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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): September 3, 2008 (August 29, 2008)

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):

☐ 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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Item 2.02 Results of Operations and Financial Condition

On August 29, 2008, Magellan Petroleum Corporation (the "Company") filed with the Australian Securities and Investments Commission and the Australian Stock Exchange ("ASX") in Australia a release and a report of preliminary, unaudited financial information with respect to the fiscal year ended June 30, 2008 on Appendix 4E, in accordance with ASX rules and regulations.

As noted in Appendix 4E, Item 12, for the year ended June 30, 2008, depletion expense of $18.0 million (which is a non cash charge) includes a $2.8 million correction to depletion expense that should have been recorded in the six month period ended December 31, 2007. This correction was due to the misapplication of reserve information for a group of new wells which principally began production in the current fiscal year and has no effect on cash flow from operations. The misapplication of reserve information also affected the unaudited Supplementary Oil and Gas Disclosure that was presented in Note 14 to the consolidated financial statements included in the Company's 2007 Form 10-K. The restated reserve information will be provided in the unaudited Supplementary Oil and Gas Disclosure that will be presented as a note to the consolidated financial statements in the Company's 2008 Form 10-K.

Copies of the Company's release and Appendix 4E report dated August 29, 2008 are furnished herewith as Exhibit 99.1 and are hereby incorporated herein by reference.

Item 4.02 Non-Reliance on Previously Issued Financial Statements or a Related Audit Report or Completed Interim Review

On August 29, 2008, the Audit Committee and the President, Chief Executive Officer and Chief Accounting and Financial Officer of the Company reached the conclusion that the previously filed unaudited condensed consolidated financial information in our quarterly reports on Forms 10-Q for the periods ended September 30, 2007, December 31, 2007 and March 31, 2008 could no longer be relied upon. Subsequent to the issuance of the Company's Forms 10-Q for the quarterly periods ended September 30, 2007, December 31, 2007 and March 31, 2008, the Company's management determined that depletion expense was miscalculated due to the misapplication of reserve information for a group of new wells which principally began production in the current fiscal year. Depletion expense for the three months ended September 30, 2007, December 31, 2007 and March 31, 2008 was understated by $1,247,108, $1,569,467 and $1,075,003, respectively. Depletion expense was understated by $2,816,575 and $3,891,578 for the six months ended December 31, 2007 and the nine months ended March 31, 2008, respectively. This correction has no impact on cash flow from operations for any period presented. The Audit Committee and the President, Chief Executive Officer and Chief Accounting and Financial Officer have discussed this matter with our independent registered public accounting firm.

	3 months ended September 30, 2007		3 months ended December 31, 2007		3 months ended March 31, 2008	
	As Reported	Restated	As Reported	Restated	As Reported	Restated
Total cost and expenses	$9,031,850	$10,278,958	$ 7,827,460	$ 9,396,927	$6,827,576	$7,902,579
Operating income (loss)	$ 290,083	$ (957,025)	$ 2,546,521	$ 977,054	$2,708,487	$1,633,484
Income (loss) before income taxes	$ 779,300	$ (467,808)	$ 3,116,383	$ 1,546,916	$3,208,608	$2,133,605
Net income (loss)	$ 398,530	$ (447,446)	$(9,681,483)	$(10,780,110)	$1,688,443	$ 935,941
Earnings per share	$ 0.01	$ (0.01)	$ (0.23)	$ (0.25)	$ 0.04	$ 0.02

The Company will correct the financial statements included in the Form 10-K to be filed on or before September 29, 2008.

