

TELLURIAN INC. /DE/
Form SC 13D/A
October 30, 2017

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 3)*

TELLURIAN INC.
(Name of Issuer)
Common Stock, par value \$0.01 per share

(Title of Class of Securities)

87968A104
(CUSIP Number)

Charif Souki
Daniel Belhumeur
Tellurian Inc.

1201 Louisiana Street, Suite 3100

Houston, TX 77002

(832) 962-4000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

October 27, 2017

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1 NAMES OF REPORTING PERSONS:

Charif Souki

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

(a) (b)

3 SEC USE ONLY:

4 SOURCE OF FUNDS (SEE INSTRUCTIONS):

Not applicable

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION:

United States of America

7 SOLE VOTING POWER:

NUMBER OF

SHARES

28,900,613

BENEFICIALLY

8 SHARED VOTING POWER:

OWNED BY

EACH

0

9 SOLE DISPOSITIVE POWER:

REPORTING

PERSON

28,900,613

WITH:

10 SHARED DISPOSITIVE POWER:

26,000,000*

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

54,900,613*

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

26.04%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

IN

Includes 3,000,000 shares that are pledged in connection with a margin loan facility disclosed in Item 6.

* Includes 26,000,000 shares owned by the Souki Family 2016 Trust. Charif Souki is the trustee of the Souki Family 2016 Trust and as trustee has the power to dispose of such shares, but does not have the power to vote such shares.

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1 NAMES OF REPORTING PERSONS:

Souki Family 2016 Trust

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

(a) (b)

3 SEC USE ONLY:

4 SOURCE OF FUNDS (SEE INSTRUCTIONS):

Not applicable

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION:

Colorado

7 SOLE VOTING POWER:

NUMBER OF

SHARES

0

BENEFICIALLY

8 SHARED VOTING POWER:

OWNED BY

EACH

26,000,000*

9 SOLE DISPOSITIVE POWER:

REPORTING

PERSON

0

WITH:

10 SHARED DISPOSITIVE POWER:

26,000,000*

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

26,000,000

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

12.33%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

OO

* Charif Souki is the trustee of the Souki Family 2016 Trust and as trustee has the power to dispose of such shares, but does not have the power to vote such shares. The beneficiaries of the Souki Family 2016 Trust have the power to vote the shares held by the trust by majority vote. However, the beneficiaries have executed an irrevocable special power of attorney in favor of Brooke Peterson giving him the exclusive right to vote the shares held by the Souki Family 2016 Trust.

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1 NAMES OF REPORTING PERSONS:

Brooke Peterson

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

(a) (b)

3 SEC USE ONLY:

4 SOURCE OF FUNDS (SEE INSTRUCTIONS):

Not applicable

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION:

United States of America

7 SOLE VOTING POWER:

NUMBER OF

SHARES

575,364

BENEFICIALLY

8 SHARED VOTING POWER:

OWNED BY

EACH

26,000,000*

9 SOLE DISPOSITIVE POWER:

REPORTING

PERSON

575,364

WITH:

10 SHARED DISPOSITIVE POWER:

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

26,575,364*

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

12.60%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

IN

* Includes 26,000,000 shares held by the Souki Family 2016 Trust. The beneficiaries of the Souki Family 2016 Trust have the power to vote the shares held by the trust by majority vote. However, the beneficiaries have executed an irrevocable special power of attorney in favor of Mr. Peterson giving him the exclusive right to vote the shares held by the Souki Family 2016 Trust.

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Introductory Note

This Amendment No. 3 to Schedule 13D (the Third Amended Schedule 13D) amends and supplements the Schedule 13D originally filed by Charif Souki (Mr. Souki) on February 21, 2017, as amended by Amendment No. 1 to Schedule 13D filed on behalf of Mr. Souki, the Souki Family 2016 Trust (the Trust) and Brooke Peterson (Mr. Peterson) on March 20, 2017 and Amendment No. 2 to Schedule 13D filed on behalf of Mr. Souki, the Trust and Mr. Peterson on June 9, 2017 (the Second Amended Schedule 13D). Mr. Souki is filing this Third Amended Schedule 13D to report the pledge of shares of common stock, \$0.01 par value per share (Common Stock), of Tellurian Inc., a Delaware corporation (the Issuer), held by Mr. Souki in connection with a margin loan facility extended by a bank. Except as expressly set forth herein, there have been no changes in the information set forth in the Second Amended Schedule 13D.

Item 5. Interest in Securities of the Issuer.

(a) Shares owned:

Mr. Souki:

(i) Amount beneficially owned: 54,900,613

(ii) Percent of class: 26.04%¹

The Trust:

(i) Amount beneficially owned: 26,000,000

(ii) Percent of class: 12.33%¹

Mr. Peterson:

(i) Amount beneficially owned: 26,575,364

(ii) Percent of class: 12.60%¹

(b) Number of shares as to which Mr. Souki has:

(i) Sole power to vote or direct to vote: 28,900,613

(ii) Shared power to vote or direct to vote: 0

(iii) Sole power to dispose or to direct the disposition of: 28,900,613

(iv) Shared power to dispose or to direct the disposition of: 26,000,000²

Number of shares as to which the Trust has:

¹ This percent of class figure is based on 210,859,435 shares of Common Stock outstanding as of August 18, 2017, as reported in the Issuer's prospectus supplement filed on August 22, 2017.

² Includes 26,000,000 shares owned by the Trust. Mr. Souki is the trustee of the Trust and as trustee has the power to dispose of such shares, but does not have the power to vote such shares.

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- (i) Sole power to vote or direct to vote: 0
- (ii) Shared power to vote or direct to vote: 26,000,000
- (iii) Sole power to dispose or to direct the disposition of: 0
- (iv) Shared power to dispose or to direct the disposition of: 26,000,000

Number of shares as to which Mr. Peterson has:

- (i) Sole power to vote or direct to vote: 575,364
- (ii) Shared power to vote or direct to vote: 26,000,000³
- (iii) Sole power to dispose or to direct the disposition of: 575,364
- (iv) Shared power to dispose or to direct the disposition of: 0

- (c) There have been no transactions with respect to the Common Stock that were effected during the past sixty days by any Reporting Person except for the acquisition of beneficial ownership of the shares being reported on this Third Amended Schedule 13D.
- (d) No other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares being reported on this Third Amended Schedule 13D.
- (e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to the Securities of the Issuer.

On October 27, 2017, Mr. Souki pledged 1,000,000 shares of Common Stock held by Mr. Souki and reported in Item 5 of this Third Amended Schedule 13D in connection with a margin loan facility extended by a bank pursuant to a customary margin lending program client agreement. This pledge of 1,000,000 shares of Common Stock held by Mr. Souki is in addition to the pledge of 2,000,000 shares of Common Stock held by Mr. Souki to secure the line of credit reported in Item 6 of the Second Amended Schedule 13D, which 2,000,000 shares have since been moved into the same margin account as that holding the 1,000,000 shares.

- ³ Includes 26,000,000 shares held by the Trust. The beneficiaries of the Trust have the power to vote the shares held by the Trust by majority vote. However, the beneficiaries have executed an irrevocable special power of attorney in favor of Mr. Peterson giving him the exclusive right to vote the shares held by the Trust.

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Signatures

After reasonable inquiry and to the best knowledge and belief of the undersigned, such person certifies that the information set forth in this Statement with respect to such person is true, complete and correct.

Date: October 30, 2017

Signature: /s/ Daniel Belhumeur

Name: Daniel Belhumeur under power of attorney by
Charif Souki, the Souki Family 2016 Trust and
Brooke Peterson

Title:

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