

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 12, 2020



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 12, 2020, Tellurian Inc. (the “Company”) will deliver an investor presentation at the 2020 Citi One-on-One Midstream/Energy Infrastructure Conference. The Company will post the corporate presentation to its website, www.tellurianinc.com. A copy of the presentation is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The information in this Current Report on Form 8-K, 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 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
<u>99.1</u>	<u>Tellurian Inc. Investor Presentation dated August 12, 2020</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 12, 2020



Citi Midstream/Energy
Infrastructure Conference 2020

August 12, 2020



Cautionary statements

Forward-looking statements

The information in this presentation includes "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements other than statements of historical fact are forward-looking statements. The words "anticipate," "assume," "believe," "budget," "estimate," "expect," "forecast," "initial," "intend," "may," "model," "plan," "potential," "project," "should," "will," "would," and similar expressions are intended to identify forward-looking statements. The forward-looking statements in this presentation relate to, among other things, future contracts and contract terms, expected partners and customers, the parties' ability to complete contemplated transactions (including, where applicable, to enter into definitive agreements related to those transactions), margins, returns and payback periods, future cash flows, production, delivery of LNG, liquefaction and regasification capacity additions, infrastructure growth, equity values, future costs, prices, financial results, liquidity and financing, including project financing, reaching FID, future demand and supply affecting LNG and general energy markets and other aspects of our business and our prospects and those of other industry participants.

Our forward-looking statements are based on assumptions and analyses made by us in light of our experience and our perception of historical trends, current conditions, expected future developments, and other factors that we believe are appropriate under the circumstances. These statements are subject to numerous known and unknown risks and uncertainties which may cause actual results to be materially different from any future results or performance expressed or implied by the forward-looking statements. These risks and uncertainties include those described in the "Risk Factors" section of our Annual Report on Form 10-K for the fiscal year ended December 31, 2019, and our other filings with the Securities and Exchange Commission, which are incorporated by reference in this presentation. Many of the forward-looking statements in this presentation relate to events or developments anticipated to occur numerous years in the future, which increases the likelihood that actual results will differ materially from those indicated in such forward-looking statements.

Projected future cash flows as set forth herein may differ from cash flows determined in accordance with GAAP.

We may not be able to complete the anticipated transactions described in the presentation. FID is subject to the completion of financing arrangements that may not be completed within the time frame expected or at all. Achieving FID will require substantial amounts of financing in addition to that contemplated by the agreements between Tellurian and each of Total and Petronet LNG discussed in this presentation, and Tellurian believes that it may enter into discussions with potential sources of such financing and Total and Petronet LNG in order to achieve commercial terms acceptable to all parties. Accordingly, each of the final agreements may have terms that differ significantly from those described in the presentation. The differences may significantly affect the projected financial information included in this presentation.

The financial information included on slides 3, 5, 6, 7, 15, 18, 19, and 21 is meant for illustrative purposes only and does not purport to show estimates of actual future financial performance. The information on those slides assumes the completion of certain acquisition, financing and other transactions. Such transactions may not be completed on the assumed terms or at all. Actual commodity prices may vary materially from the commodity prices assumed for the purposes of the illustrative financial performance information.

The forward-looking statements made in or in connection with this presentation speak only as of the date hereof. Although we may from time to time voluntarily update our prior forward-looking statements, we disclaim any commitment to do so except as required by securities laws.

Tellurian value proposition (Nasdaq: TELL)

Developing a global natural gas business around Driftwood LNG ("DWLNG")

Our business

- Driftwood LNG: a 27.6 mtpa LNG export terminal in Louisiana⁽¹⁾
- Pioneering management team that has built ~18% of global LNG capacity
- Premier global LNG partners: TOTAL, Bechtel, Baker Hughes and Chart Industries
- Deliver cleaner air, reduce carbon emissions & slow the pace of climate change

Tellurian investment case

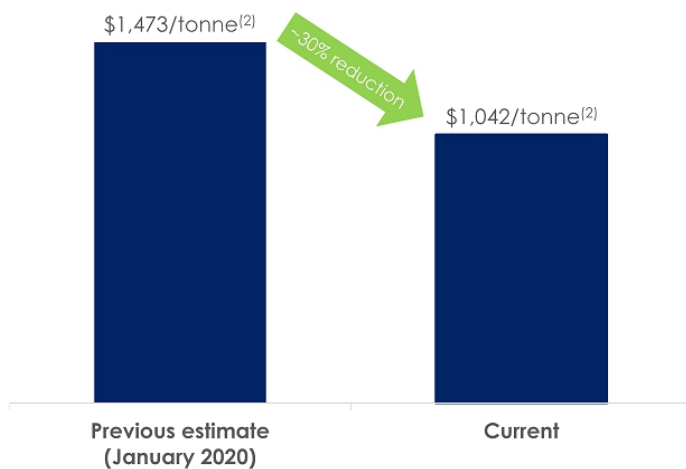
- ~\$2 bn of FCF at full operations of Driftwood LNG⁽²⁾
- ~\$5-\$7 annual cash flow per share to TELL shareholders⁽²⁾
- Implied equity value of ~\$14-\$19/share at FID⁽³⁾

Notes: (1) EPC guaranteed capacity of 24.1 mtpa; nameplate capacity of 27.6 mtpa.
(2) See assumptions discussed in notes 1 and 3 on slide 15.
(3) NPV of \$5-\$7 cash flow per share at commercial operations in 2026 discounted at 15% for the 40-year life of the plant and assuming no terminal value.