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Item 9.01 Financial Statements and Exhibits

The following documents are furnished together as an Exhibit pursuant to Item 2.02 hereof:

(c) Exhibits

99.1 Company release and attached Appendix 4E filing of the Company, dated August 29, 2008.

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

Dated: September 3, 2008

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EXHIBIT INDEX

Exhibit No.	Description	Page No.
99.1	Company release and attached Appendix 4E filing of the Company, dated August 29, 2008	6

MAGELLAN PETROLEUM CORPORATION PROFIT REPORT
For the Year Ended June 30, 2008
(Dollars quoted are US$)

Magellan Petroleum Corporation recorded a net loss of $8,892,000 for the year ended June 30, 2008, compared to net income of $447,000 for the previous fiscal year. A significant factor contributing to the fiscal 2008 net loss was the $13.3 million settlement with the Australian Taxation Office (“ATO”). See Other Significant Information (Item 12).

Revenues were up for the year by $10.2 million or 33%.

Oil sales increased approximately $7.9 million due to an increase in sales volume and an increase in prices. Sales volume from the Nockatunga field increased by 45,059 barrels, which was offset by a decrease of 13,858 barrels in sales from the Mereenie field and the Cooper Basin.

Gas sales were up $2.1 million over 2007. This was essentially due to a 5% increase in the average price per MCF of A$3.39 in 2008 from A$3.24 in 2007 offset by a 5% decrease in sales volume to 5.707 bcf in 2008 from 5.988 bcf in 2007.

Total costs and expenses increased $6.7 million over 2007 to $37.6 million.

Production costs increased $1.9 million to $8.9 million in 2008. This was primarily due to expenditures in the Nockatunga project related to increase production and an increase in field equipment repairs in the Mereenie project.

Exploration and dry hole costs decreased approximately $2.2 million to $3.3 million in 2008. The primary reason for the decrease in 2008 was the decreased drilling costs related to the Cooper Basin drilling program.

Depletion, depreciation and amortization increased $7.3 million to $18.0 million in 2008. This increase was mostly due to depletion of the higher book value of MPAL’s oil and gas properties acquired during fiscal 2006, increased depletion in the Nockatunga project due to increased production and capitalized costs and increased depreciation on revised asset retirement obligations offset by lower depletion in the Mereenie, Palm Valley and Cooper Basin projects due to lower depletable costs.

For the year ended June 30, 2008, depletion expense of $18.0 million includes a $2.8 million correction to depletion expense reported on Form 4D for the six months ended December 31, 2007.

Auditing, accounting and legal expenses increased $474,000 in 2008 primarily because of increased legal fees incurred in connection with the ATO audit (see Item 12) and required filings with the Australian Stock Exchange.

Accretion expense increased $198,000 to $716,000 in 2008. This was due mostly to accretion of restoration provisions recorded in 2007 relating to new wells drilled in the Nockatunga project.

A non-cash impairment loss of $1.9 million was recorded in 2007 relating to the decreased value of the Kiana field in the Cooper Basin ($984,000) and the decreased value of exploration permits and licenses include in oil and gas properties ($892,000). The net book value of the Kiana oil and gas property was written down to its future estimated discounted cash flow. No impairment losses were recorded in fiscal 2008.

Other administrative expenses increased $892,000 to $3.6 million in 2008. This was due mostly to increased consulting costs related to the ATO audit and settlement, an increase due to the issuance of directors' stock options, and increased consulting fees relating to research and development in the United Kingdom.

Further details are provided in the Preliminary Final Report to the Australian Stock Exchange, a copy of which is attached.

For further information, please contact Daniel Samela at (860) 293-2006.

MAGELLAN PETROLEUM CORPORATION
ARBN 117 452 454

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Rules 4.3A

Appendix 4E

Preliminary Final Report

Name of entity

MAGELLAN PETROLEUM CORPORATION

ABN	Financial Year Ended ('Current Period')
1. 117 452 454	**30 June 2008**

2. Results for Announcement to the Market

				$US'000
2.1 Revenues from Ordinary Activities	up	33%	to	40,895
2.2 Profit from Ordinary Activities after Income Tax attributable to Members	down	1438%	to	(5,980)
2.3 Net Profit for the period attributable to Members	down	1438%	to	(5,980)

