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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): **November 11, 2014**



**CHENIERE ENERGY, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of incorporation or  
organization)

**001-16383**  
(Commission File Number)

**95-4352386**  
(I.R.S. Employer Identification No.)

**700 Milam Street**  
**Suite 800**  
**Houston, Texas**  
(Address of principal executive offices)

**77002**  
(Zip Code)

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

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))
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## Item 7.01. Regulation FD Disclosure.

On November 11, 2014, Cheniere Energy, Inc. (“Cheniere”) issued a press release announcing the signing of a commitment letter (the “Commitment Letter”) with EIG Management Company, LLC (“EIG”), whereby EIG, on behalf of funds, accounts or companies managed by EIG or its controlled affiliates (collectively, the “Purchasers”), agreed to purchase \$1.5 billion of convertible notes (the “Convertible Notes”) that would be issued by a to-be-formed wholly-owned direct subsidiary of Cheniere (the “Issuer”). The Issuer would be an intermediate holding company and holder of 100% of the equity interests in the to-be-formed direct parent company (“CCH Direct Parent”) of Cheniere Corpus Christi Holdings, LLC (“CCH”). CCH will own 100% of the equity interests in the subsidiaries that own the natural gas liquefaction and export facility and related infrastructure being developed by Cheniere near Corpus Christi, Texas and the pipeline being developed by Cheniere that will connect the facility with several inter- and intrastate natural gas pipelines (together, the “Corpus Christi Liquefaction Project”). A copy of the press release is attached as Exhibit 99.1 to this report and incorporated herein by reference. Exhibit 99.2 presents the proposed organizational structure of Cheniere, the Issuer, CCH Direct Parent, CCH and CCH’s subsidiaries contemplated by the Commitment Letter. This organizational chart is provided for illustrative purposes only, is not and does not purport to be a complete organizational chart of Cheniere and does not represent the current organizational structure of Cheniere and its subsidiaries.

EIG’s commitment to purchase the Notes will expire on June 30, 2015 and is subject to customary conditions, including completion of due diligence and the entry into definitive documentation.

If issued, the Convertible Notes would be issued in a single issuance on the closing date (the “Closing Date”) immediately following the closing of the senior debt project financing for the Corpus Christi Liquefaction Project, which is expected to occur in early 2015. The proceeds of the Convertible Notes would be used to partially fund the project costs of the Corpus Christi Liquefaction Project and for the payment of fees and expenses in respect of the transactions contemplated by the Commitment Letter.

Certain terms and conditions of the proposed transaction are summarized below, but the following is not intended to be a complete description of the terms and conditions of the Convertible Notes.

- Prior to the Closing Date, as a condition to the Purchasers’ obligation to purchase the Convertible Notes, Cheniere must have contributed to the Issuer cash in an amount that, together with the proceeds of the Convertible Notes, will permit the Issuer to contribute the initial required amount of project equity to CCH.
  - The Convertible Notes would mature on the tenth anniversary of the Closing Date (the “Maturity Date”) and the entire principal amount of the Convertible Notes, together with accrued and unpaid interest thereon, would be due and payable on the Maturity Date.
  - The Convertible Notes would accrue interest at the rate of 11% per annum, payable quarterly in arrears. Prior to the commercial operation date of the third liquefaction train of the Corpus Christi Liquefaction Project (the “COD”), interest on the Convertible Notes would be paid entirely in kind. Following the COD, interest would be paid in cash to the extent that the Issuer has received sufficient cash from CCH Direct Parent to pay interest in cash; if the Issuer does not have sufficient cash to pay interest, interest may be paid in kind.
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- Prior to the ninth anniversary of the Closing Date, the Convertible Notes would be convertible into the common stock of Cheniere (a “Conversion”):
  - at the option of the Issuer, at any time on or after the COD, so long as no event of default has occurred and is continuing, at a price per share equal to the lower of (x) a 10% discount to the average of the daily volume-weighted average price (“VWAP”) of the common stock of Cheniere, par value \$0.003 per share (“Cheniere Common Stock”), for the 90 trading-day period preceding the date on which notice of Conversion is provided and (y) a 10% discount to the closing price of Cheniere Common Stock on the trading day prior to the date on which notice of Conversion is provided; and
  - at the option of the holders of the Convertible Notes, at any time on or after the six-month anniversary of the COD, at a price per share equal to the average of the daily VWAP of Cheniere Common Stock for the 90 trading-day period preceding the date on which notice of Conversion is provided.