Driftwood LNG update

DWLNG update: ~30% cost reduction in Phase I

Driftwood model – Phase 1 capital costs⁽¹⁾ (14.4 mtpa EPC guaranteed capacity)



Notes: [1] Includes upstream, Driftwood pipeline, liquefaction and owner's costs. Excludes financing costs.
[2] Based on Phase I EPC guaranteed capacity of 14.4 mtpa (Phase I nameplate capacity of 16.6 mtpa).

Key Business Model Benefits

- Phase 1: ~\$1,000/tonne including upstream, pipeline and liquefaction
- <\$3.50/mmBtu projected LNG FOB U.S. Gulf Coast
- Inviting partners on a cost-plus basis: only project globally with this pricing structure
- Achieved optimization in Driftwood Pipeline, owner's costs
- Deferred PGAP/HGAP pipelines

Driftwood LNG and pipeline capital for Phase I

\$ in billions, unless otherwise noted

Uses (\$ bn)		Sources (\$ bn)	
■ Driftwood LNG terminal	\$10.6	■ Driftwood partner equity	\$6.0
■ Owner's cost ⁽¹⁾	1.8	■ Tellurian pre-FID work contribution	0.6
■ DWPL, upstream & other ⁽²⁾	2.6	■ Cash flow from cargo ramp-up	0.5
Cost/tonne (\$/tonne)⁽³⁾	\$1,042	■ Debt	9.8
■ Financing costs and interest	1.8		
Total Uses	\$16.8	Total Sources	\$16.8

At ~\$1,000/tonne, Driftwood is among the lowest-cost global LNG projects

Notes: (1) Owner's cost for Driftwood LNG terminal construction.
 (2) Other includes pre-FID development costs and G&A during construction.
 (3) Based on Phase I EPC guaranteed capacity of 14.4 mtpa (Phase I nameplate capacity of 16.6 mtpa).

Driftwood expects to deliver LNG FOB at <\$3.50/mmBtu

Integrated operations deliver lower costs



Notes: (1) Includes operating expenses for Driftwood LNG plant and Driftwood pipeline and G&A.
(2) For phase one: ~\$9.8 billion of project finance debt amortized over 20-year period.

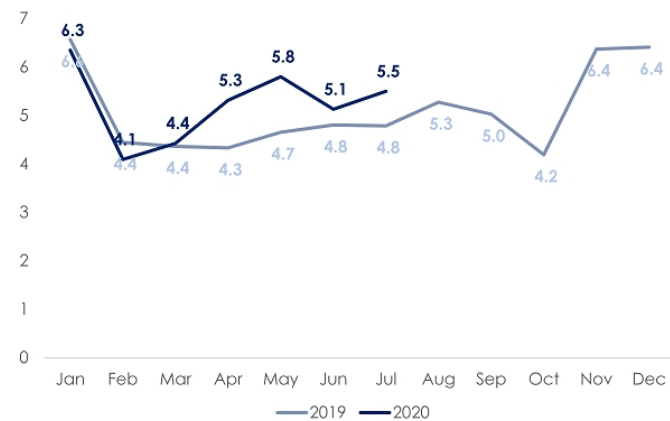
LNG macro update

China and India LNG demand resilient

China and India LNG imports up ~8% and ~21%, respectively, through July YoY

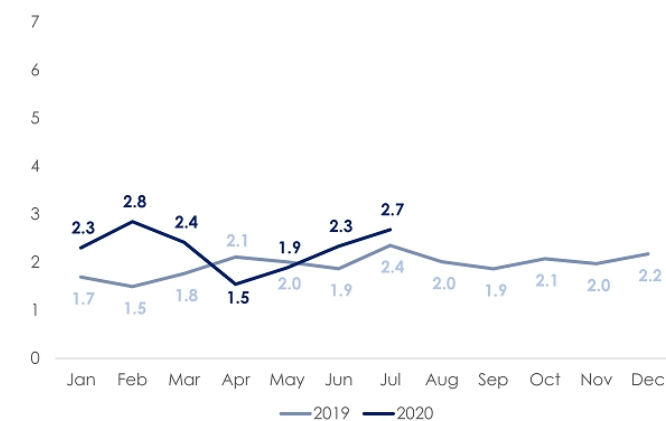
Chinese LNG imports

million tonnes/month



Indian LNG imports

million tonnes/month



Source: IHS Markit.