2.4 Dividends (distributions)	Amount per security	Franked amount per security
Final dividend	N/A	N/A
Interim dividend	N/A	N/A

2.5 Record date for determining entitlements to the dividend, (in the case of a trust, distribution) N/A

2.6 Brief explanation of any of the figures in 'For Announcement to the Market' section necessary to enable the figures to be understood:

3. Consolidated Statement of Financial Performance for the Financial Year Ended 30 June

	2008 Unaudited	2007
Revenues:		
Oil sales	$19,786,175	$11,922,574
Gas sales	18,523,095	16,396,334
Other production related revenues	2,585,540	2,356,317
Total revenues	40,894,810	30,675,225
Costs and expenses:		
Production costs	8,865,663	6,965,641
Exploratory and dry hole costs	3,318,810	5,520,460
Salaries and employee benefits	1,605,341	1,549,277
Depletion, depreciation and amortization	18,021,236	10,693,415
Auditing, accounting and legal services	1,102,115	628,114
Accretion expense	716,130	517,856
Shareholder communications	392,880	459,298
Loss on settlement of asset retirement obligation	—	—
Gain on sale of field equipment	(35,235)	(10,346)
Impairment loss	—	1,876,171
Other administrative expenses	3,591,856	2,699,733
Total costs and expenses	37,578,796	30,899,619
Operating income	3,316,014	(224,394)
Interest income	2,122,642	1,669,798
Income before income taxes and minority interests	5,438,656	1,445,404
Income tax expense	14,330,301	998,565
Net (loss) income	$ (8,891,645)	$ 446,839
Average number of shares:		
Basic	41,500,325	41,500,325
Diluted	41,500,325	41,500,325
Per share (basic and diluted) Net(loss) income	$ (.21)	$ .01

Notes to the financial statements will be contained in Item 8 of the Company’s Form 10-K for the fiscal year ended June 30, 2008.

4. Consolidated Statement of Financial Position as at 30 June

	June 30, 2008 Unaudited	2007
ASSETS		
Current assets:		
Cash and cash equivalents	$ 34,615,228	$ 28,470,448
Accounts receivable — Trade	8,357,839	5,044,258
Accounts receivable — Working Interest Partners	112,330	—
Marketable securities	1,708,222	2,974,280
Inventories	1,260,189	702,356
Other assets	404,160	378,808
Total current assets	46,457,968	37,570,150
Deferred income taxes	6,368,665	2,300,830
Marketable securities	—	1,403,987
Property and equipment, net:		
Oil and gas properties (successful efforts method)	138,556,513	120,734,449
Land, buildings and equipment	3,346,368	2,846,433
Field equipment	1,040,281	912,396
	142,943,162	124,493,278
Less accumulated depletion, depreciation and amortization	(114,495,875)	(84,172,522)
Net property and equipment	28,447,287	40,320,756
Goodwill	4,020,706	4,020,706
Total assets	$ 85,294,626	$ 85,616,429
LIABILITIES, MINORITY INTERESTS AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 2,929,445	$ 5,313,653
Accounts payable-working interest partners	—	222,883
Accrued liabilities	1,891,194	1,382,320
Income taxes payable	3,857,766	1,647,137
Total current liabilities	8,678,405	8,565,993
Long term liabilities:		
Deferred income taxes	2,507,712	3,518,990
Other long term liabilities	48,998	100,578
Asset retirement obligations	11,596,084	9,456,088
Total long term liabilities	14,152,794	13,075,65
Commitments	—	—
Stockholders' equity:		
Common stock, par value $.01 per share:		
Authorized 200,000,000 shares Outstanding 41,500,325 and 41,500,138	415,001	415,001
Capital in excess of par value	73,216,143	73,153,002
Total capital	73,631,144	73,568,003
Accumulated deficit	(22,857,494)	(13,965,849)
Accumulated other comprehensive loss	11,689,777	4,372,626
Total stockholders' equity	62,463,427	63,974,780
Total liabilities, minority interests and stockholders' equity	$ 85,294,626	$ 85,616,429

Notes to the financial statements will be contained in Item 8 of the Company's Form 10-K for the fiscal year ended June 30, 2008.