Conversions would be subject to various limitations and conditions, including:

- a minimum aggregate principal amount of \$250 million;
  - the initial Conversion could not exceed 50% of the aggregate principal amount of the Convertible Notes then outstanding;
  - the aggregate number of shares of Cheniere Common Stock issued in all Conversions could not exceed 19.9% of the number of shares of Cheniere Common Stock outstanding as of the Closing Date;
  - the total market capitalization of Cheniere could not be less than \$13.7 billion immediately prior to a Conversion;
  - no prior Conversion could have occurred during the preceding 90 days; and
  - limitations on the ability of the Issuer to effect a Conversion if the Conversion would cause a Purchaser, together with any of its affiliates, to own, in the aggregate, 10% or more of the outstanding Cheniere Common Stock.
- For so long as Convertible Notes in an aggregate principal amount of at least \$500 million are outstanding, EIG would be entitled to appoint a non-voting observer to the board of directors of CCH.
  - If the Purchasers together have acquired more than 10% of the outstanding shares of Cheniere Common Stock through Conversions of their Convertible Notes, and for so long as such shares represent 5% or more of the outstanding shares of Cheniere, EIG would be entitled to appoint one member to the board of directors of Cheniere.
  - In connection with the proposed transaction contemplated by the Commitment Letter, Cheniere would enter into a Registration Rights Agreement with respect to the shares of Cheniere Common Stock into which the Convertible Notes would be convertible.
  - Through the COD, the Purchasers would be required to own at least 66 2/3% of the aggregate principal amount of the outstanding Convertible Notes.
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- The Convertible Notes and the definitive documents evidencing the Convertible Notes would include optional and mandatory redemption provisions, covenants, representations and warranties and events of default.
- Closing of the Convertible Notes would be subject to certain conditions precedent, including, but not limited to, the execution of definitive documentation, closing of the senior debt project financing for the Corpus Christi Liquefaction Project and funding of Cheniere's initial equity contribution in respect of the Corpus Christi Liquefaction Project.

The information included in this Item 7.01 of this Current Report on Form 8-K, including the attached Exhibit 99.1 and Exhibit 99.2, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or 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 filing.

**Item 9.01 Financial Statements and Exhibits.**

d) Exhibits

**Exhibit**

<u>Number</u>	<u>Description</u>
99.1*	Press release, dated November 11, 2014.
99.2*	Organizational chart.

\* Furnished herewith.

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**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.

Date: November 12, 2014

By: /s/ Michael J. Wortley  
Name: Michael J. Wortley  
Title: Senior Vice President and  
Chief Financial Officer

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## EXHIBIT INDEX

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\* Furnished herewith.

## CHENIERE ENERGY, INC. NEWS RELEASE

### Cheniere to Obtain \$1.5B in Financing from EIG for the Corpus Christi Liquefaction Project

**Houston, Texas - November 11, 2014** - Cheniere Energy, Inc. ("Cheniere") (NYSE MKT: LNG) announced today that it has signed a binding commitment letter with EIG Management Company, LLC ("EIG"), whereby investment funds managed by EIG have agreed to purchase approximately \$1.5 billion of convertible notes (the "Convertible Notes"). The Convertible Notes would be issued by a to-be-formed wholly-owned subsidiary of Cheniere, which would be the indirect owner of 100% of the equity interests in Corpus Christi Liquefaction, LLC and Cheniere Corpus Christi Pipeline, L.P. Proceeds from the Convertible Notes would be used as equity to fund a portion of the costs of developing, constructing and placing into service the Corpus Christi Liquefaction Project (the "Liquefaction Project"), which is being designed for up to three liquefaction trains with an expected aggregate annual production capacity of approximately 13.5 mtpa.