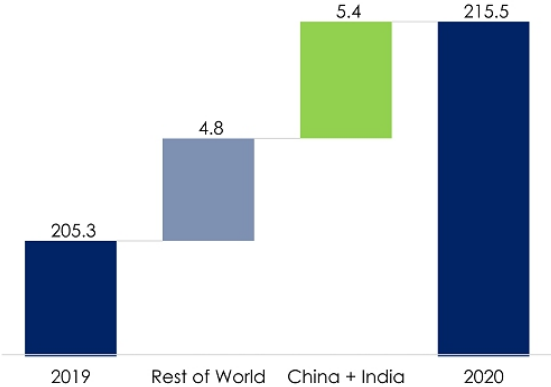
Emerging Asian markets are demand pull

53% of 2020 LNG demand growth from China + India

Over half of new import capacity is in China + India

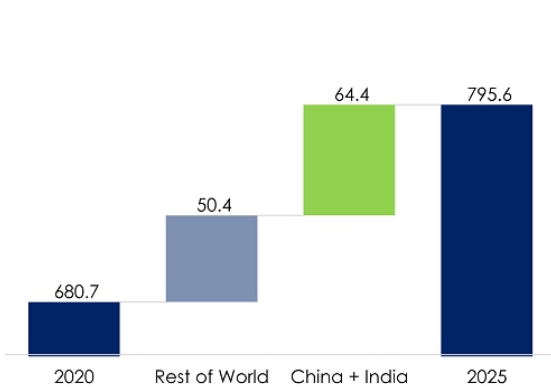
2020 LNG trade through July

million tonnes



Regasification capacity additions

million tonnes

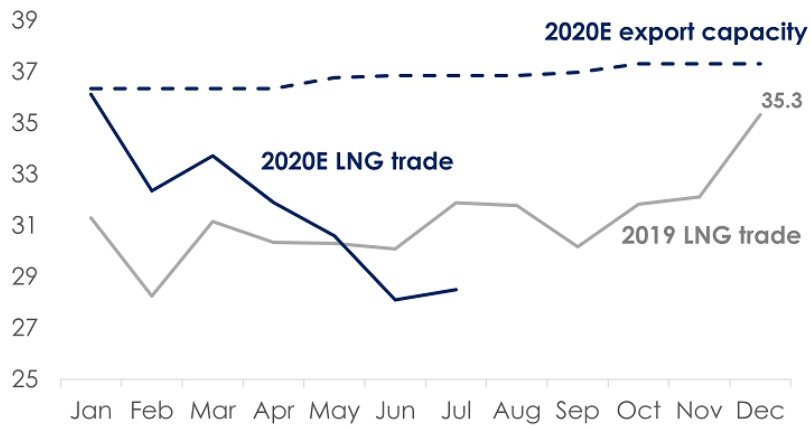


Source: IHS CERA.
Note: Includes existing and under construction regasification projects, including unutilized U.S. projects.

LNG market recovering from June bottom

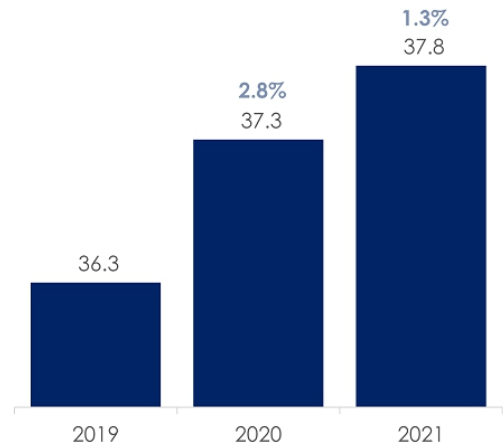
Monthly global LNG trade and capacity

million tonnes/month



LNG production capacity at year end

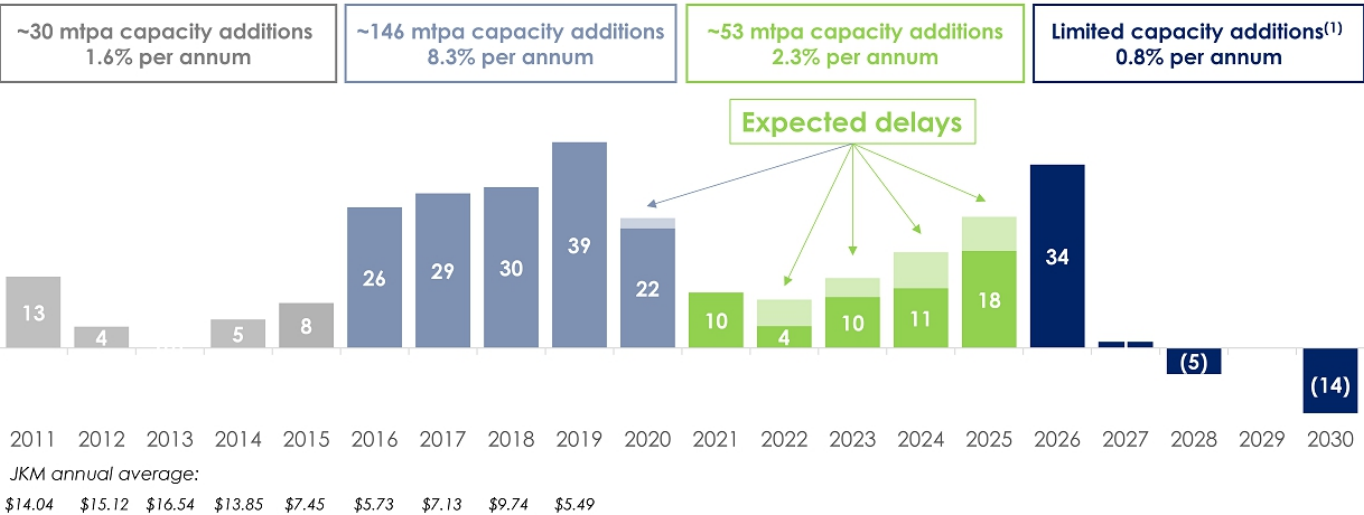
Expected % increase over prior year end
million tonnes/month production capacity