5. Consolidated Statement of Cash Flows for the Financial Year Ended 30 June

	2008 Unaudited	2007
Operating Activities:		
Net (loss) income	$ (8,891,645)	$ 446,839
Adjustments to reconcile net income to net cash provided by operating activities:		
Gain from sale of field equipment	(35,235)	(10,346)
Depletion, depreciation and amortization	18,021,236	10,693,415
Accretion expense	716,130	517,856
Deferred income taxes	(4,541,695)	(1,818,631)
Director's options expense	63,141	7,425
Minority interests	—	—
Exploration and dry hole costs	3,227,200	4,871,865
Loss on settlement of asset retirement obligation	—	—
Impairment loss	—	1,876,171
Increase (decrease) in operating assets and liabilities:		
Accounts receivable	(2,502,817)	472,763
Other assets	(25,352)	(61,312)
Inventories	(420,294)	143,951
Accounts payable and accrued liabilities	(3,320,459)	2,474,106
Income taxes payable	1,657,908	1,659,711
Net cash provided by operating activities	3,948,118	21,273,813
Investing Activities:		
Additions to property and equipment	(1,365,329)	(9,231,029)
Proceeds from sale of field equipment	35,235	10,346
Oil and gas exploration activities	(3,227,200)	(4,871,865)
Acquisition of minority interest in MPAL	—	(88,432)
Marketable securities matured	4,435,820	1,855,609
Marketable securities purchased	(1,765,775)	(5,694,201)
Net cash used in investing activities	(1,887,249)	(18,019,572)
Financing Activities:		
Dividends to MPAL minority shareholders	—	—
Net cash used in financing activities	—	—
Effect of exchange rate changes on cash and cash equivalents	4,083,911	3,333,325
Net increase in cash and cash equivalents	6,144,780	6,587,566
Cash and cash equivalents at beginning of year	28,470,448	21,882,882
Cash and cash equivalents at end of year	$34,615,228	$ 28,470,448
Income taxes	13,072,505	1,427,327
Interest	3,893,014	—
Supplemental Schedule of Noncash Investing and Financing Activities:		
Revision to estimate of asset retirement obligations	43,482	(54,765)
Asset retirement obligation liabilities incurred	—	718,048
Accounts payable related to property and equipment	1,993,964	1,417,051

The allocation of the purchase price to the assets acquired in the purchase of remaining minority interest in MPAL in 2006 was finalized in the fourth quarter of fiscal 2007. This resulted in a decrease in the amount of goodwill by $1,626,041 which was reallocated to oil and gas properties ($4,642,233) offset by an increase to deferred tax liabilities ($3,016,192). In fiscal year 2006, the Company purchased the remaining minority shares of MPAL for $32,155,498 which included cash consideration of $1,563,507, transaction costs of $1,990,410 and stock consideration of $28,601,581. Costs of registering securities in the amount of $76,457 were treated as a reduction to additional paid in capital (see Note 2 to the Consolidated Financial Statements).

Fair value of assets acquired	$41,085,190
Consideration paid for capital stock	32,243,893
Liabilities assumed	8,841,297

Notes to the financial statements will be contained in Item 8 of the Company's Form 10-K for the fiscal year ended June 30, 2008.

6. Dividends

No dividends paid

7. Details of Dividend or Distribution Reinvestment Scheme

N/A

8. Consolidated Accumulated Deficit

June 30, 2007	$(13,965,849)
Net loss	(8,891,645)
June 30, 2008	$(22,857,494)

9. Net Tangible Assets per Security

Not required

10. Control Gained over Entities having Material Effect

N/A

Loss of Control of Entities having Material Effect

N/A

11. Details of Associate and Joint Venture Entities

N/A

12. Other Significant Information

Restatement of Depletion Expense

For the year ended June 30, 2008, depletion expense of $18.0 million includes a $2.8 million correction to depletion expense reported on Form 4D for the six months ended December 31, 2007.

