

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

**SCHEDULE 13D
(Rule 13d-101)**

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
§ 240.13d-2(a)

(Amendment No. 3)¹

Terran Orbital Corporation
(Name of Issuer)

Common Stock, par value \$0.0001 per share
(Title of Class of Securities)

88105P103
(CUSIP Number)

TASSOS RECACHINAS
SOPHIS INVESTMENTS LLC
250 Park Avenue, 7th Floor
New York, New York 10177
(212) 572-6360

ANDREW FREEDMAN, ESQ.
IAN ENGORON, ESQ.
OLSHAN FROME WOLOSKY LLP
1325 Avenue of the Americas
New York, New York 10019
(212) 451-2300
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

August 19, 2024
(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.

¹ 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*).

CUSIP No. 88105P103

1	NAME OF REPORTING PERSON Sophis Investments LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS WC, OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER - 0 -
	8	SHARED VOTING POWER 14,441,327
	9	SOLE DISPOSITIVE POWER - 0 -

	10	SHARED DISPOSITIVE POWER
		100
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	14,441,327	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	7.1%	
14	TYPE OF REPORTING PERSON	
	OO	

2

CUSIP No. 88105P103

1	NAME OF REPORTING PERSON	
	Sophis GP LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		- 0 -
	8	SHARED VOTING POWER
		100
	9	SOLE DISPOSITIVE POWER
		- 0 -
	10	SHARED DISPOSITIVE POWER
		100
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	100	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	Less than 1%	
14	TYPE OF REPORTING PERSON	
	OO	

3

CUSIP No. 88105P103

1	NAME OF REPORTING PERSON	
	Tassos Recachinas	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	AF, OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	

6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER - 0 -
	8	SHARED VOTING POWER 14,441,427
	9	SOLE DISPOSITIVE POWER - 0 -
	10	SHARED DISPOSITIVE POWER 200
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 14,441,427	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7.1%	
14	TYPE OF REPORTING PERSON IN	

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CUSIP No. 88105P103

1	NAME OF REPORTING PERSON Roark's Drift, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER - 0 -
	8	SHARED VOTING POWER 2,400,000
	9	SOLE DISPOSITIVE POWER - 0 -
	10	SHARED DISPOSITIVE POWER 2,400,000
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,400,000	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 1.2%	
14	TYPE OF REPORTING PERSON OO	

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CUSIP No. 88105P103

1	NAME OF REPORTING PERSON Joseph Roos	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER - 0 -
	8	SHARED VOTING POWER 2,400,000
	9	SOLE DISPOSITIVE POWER - 0 -
	10	SHARED DISPOSITIVE POWER 2,400,000
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,400,000	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 1.2%	
14	TYPE OF REPORTING PERSON IN	

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CUSIP No. 88105P103

1	NAME OF REPORTING PERSON Austin Williams	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER - 0 -
	8	SHARED VOTING POWER 5,205,204
	9	SOLE DISPOSITIVE POWER 5,205,204
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 5,205,204	

12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	2.5%	
14	TYPE OF REPORTING PERSON	
	IN	

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CUSIP No. 88105P103

1	NAME OF REPORTING PERSON	
	Roland Coelho	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	
	(a) <input type="checkbox"/>	(b) <input type="checkbox"/>
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	
	<input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		- 0 -
	8	SHARED VOTING POWER
		5,111,422
	9	SOLE DISPOSITIVE POWER
		5,111,422
	10	SHARED DISPOSITIVE POWER
		- 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	5,111,422	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
	<input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	2.5%	
14	TYPE OF REPORTING PERSON	
	IN	

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CUSIP No. 88105P103

1	NAME OF REPORTING PERSON	
	Jordi Puig-Suari	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	
	(a) <input type="checkbox"/>	(b) <input type="checkbox"/>
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	
	<input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	USA and Spain	
NUMBER OF SHARES	7	SOLE VOTING POWER

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		- 0 -
	8	SHARED VOTING POWER 1,724,601
	9	SOLE DISPOSITIVE POWER 1,724,601
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,724,601	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) Less than 1%	
14	TYPE OF REPORTING PERSON IN	

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CUSIP No. 88105P103

The following constitutes Amendment No. 3 to the Schedule 13D filed by the undersigned ("Amendment No. 3"). This Amendment No. 3 amends the Schedule 13D as specifically set forth herein. Capitalized terms used but not otherwise defined herein have the meanings ascribed to such terms in the Schedule 13D.