Sources: IHS CERA, Tellurian analysis.

Entering 5-year starvation; expect rising price

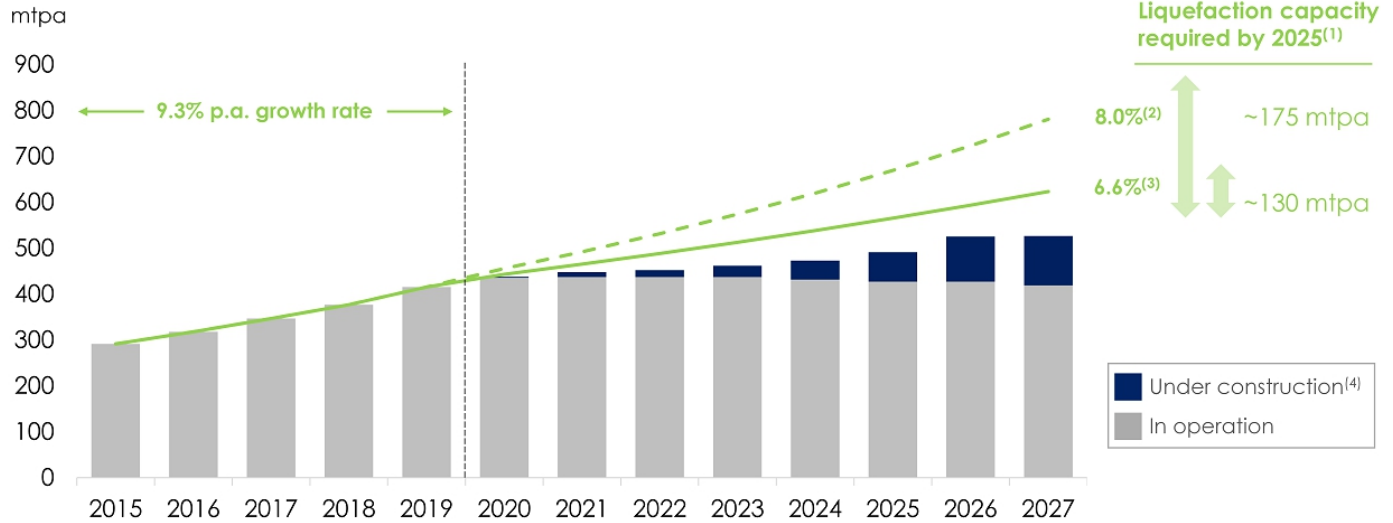
Global liquefaction capacity additions (mtpa)



Sources: Wood Mackenzie, Tellurian analysis.
 Note: (1) Capacity additions for projects that have reached FID only.

>100 mtpa additional construction needed

Recent demand growth rates imply the world will have LNG capacity constraints by 2021



Sources: Wood Mackenzie, Tellurian Research.

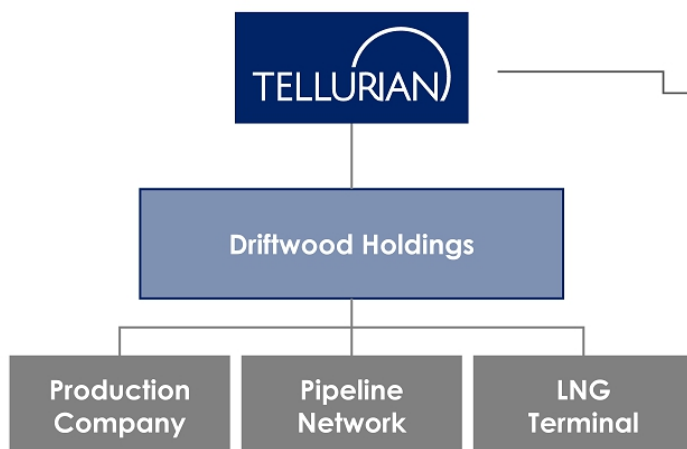
Notes:
 [1] Assumes 86.5% utilization rate.
 [2] Assumes 8.0% annual demand growth rate from 2020-2025.
 [3] Assumes 6.6% annual demand growth rate from 2020-2025.

[4] Assumes 112 mtpa of projects under construction coming online by 2025, including Portovaya, Petronas FLNG 2, Coral FLNG, Petronas FLNG 2, Tortue LNG, LNG Canada, Calcasieu Pass, Mozambique LNG, Golden Pass LNG, Arctic LNG 2 and NING 17.