Australian Taxation Office Settlement

As previously disclosed, the Australian Taxation Office (“ATO”) conducted an audit of the Australian income tax returns of MPAL and its wholly owned subsidiaries for the years 1997- 2005. The ATO audit focused on certain income tax deductions claimed by Paroo Petroleum Pty. Ltd. (“PPPL”), a wholly-owned subsidiary of MPAL related to the write-off of outstanding loans made by PPPL to other entities within the MPAL group of companies. As a result of this audit, the ATO in August 2007 issued “position papers” which set forth its opinions that these previous deductions should be disallowed, resulting in additional income taxes being payable by MPAL and its subsidiaries. In the position papers, the ATO sets out its legal basis for its conclusions. The ATO indicated in its position papers that the increase in taxes arising from its proposed positions would be (Aus) $13,392,460 plus possible interest and penalties, which could have exceeded the amount of the increased taxes asserted by the ATO.

In a comprehensive audit conducted by the ATO in the period 1992-94, the ATO concluded that PPPL was carrying on business as a money lender and accordingly, should, for taxation purposes, account for its interest income on an accrual basis rather than a cash basis. MPAL accepted this conclusion and from that point has been determining its annual Australian taxation liability on this basis (including claiming deductions for bad debts as a money lender).

Recently, the ATO has taken a more aggressive approach with respect to its views regarding income tax deductions attributable to in-house finance companies. Since this change in approach, the ATO has commenced audits of a number of companies involving, among other issues, the appropriate treatment of bad debt deductions taken by in-house finance companies. Magellan understands that, at this time, while there have been negotiated settlements in relation to some of these audits, none of them has reached final resolution in court.

Based upon the advice of Australian tax counsel, the Company and the ATO held settlement discussions concerning this matter during the quarter ended December 31, 2007. In order to avoid a protracted and costly legal battle with the ATO, diversion of company management and resources away from Company business and the possibility of significantly higher payments with a loss in court, the Company decided to settle this matter. On December 19, 2007, MPAL reached a non-binding agreement in principle to settle this dispute for an aggregate settlement payment by MPAL to the ATO of (Aus) $14,641,994. The aggregate settlement payment was comprised of (Aus) $10,340,796 in amended taxes and (Aus) $4,301,198 of interest on the amended taxes. No penalties were to be assessed as part of the terms of the settlement. The agreement in principle to settle the dispute was conditioned upon MPAL and the ATO agreeing on formal terms of settlement in a binding agreement (the Deed of Settlement) which the parties agreed to negotiate and sign promptly. As further agreed by the parties, the ATO issued assessments for the agreed upon amended tax liabilities in January, 2008. Under the final terms of the Deed of Settlement signed by the parties on February 7, 2008, MPAL agreed not to object to or appeal the ATO's amended assessments. The Deed of Settlement with the ATO constitutes a complete release and extinguishment of the tax liabilities of MPAL and its subsidiaries with respect to the amended assessments and the prior bad debt deductions.

Both the amended taxes and interest in the amount of (US) $13,252,469 has been recorded as part of the income tax provision ($.31 per share).

13. Accounting Standards for Foreign Entities

US Generally Accepted Accounting Principles

14. Commentary on Results for the Period

See attached Media Release.

15. Impact of Adopting Australian Equivalents to IFRS

N/A

16. Audited Accounts

This Report is based on accounts which are in the process of being audited.

17. Likely Dispute or Qualification

N/A

Date: August 29, 2008

By: /s/ Daniel J. Samela

Daniel J. Samela
President, Chief Executive Officer and
Chief Accounting and Financial Officer