

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO
FORM S-3
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

TELLURIAN INC.

(Exact name of registrant as specified in its charter)

Delaware

06-0842255

(State or other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification Number)

**1201 Louisiana Street, Suite 3100
Houston, Texas 77002
(832) 962-4000**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Vanessa Martin
Tellurian Inc.
1500 Post Oak Boulevard
Houston, TX 77056
(346) 387-4441**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Not applicable

(Approximate date of commencement of proposed sale to the public)

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box:

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

Tellurian Inc., a Delaware corporation (the “**Registrant**”), is filing with the Securities and Exchange Commission (the “**SEC**”) this post-effective amendment (this “**Post-Effective Amendment**”) to the Registration Statement on Form S-3 (File No. 333-269069), filed with the SEC on December 30, 2022 (the “**Registration Statement**”), to deregister any and all securities registered but unsold or otherwise unissued as of the date hereof under the Registration Statement.

On October 8, 2024, pursuant to the Agreement and Plan of Merger, dated July 21, 2024, by and among Woodside Energy Holdings (NA) LLC, a Delaware limited liability company (“**Parent**”), and Woodside Energy (Transitory) Inc., a Delaware corporation (“**Merger Sub**”), and the Registrant, Merger Sub merged with and into the Registrant (the “**Merger**”), with the Registrant continuing as the surviving corporation of the Merger and a wholly owned subsidiary of Parent. This Post-Effective Amendment is being filed as a result of the Merger.

The Registrant, by filing this Post-Effective Amendment, hereby terminates the effectiveness of the Registration Statement and removes from registration any and all securities registered but unsold or otherwise unissued under the Registration Statement as of the date hereof. This filing is made in accordance with an undertaking made by the Registrant in Part II of the Registration Statement to remove from registration, by means of a post-effective amendment, any securities that had been registered for issuance but remain unsold at the termination of the offering.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on October 8, 2024. No other person is required to sign this Post-Effective Amendment to the Registration Statement in reliance on Rule 478 of the Securities Act of 1933, as amended.

TELLURIAN INC.

By: /s/ Daniel Kalms

Name: Daniel Kalms

Title: President