Driftwood LNG overview

Positioned to deliver \$5-7/sh of cash flow ⁽¹⁾

Tellurian ownership structure⁽²⁾



Illustrative cash flow calculation to Tellurian

$$\begin{aligned}
 & \sim \mathbf{13.6} \text{ mtpa} \\
 & \times \quad \mathbf{52} \text{ mmBtu conversion} \\
 & \times \quad \mathbf{\$3.50} \text{ margin} \\
 \hline
 & = \quad \mathbf{\$2.5} \text{ billion annual cash flow}^{(3)}
 \end{aligned}$$







Notes: (1) Annual cash flow per share based on the following assumptions, among others: (a) projected \$2.5 billion annual cash flow to Tellurian at the midpoint of the range, (b) less estimated interest expense of ~\$200 million related to Tellurian Marketing's acquisition of 2 mtpa of capacity at Driftwood Holdings funded by \$1 billion in convertible debt with terms of 1.1% paid-in-kind ("PIK") interest during construction and 11% cash interest after construction, (c) ~383 million shares outstanding after issuance of ~20 million shares pursuant to Total common stock purchase agreement dated April 3, 2019, conversion of ~6.1 million shares of existing convertible

preferred stock issued to Bechtel and conversion of outstanding stock options and warrants for ~35 million shares, and (d) total Driftwood LNG production at nameplate capacity of 27.6 mtpa.

(2) Pro forma construction ownership, including \$7 billion investment from equity partners and final investment decision on five plants.

(3) Before estimated ~\$200 million interest expense related to \$1 billion convertible debt financing.

Driftwood LNG's ideal site for exports

-  Access to pipeline infrastructure
-  Access to power and water
-  Support from local communities
-  Site size over 1,000 acres
-  Insulation from surge, wind and local populations
-  Berth over 45' depth with access to high seas

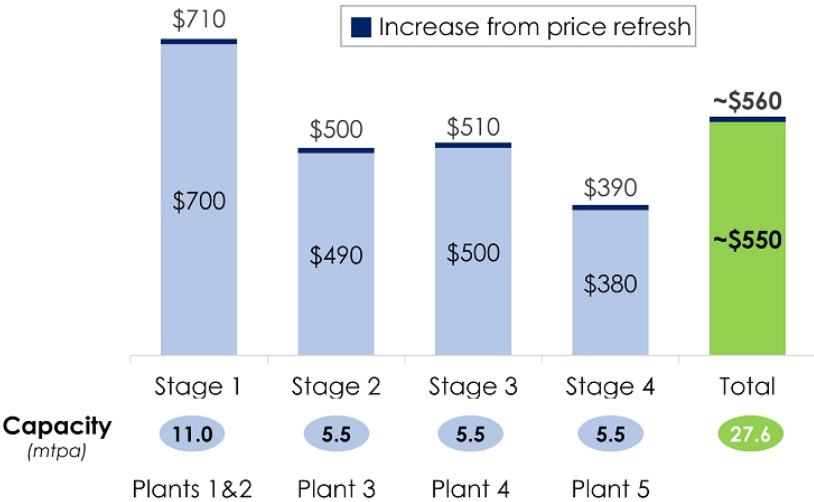


- ✓ Fully permitted
- ✓ 30% engineering complete
- ✓ EPC contract signed
- ✓ Shovel ready project

Bechtel LSTK secures project execution



Driftwood EPC contract costs (\$ per tonne)



- Leading LNG EPC contractor
 - 44 LNG trains delivered to 18 customers in 9 countries
 - ~30% of global LNG liquefaction capacity (>125 mtpa)
- Tellurian and Bechtel relationship
 - 16 trains⁽¹⁾ delivered with Tellurian's executive team
 - Invested \$50 million in Tellurian Inc.
- Price refresh in April 2019 resulted in ~2% increase after ~24 months

Sources: Tellurian-Bechtel agreements; Bechtel website.
 Note: (1) Includes all trains from Sabine Pass LNG, Corpus Christi LNG, Atlantic LNG, QCLNG and ELNG.

Value to Tellurian Inc.

Every \$1.00 reduction in gas costs or increase in LNG price adds \$1.85/share in cash flow in 5-plant case

USGC netback (\$/mmBtu)	Base case	Margin (\$/mmBtu)	3 Plants	5 Plants
	Cost of LNG ⁽¹⁾ (\$/mmBtu)		Cash flows ⁽²⁾⁽³⁾⁽⁴⁾ \$ millions (\$ per share)	
Tellurian capacity based on 27.6 mtpa production profile			6.6 mtpa	13.6 mtpa
\$5.00	\$3.50	\$1.50	\$340 (\$0.89)	\$880 (\$2.30)
\$7.00	\$3.50	\$3.50	\$1,030 (\$2.69)	\$2,300 (\$6.00)
\$9.00	\$3.50	\$5.50	\$1,710 (\$4.46)	\$3,710 (\$9.68)
\$11.00	\$3.50	\$7.50	\$2,400 (\$6.26)	\$5,130 (\$13.38)

