
**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): May 22, 2024

CHENIERE ENERGY, INC.

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

Delaware
(State or other jurisdiction
of incorporation)

001-16383
(Commission
File Number)

95-4352386
(IRS Employer
Identification No.)

**845 Texas Avenue, Suite 1250
Houston, Texas 77002**
(Address of principal executive offices) (Zip Code)

(713) 375-5000
(Registrant's telephone number, including area code)

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, \$0.003 par value	LNG	NYSE

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 1.01 Entry into a Material Definitive Agreement.

On May 22, 2024 (the “Issue Date”), Cheniere Energy Partners, L.P. (the “Partnership”), a subsidiary of Cheniere Energy, Inc. (“CEI”), closed the sale of its previously announced offering of \$1.2 billion aggregate principal amount of 5.750% Senior Notes due 2034 (the “Notes”). The sale of the Notes was not registered under the Securities Act of 1933, as amended (the “Securities Act”), and the Notes were sold on a private placement basis in reliance on Section 4(a)(2) of the Securities Act and Rule 144A and Regulation S thereunder.

Ninth Supplemental Indenture

The Notes were issued on the Issue Date pursuant to the indenture, dated as of September 18, 2017 (the “Base Indenture”), by and among the Partnership, the guarantors party thereto (the “Guarantors”) and The Bank of New York Mellon, as trustee (the “Trustee”), as supplemented by the ninth supplemental indenture, dated as of the Issue Date, among the Partnership, the Guarantors and the Trustee, relating to the Notes (the “Ninth Supplemental Indenture”). The Base Indenture as supplemented by the Ninth Supplemental Indenture is referred to herein as the “Notes Indenture.”

Under the terms of the Ninth Supplemental Indenture, the Notes will mature on August 15, 2034 and will accrue interest at a rate equal to 5.750% per annum on the principal amount from the Issue Date, with such interest payable semi-annually, in cash in arrears, on February 15 and August 15 of each year, beginning on February 15, 2025.

The Notes are the Partnership’s senior unsecured obligations, ranking equally in right of payment with the Partnership’s other existing and future unsubordinated debt and senior in right of payment to any of its future subordinated debt. The Notes are unconditionally guaranteed by each of the Partnership’s current and future subsidiaries that guarantee the Partnership’s revolving credit facility from time to time.

At any time or from time to time prior to February 15, 2034 (the “Par Call Date”), the Partnership may, at its option, redeem all or part of the Notes at a redemption price equal to the greater of (i) 100% of the principal amount of the Notes to be redeemed and (ii) a specified make-whole redemption price set forth in the Ninth Supplemental Indenture, in either case plus accrued and unpaid interest to the redemption date. On and after the Par Call Date, the Partnership may redeem the Notes at its option, in whole at any time or in part from time to time at a redemption price equal to 100% of the principal amount of the Notes redeemed plus accrued and unpaid interest, if any, to (but not including) the applicable redemption date.

The Notes Indenture also contains customary terms and events of default and certain covenants that, among other things, limit the ability of the Partnership and the Guarantors to incur liens, enter into sale-leaseback transactions and consolidate, merge or sell, lease or otherwise dispose of all or substantially all of the applicable entity’s properties or assets. The Notes Indenture covenants are subject to a number of important limitations and exceptions.

The foregoing description of the Ninth Supplemental Indenture is qualified in its entirety by reference to the full text of the Ninth Supplemental Indenture, which is filed as Exhibit 4.1 hereto and is incorporated by reference herein. The foregoing description of the Base Indenture is qualified in its entirety by reference to the full text of the Base Indenture, which is incorporated by reference herein. A copy of the Base Indenture was filed as Exhibit 4.1 to the Current Report dated September 18, 2017, filed by the Partnership on Form 8-K. Any capitalized terms used herein and not otherwise defined have the meaning ascribed to them in the Notes Indenture.

Registration Rights Agreement

In connection with the issuance of the Notes, the Partnership, the Guarantors and BofA Securities, Inc., Citigroup Global Markets Inc., ING Financial Markets LLC, MUFG Securities Americas Inc., SMBC Nikko Securities America, Inc. and Standard Chartered Bank, as representatives of the initial purchasers, entered into a Registration Rights Agreement dated as of the Issue Date (the “Registration Rights Agreement”). Under the terms of the Registration Rights Agreement, the Partnership and the Guarantors have agreed to use commercially reasonable efforts to file with the U.S. Securities and Exchange Commission and cause to become effective a registration statement with respect to an offer to exchange any and all of the Notes, for a like aggregate principal amount of debt securities of the Partnership

issued under the Notes Indenture and identical in all material respects to the respective Notes sought to be exchanged (other than with respect to restrictions on transfer or to any increase in annual interest rate), and that are registered under the Securities Act. The Partnership and the Guarantors have agreed to use commercially reasonable efforts to cause such registration statement to become effective within 360 days after the Issue Date. Under specified circumstances, the Partnership and the Guarantors have also agreed to use commercially reasonable efforts to cause to become effective a shelf registration statement relating to resales of the Notes. The Partnership will be obligated to pay additional interest if it fails to comply with its obligations to register the Notes within the specified time periods.

This description of the Registration Rights Agreement is qualified in its entirety by reference to the full text of the Registration Rights Agreement, a copy of which is filed as Exhibit 10.1 hereto and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
4.1	<u>Ninth Supplemental Indenture, dated as of May 22, 2024, among Cheniere Energy Partners, L.P., the guarantors party thereto and The Bank of New York Mellon, as Trustee under the Indenture (incorporated by reference to Exhibit 4.1 to Cheniere Energy Partners, L.P.'s Current Report on Form 8-K (SEC File No. 001-33366), filed on May 22, 2024).</u>
10.1	<u>Registration Rights Agreement, dated as of May 22, 2024, among Cheniere Energy Partners, L.P., the guarantors party thereto, BofA Securities, Inc., Citigroup Global Markets Inc., ING Financial Markets LLC, MUFG Securities Americas Inc., SMBC Nikko Securities America, Inc. and Standard Chartered Bank (incorporated by reference to Exhibit 10.1 to Cheniere Energy Partners, L.P.'s Current Report on Form 8-K (SEC File No. 001-33366), filed on May 22, 2024).</u>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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.

CHENIERE ENERGY, INC.

Dated: May 22, 2024

By: /s/ Zach Davis
Name: Zach Davis
Title: Executive Vice President and Chief Financial Officer