of the Board of the Company to Rodney F. Cormie, Chairman of the Board of MPAL, dated October 18, 2005.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

MAGELLAN PETROLEUM CORPORATION

By: /s/ Daniel J. Samela

Name: Daniel J. Samela
Title: President,
Chief Executive Officer And
Chief Financial Officer

Dated: October 18, 2005

EXHIBIT INDEX

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99.1	Press Release of the Company dated October 18, 2005, regarding the Exchange Offer.	5

99.2 Letter of Walter McCann, Chairman of the Board of the Company to Rodney F. Cormie, Chairman of the Board of MPAL, dated October 18, 2005, regarding the Exchange Offer. 13