Notes:

- (1) \$3.50/mmBtu cost of LNG FOB Gulf Coast assumes \$2.00/mmBtu cost of gas at Diffwood LNG terminal.
 (2) Annual cash flow equals the margin multiplied by 52 mmBtu per tonne; does not reflect potential impact of management fees paid to Tellurian nor G&A.
 (3) Annual cash flow per share based on ~383 million shares outstanding after issuance of ~20 million shares pursuant to Total common stock purchase agreement dated April 3, 2019, conversion of ~6.1 million shares of existing convertible preferred stock issued to Bechtel

- and conversion of outstanding stock options and warrants for ~35 million shares.
 (4) Assumes Tellurian Marketing acquires 2 mtpa of capacity at Diffwood Holdings, financed by \$1 billion in convertible debt funding with 11% paid-in-kind ("PIK") interest during construction and 11% cash interest after construction.

Returns to Driftwood Holdings' partners

	U.S. Gulf Coast netback price (\$/mmBtu)			
	\$5.00	\$7.00	\$9.00	\$11.00
Driftwood LNG, FOB U.S. Gulf Coast <i>(\$/mmBtu)</i>	\$(3.50)	\$(3.50)	\$(3.50)	\$(3.50)
Margin <i>(\$/mmBtu)</i>	\$1.50	\$3.50	\$5.50	\$7.50
Annual partner cash flow⁽¹⁾ <i>(\$ millions per tonne)</i>	\$80	\$180	\$285	\$390
Cash on cash return⁽²⁾	16%	36%	57%	78%
Payback⁽³⁾ <i>(years)</i>	6	3	2	1

Notes: (1) Annual partner cash flow equals the margin multiplied by 52 mmBtu per tonne.
(2) Based on 1 mtpa of capacity in Driftwood Holdings; all estimates before federal income tax; does not reflect potential impact of management fees paid to Tellurian.
(3) Payback period based on full production.

On path to deliver LNG from Driftwood



Complete

Value creation catalysts

- LNG market recovery from COVID-19 with JKM approaching \$5/mmBtu
- Marketing of new commercial terms
- Announce commercial agreements
- Secure project financing
- Final investment decision (Phase I)

Key investment highlights

- ✓ Driftwood LNG is shovel ready, all permits secured
- ✓ Engineering ~30% complete, >\$150 mm invested in EPC
- ✓ Phase 1 low-cost capital ~\$1,000/tonne
- ✓ LNG delivered FOB U.S. Gulf Coast <\$3.50/mmBtu to maximize margins in growing LNG market
- ✓ Premier management team with performance track record

Contact us

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Social media

 @TellurianLNG

 YouTube



Appendix

Tellurian commercial progress

Total Driftwood equity investment and SPA

- On July 10, 2019, Total agreed to make a \$500 million equity investment in Driftwood project and to purchase 1 mtpa of LNG
- Total also agreed to purchase 1.5 mtpa of LNG from Tellurian Marketing's LNG offtake volumes from the Driftwood LNG export terminal
 - FOB, minimum term of 15 years
 - Price based on Platts Japan Korea Marker ("JKM")

Common stock purchase agreement with Total

- Total to purchase ~20 million additional shares in Tellurian for \$200 million upon⁽¹⁾:
 - Final investment decision ("FID")
 - Tellurian's purchase of 7.2% of Driftwood equity

Tellurian Marketing investment in Driftwood

- Tellurian Marketing to purchase an equity interest⁽²⁾ in Driftwood project and 2 mtpa of LNG with anticipated private equity funding
 - Tellurian's LNG volumes from Driftwood project will increase to 13.6 mtpa at full development

Tellurian MOU with Petronet

- On September 21, 2019, Tellurian and Petronet LNG Limited INDIA ("Petronet LNG") signed a memorandum of understanding ("MOU") for up to five million tonnes per annum of liquefied natural gas ("LNG") through an equity investment in Driftwood

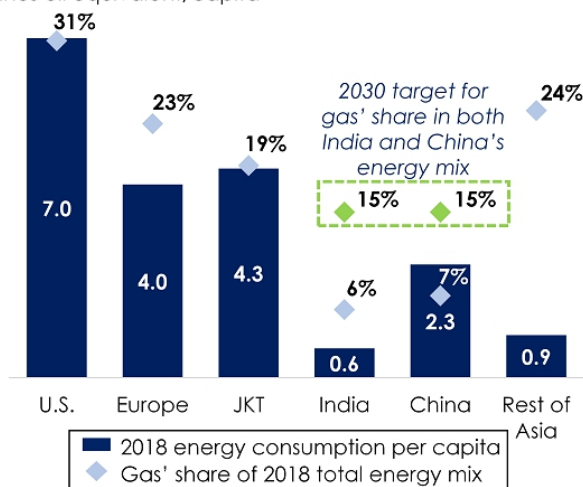
Notes: (1) Common stock purchase agreement executed with Total Delaware, Inc. at \$10.064/share.

(2) Tellurian Marketing to purchase 7.2% equity interest in Driftwood project.