Item 5. Interest in Securities of the Issuer.

Items 5(a)-(c) are hereby amended and restated to read as follows:

The aggregate percentage of Shares reported owned by each person named herein is based upon 204,355,515 Shares outstanding, which is the total number of Shares outstanding as of August 8, 2024 as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 12, 2024.

A. Sophis Investments

- (a) As of the date hereof, Sophis Investments directly beneficially owns 100 Shares. Pursuant to the Investment Advisory Agreements (as defined in Item 6 of the Schedule 13D), Sophis Investments may be deemed to beneficially own the (i) 2,400,000 Shares owned by Roark's Drift, (ii) 5,205,204 Shares owned by Mr. Williams, (iii) 5,111,422 Shares owned by Mr. Coelho and (iv) 1,724,601 Shares owned by Mr. Puig-Suari.

Percentage: Approximately 7.1%

- (b) 1. Sole power to vote or direct vote: 0
2. Shared power to vote or direct vote: 14,441,327
3. Sole power to dispose or direct the disposition: 0
4. Shared power to dispose or direct the disposition: 100

B. Sophis GP

- (a) As of the date hereof, Sophis GP directly beneficially owns 100 Shares.

Percentage: Less than 1%

- (b) 1. Sole power to vote or direct vote: 0
2. Shared power to vote or direct vote: 100
3. Sole power to dispose or direct the disposition: 0
4. Shared power to dispose or direct the disposition: 100

C. Mr. Recachinas

- (a) Mr. Recachinas, as the managing member of each of Sophis Investments and Sophis GP, may be deemed to beneficially own the (i) 100 Shares owned by Sophis Investments, (ii) 100 Shares owned by Sophis GP, (iii) 2,400,000 Shares owned by Roark's Drift, (iv) 5,205,204 Shares owned by Mr. Williams, (v) 5,111,422 Shares owned by Mr. Coelho and (vi) 1,724,601 Shares owned by Mr. Puig-Suari.

Percentage: Approximately 7.1%

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- (b) 1. Sole power to vote or direct vote: 0
2. Shared power to vote or direct vote: 14,441,427
3. Sole power to dispose or direct the disposition: 0
4. Shared power to dispose or direct the disposition: 200

D. Roark's Drift

- (a) As of the date hereof, Roark's Drift directly beneficially owns 2,400,000 Shares.

Percentage: Approximately 1.2%

- (b) 1. Sole power to vote or direct vote: 0
- 2. Shared power to vote or direct vote: 2,400,000
- 3. Sole power to dispose or direct the disposition: 0
- 4. Shared power to dispose or direct the disposition: 2,400,000

E. Mr. Roos

- (a) Mr. Roos, as the managing member of Roark's Drift, may be deemed to beneficially own the 2,400,000 Shares owned by Roark's Drift.
Percentage: Approximately 1.2%

- (b) 1. Sole power to vote or direct vote: 0
- 2. Shared power to vote or direct vote: 2,400,000
- 3. Sole power to dispose or direct the disposition: 0
- 4. Shared power to dispose or direct the disposition: 2,400,000

F. Mr. Williams

- (a) As of the date hereof, Mr. Williams directly beneficially owns 5,205,204 Shares.
Percentage: Approximately 2.5%

- (b) 1. Sole power to vote or direct vote: 0
- 2. Shared power to vote or direct vote: 5,205,204
- 3. Sole power to dispose or direct the disposition: 5,205,204
- 4. Shared power to dispose or direct the disposition: 0

G. Mr. Coelho

- (a) As of the date hereof, Mr. Coelho directly beneficially owns 5,111,422 Shares.
Percentage: Approximately 2.5%

- (b) 1. Sole power to vote or direct vote: 0
- 2. Shared power to vote or direct vote: 5,111,422
- 3. Sole power to dispose or direct the disposition: 5,111,422
- 4. Shared power to dispose or direct the disposition: 0

