

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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): August 31, 2021



Tellurian Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

001-5507
(Commission File Number)

06-0842255
(I.R.S. Employer
Identification No.)

1201 Louisiana Street, Suite 3100, Houston, TX
(Address of principal executive offices)

77002
(Zip Code)

Registrant's telephone number, including area code: (832) 962-4000

(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:

- 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, par value \$0.01 per share	TELL	Nasdaq Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01 Regulation FD Disclosure.

On August 31, 2021, Tellurian Inc. (the “**Company**”) issued a press release regarding, among other things, the termination of the Company’s previously announced underwritten public offering (the “**Offering**”) of \$50 million aggregate principal amount of 8.25% senior notes due 2028 (the “**Notes**”). A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The information set forth in this Item 7.01, including the information set forth in Exhibit 99.1, is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 8.01 Other Events.

On August 31, 2021, the Company terminated that certain underwriting agreement, dated as of August 26, 2021, with B. Riley Securities, Inc., as representative of the several underwriters named therein (the “**Underwriters**”), pursuant to which the Company had agreed to sell the Notes to the Underwriters in the Offering, subject to the satisfaction of certain closing conditions.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
<u>99.1</u>	<u>Press release, dated as of August 31, 2021</u>
104	Cover Page Interactive Data File – the cover page XBRL tags are embedded within the Inline XBRL document (included as Exhibit 101)

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.

TELLURIAN INC.

By: /s/ L. Kian Granmayeh
Name: L. Kian Granmayeh
Title: Executive Vice President and Chief Financial Officer

Date: August 31, 2021



**Tellurian withdraws senior note offering
and announces exercise of common stock over-allotment option**

HOUSTON, Texas – (BUSINESS WIRE) August 31, 2021 -- Tellurian Inc. (Tellurian) (NASDAQ: TELL) announced today that it will not proceed with its underwritten public offering of \$50 million aggregate principal amount of 8.25% senior notes due 2028 which was successfully priced last Thursday night, August 26, 2021. Nasdaq informed Tellurian on Friday that it would not list the bonds due to a procedural interpretation.

Tellurian Executive Chairman Charif Souki said, “Clearly the massive retail investment market has been disruptive to the old rules guiding institutional investing, first in equities and now in bonds. Of course, we are disappointed with Nasdaq’s decision and wish it would have advised us earlier in the process. The good news is that Tellurian has plenty of liquidity, we achieved a BBB+ investment grade rating, and we established a viable market for our debt securities. Tellurian appreciates the continued support from its sophisticated and well-informed retail investors, and we hope to have another debt offering in the future.”

Tellurian also announced that the underwriters of its recent public offering of its common stock exercised their option to purchase an additional 5,250,000 shares, bringing the total shares purchased to 40,250,000. The total additional gross proceeds (before underwriters’ compensation and estimated expenses) from the exercise of the option are approximately \$15.75 million.

About Tellurian Inc.

Tellurian intends to create value for shareholders by building a low-cost, global natural gas business, profitably delivering natural gas to customers worldwide. Tellurian is developing a portfolio of natural gas production, LNG marketing and trading, and infrastructure that includes an ~ 27.6 mtpa LNG export facility and an associated pipeline. Tellurian is based in Houston, Texas, and its common stock is listed on the Nasdaq Capital Market under the symbol “TELL.”

For more information, please visit www.tellurianinc.com. Follow us on Twitter at twitter.com/TellurianLNG

CAUTIONARY INFORMATION ABOUT FORWARD-LOOKING STATEMENTS

This press release contains forward-looking statements within the meaning of U.S. federal securities laws. The words “anticipate,” “assume,” “believe,” “budget,” “estimate,” “expect,” “forecast,” “initial,” “intend,” “may,” “plan,” “potential,” “project,” “proposed,” “should,” “will,” “would,” and similar expressions are intended to identify forward-looking statements. Forward-looking statements herein relate to, among other things, the capacity, timing, and other aspects of the Driftwood project and potential future transactions. These statements involve a number of known and unknown risks, which may cause actual results to differ materially from expectations expressed or implied in the forward-looking statements. These risks include the matters discussed in Item 1A of Part I of the Annual Report on Form 10-K of Tellurian for the fiscal year ended December 31, 2020 filed by Tellurian with the Securities and Exchange Commission (the SEC) on February 24, 2021, and other Tellurian filings with the SEC, all of which are incorporated by reference herein. The forward-looking statements in this press release speak as of the date of this release. Although Tellurian may from time to time voluntarily update its prior forward-looking statements, it disclaims any commitment to do so except as required by securities laws.

Contact

Media:
Joi Lecznar
EVP Public and Government Affairs
Phone +1.832.962.4044
joi.lecznar@tellurianinc.com

Investors:
Matt Phillips
Vice President, Investor Relations
Phone +1.832.320.9331
matthew.phillips@tellurianinc.com

1201 Louisiana Street Suite 3100 | Houston, TX 77002 | TEL + 1 832 962 4000 | www.tellurianinc.com