Global energy needs require natural gas

The shifting landscape of energy consumption

Tonnes oil equivalent/capita



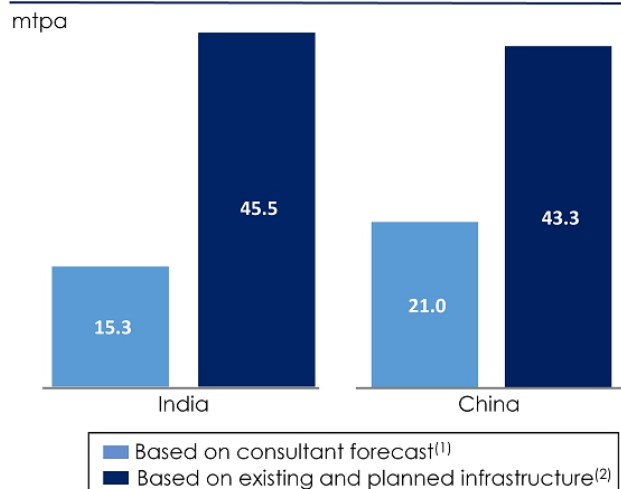
Sources: BP Statistical Review of World Energy, Tellurian Research
 Note: (1) Based on total 2018 energy demand for non-OECD countries and 0.855 mtpa LNG per 1 million tonnes oil equivalent.

Drivers of shifting landscape

- Non-OECD energy consumption growth rate was **~13x** that of OECD's over the past decade
- Despite massive energy growth, natural gas is **just 22%** of non-OECD's energy mix, while **coal's share is 36%**
 - If gas moved to just 25%, **over 200 mtpa** of LNG would be required to meet demand⁽¹⁾
- Population and economic growth to encourage further energy consumption growth in Asia
- 9 of 10** world's most polluted cities located in just two Asian countries (India & China)
- A drive towards cleaner energy sources will require both natural gas and renewables

China & India: ~90 mtpa growth potential

LNG demand growth (2019-2025)



Sources: BP Statistical Review of Energy, WoodMac, SIA, Tellurian Research.
Notes: (1) Based on WoodMac's LNG demand outlook for both India and China.
(2) Based on existing, firm and likely regas capacity in addition to downstream pipeline infrastructure projects, per project sponsors.
(3) Based on 2018 coal-fired power generation.

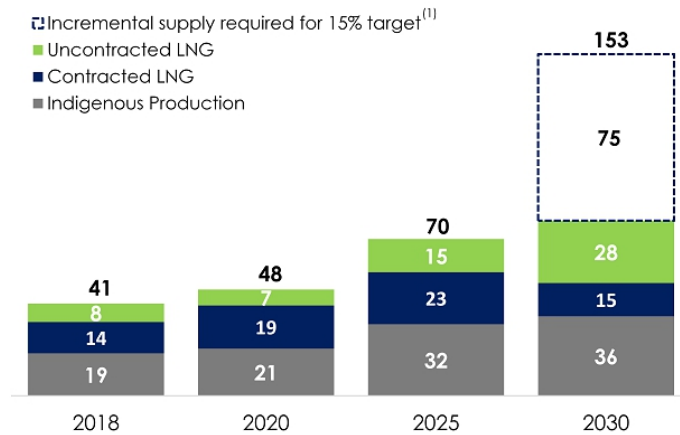
Key growth drivers

- **Infrastructure:**
 - ~2x growth in India's pipeline grid by 2025
 - ~2x growth in India's regas capacity by 2025
 - ~1.5x growth in China's pipeline grid by 2025
 - ~2x growth in China's regas capacity by 2025
- **Policy:**
 - India and China's infrastructure growth allows each to remain on track to reach their targets of 15% for gas' share in the energy mix by 2030
- **Latent demand:**
 - India and China's total latent demand for cleaner energy is equivalent to ~885 mtpa⁽³⁾

India's targets suggest even higher gas use

India natural gas demand – primary sources

mtpa



Sources: Wood Mackenzie, BP Energy Outlook 2019 Edition.
 Notes: (1) Based on BP Energy Outlook's estimate of India's total primary energy consumption and Prime Minister Narendra Modi's 15% target for natural gas' share of India's total primary energy consumption by 2030; 52.17 mtpa per tonne of LNG.
 (2) Per India Oil Minister Dharmendra Pradhan.