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H. Mr. Puig-Suari

- (a) As of the date hereof, Mr. Puig-Suari directly beneficially owns 1,724,601 Shares.
Percentage: Less than 1%

- (b) 1. Sole power to vote or direct vote: 0
- 2. Shared power to vote or direct vote: 1,724,601
- 3. Sole power to dispose or direct the disposition: 1,724,601
- 4. Shared power to dispose or direct the disposition: 0

Each Reporting Person may be deemed to be a member of a "group" with the other Reporting Persons for the purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and such group may be deemed to beneficially own the 14,441,427 Shares owned in the aggregate by all of the Reporting Persons, constituting approximately 7.1% of the outstanding Shares. The filing of this Schedule 13D shall not be deemed an admission that the Reporting Persons are, for purposes of Section 13(d) of the Exchange Act, the beneficial owners of any securities of the Issuer he or it does not directly own. Each of the Reporting Persons specifically disclaims beneficial ownership of the securities reported herein that he or it does not directly own.

- (c) Schedule A annexed hereto lists all transactions in securities of the Issuer by the Reporting Persons during the past 60 days. All such transactions were effected in the open market unless otherwise noted therein.

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SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: September 3, 2024

SOPHIS INVESTMENTS LLC

By: /s/ Tassos D. Recachinas
Name: Tassos D. Recachinas
Title: Managing Member

SOPHIS GP LLC

By: /s/ Tassos D. Recachinas

Name: Tassos D. Recachinas
Title: Managing Member

/s/ Tassos D. Recachinas
Tassos D. Recachinas

ROARK'S DRIFT, LLC

By: /s/ Joseph M. Roos
Name: Joseph M. Roos
Title: Managing Member

/s/ Joseph M. Roos
Joseph M. Roos

/s/ Austin Williams
Austin Williams

/s/ Roland T. Coelho
Roland T. Coelho

/s/ Jordi Puig-Suari
Jordi Puig-Suari

SCHEDULE A

Transactions in the Shares During the Past 60 Days

<u>Nature of the Transaction</u>	<u>Amount of Securities Purchased/(Sold)</u>	<u>Price (\$)</u>	<u>Date of Purchase/Sale</u>
<u>ROARK'S DRIFT LLC</u>			
Sale of Common Stock	(150,000)	0.4104	08/14/2024
Sale of Common Stock	(50,000)	0.4155	08/14/2024
<u>ROLAND COELHO</u>			
Sale of Common Stock	(500,000)	0.4004	08/14/2024
Sale of Common Stock	(365)	0.4291	08/14/2024
Sale of Common Stock	(100)	0.4375	08/14/2024
<u>AUSTIN WILLIAMS</u>			
Sale of Common Stock	(50,000)	0.4015	08/14/2024
Sale of Common Stock	(50,000)	0.3992	08/14/2024
Sale of Common Stock	(5,000)	0.3990	08/14/2024
Sale of Common Stock	(2,500)	0.3930	08/14/2024
Sale of Common Stock	(2,500)	0.3855	08/14/2024
Sale of Common Stock	(2,500)	0.3909	08/14/2024
Sale of Common Stock	(2,500)	0.3915	08/14/2024
Sale of Common Stock	(500)	0.4202	08/14/2024
Sale of Common Stock	(10,000)	0.4269	08/14/2024
Sale of Common Stock	(100,000)	0.3200	08/19/2024
Sale of Common Stock	(100,000)	0.3050	08/19/2024
Sale of Common Stock	(100,000)	0.3121	08/19/2024
Sale of Common Stock	(100,000)	0.3000	08/19/2024
Sale of Common Stock	(50,000)	0.4015	08/19/2024
<u>JORDI PUIG-SUARI</u>			
Sale of Common Stock	(250,000)	0.3967	08/14/2024
Sale of Common Stock	(65,028)	0.2507	08/27/2024
Sale of Common Stock	(91,906)	0.2503	08/28/2024
Sale of Common Stock	(387,039)	0.2502	08/29/2024