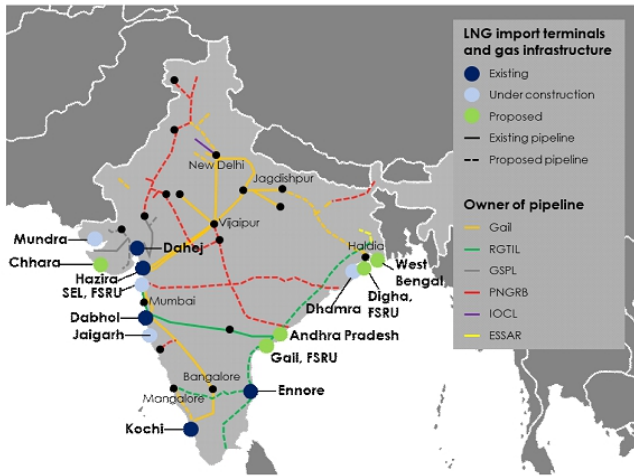
India's gas demand drivers

- Prime Minister Modi has set a target of 15% for natural gas' share of India's energy mix by 2030
- ~\$100 billion in energy infrastructure investment currently underway⁽²⁾
- Industrial use will lead gas demand growth as India seeks food security for ~1.3 billion people
 - India seeks to become a self-reliant supplier of urea, triggering a revival of closed fertilizer plants and the conversion of naphtha-based plants to gas
- India's build-out of city gas distribution networks is expected to connect an incremental ~35 million homes to the national gas grid

India is rapidly building out gas infrastructure

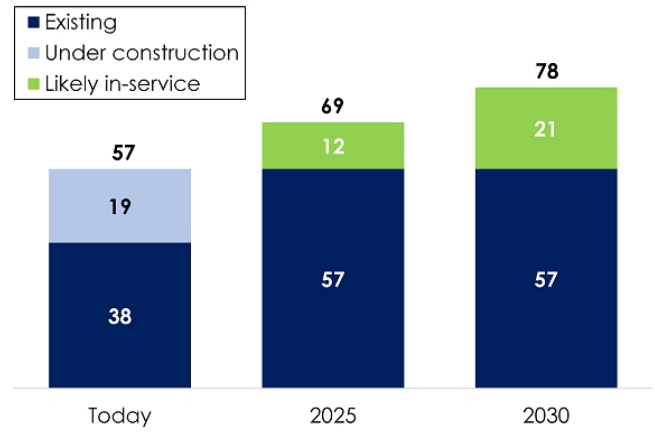
Sharp increase in LNG and gas-related infrastructure will tap into significant latent gas demand

India's emerging regas & gas transport infrastructure



India's regasification capacity buildout

mtpa



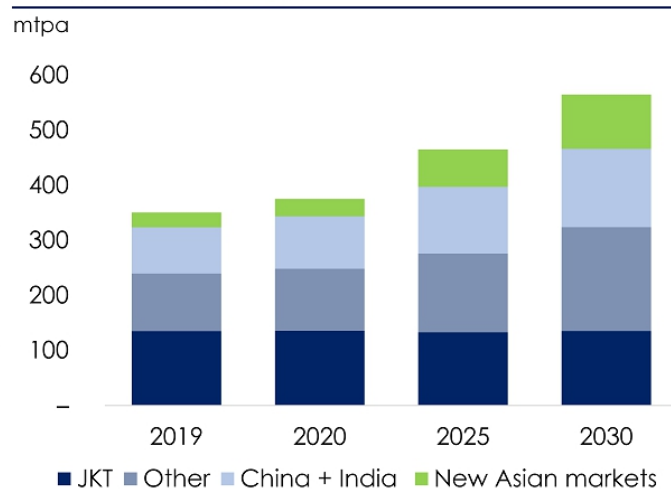
Sources: Wood Mackenzie, BP Energy Outlook 2019 Edition, Tellurian Research.

New Asian markets grow ~41 mtpa by 2025

Emerging markets could add the equivalent of another South Korean market by 2025

- Bangladesh, Malaysia, Pakistan, Thailand:
— > 32% gas market penetration, declining indigenous gas production and strong economic growth increase the call for imports
- Philippines, Taiwan, Vietnam, Indonesia:
— < 17% gas market penetration with growing gas demand for power, especially as coal and nuclear lose favor

LNG demand by region



Sources: Wood Mackenzie, FGE
Note: New Asian markets include: Indonesia, Malaysia, Pakistan, Philippines, Singapore, Sri Lanka, Thailand and Vietnam.

Environmental and social leadership

Driftwood LNG project expected to reduce lifecycle carbon emissions and support local communities



Lifecycle emission reduction

- Provide an outlet for currently flared natural gas in the U.S.
- Replace coal and oil in emerging markets to reduce carbon emissions and improve air quality
- Facilitate growth of renewables by providing energy reliability



Sustainable development

- Liquefaction facility to have near zero methane emissions
- Use the latest equipment, technology and monitoring systems to minimize emissions
- Conduct green completions in upstream operations



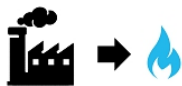
Social engagement

- Extensive community outreach and support programs
- Create 350 permanent and 6,400 construction jobs
- Fund climate change research at Columbia University

LNG's role in the energy transition

Today: Reduce carbon intensity, improve air quality

Future: Net zero carbon emissions



Facilitates coal-to-gas switching

- Increasingly cost-competitive with coal
- Reduces carbon emissions by up to 50%
- Reduces SOx, NOx and particulate matter



Supports growth of renewables

- Grid reliability
- Seasonal storage
- High-temperature heat for industry
- Winter heating for buildings



Cleaner heavy transportation fuel

- Long-haul LNG trucking in areas without electrification
- LNG-powered vessels support IMO 2020 compliance



Carbon capture, utilization and storage



Carbon offsets