If issued, the Convertible Notes would have a maturity of ten years, and would accrue interest at a compounded rate of 2.75% per quarter. Interest on the Convertible Notes would be payable in-kind (PIK) from the closing date through the substantial completion of the third train of the Liquefaction Project and would be payable in cash thereafter. The Convertible Notes would be eligible for conversion into shares of common stock of Cheniere, par value \$0.003 per share ("Cheniere Common Stock"), subject to conversion conditions and limitations to be provided in the final documents governing the Convertible Notes, at the option of Cheniere on or after substantial completion of Train 3 and at the option of EIG six months after substantial completion of Train 3, through one year prior to the maturity date.

"EIG has agreed to provide a significant portion of the equity component for the financing required on our Corpus Christi Liquefaction project. EIG is a premier investor in energy infrastructure projects and we look forward to a long-term, productive working relationship," said Charif Souki, Chairman and CEO of Cheniere. "We are continuing to make progress on our Corpus Christi liquefaction project and expect to commence construction in early 2015."

"We are delighted to partner with Cheniere in the development of its Corpus Christi liquefaction project. Cheniere's undisputed leadership in North American LNG development, and our belief in the global cost advantage of U.S. natural gas, made this an ideal opportunity for our funds," said R. Blair Thomas, Chairman and CEO of EIG. "The globalization of natural gas through LNG, together with continued fuel substitution, makes natural gas attractive on a long-term basis, and companies like Cheniere are well-positioned to benefit."

Closing of the purchase and sale of the Convertible Notes is subject, but not limited to, the execution of all definitive documentation, closing of the debt financing for the Liquefaction Project, funding of the initial equity contribution, and other conditions necessary to complete the transaction.

Prior to the ninth anniversary of the closing date, the Convertible Notes would be convertible into the common stock of Cheniere (a "Conversion") (i) at the option of the Issuer, at any time on or after the commercial operation date of the third liquefaction train of the Liquefaction Project (the "COD"), so long as no event of default has occurred and is continuing, at a price per share equal to the lower of (x) a 10% discount to the average of the daily volume-weighted average price ("VWAP") of the Cheniere Common Stock, for the 90 trading-day period preceding the date on which notice of Conversion is provided and (y) a 10% discount to the closing price of Cheniere Common Stock on the trading day prior to the date on which notice of Conversion is provided; and (ii) at the option of the holders of the Convertible Notes, at any time on or after the six-month anniversary of the COD, at a price per share equal to the average of the daily VWAP of Cheniere Common Stock for the 90 trading-day period preceding the date on which notice of Conversion is provided.

Conversions would be subject to various limitations and conditions, including (i) a minimum aggregate principal amount of \$250 million; (ii) the initial Conversion could not exceed 50% of the aggregate principal amount of the Convertible Notes then outstanding; (iii) the aggregate number of shares of Cheniere Common Stock issued in all Conversions could not exceed 19.9% of the number of shares of Cheniere Common Stock outstanding as of the closing date; (iv) the total market capitalization of Cheniere could not be less than \$13.7 billion immediately prior to a Conversion; (v)

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no prior Conversion could have occurred during the preceding 90 days; and (vi) limitations on the ability of the Issuer to effect a Conversion if the Conversion would cause EIG, together with any of its affiliates, to own, in the aggregate, 10% or more of the outstanding Cheniere Common Stock.

The offer and sale of the Convertible Notes has not been, and will not be, registered under the Securities Act of 1933, as amended (the "Securities Act") and the Convertible Notes may not be offered or sold in the United States absent registration under the Securities Act or an applicable exemption from the registration requirements of the Securities Act. This press release shall not constitute an offer to sell or a solicitation of an offer to buy the Convertible Notes or any other securities, nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale of these securities would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

Cheniere Energy, Inc. is a Houston-based energy company primarily engaged in LNG-related businesses, and owns and operates the Sabine Pass LNG terminal and Creole Trail Pipeline in Louisiana. Cheniere is pursuing related business opportunities both upstream and downstream of the Sabine Pass LNG terminal. Through its subsidiary, Cheniere Energy Partners, L.P., Cheniere is developing a liquefaction project at the Sabine Pass LNG terminal adjacent to the existing regasification facilities for up to six Trains, each of which is expected to have a nominal production capacity of approximately 4.5 mtpa. Construction has begun on Trains 1 through 4 at the Sabine Pass Liquefaction Project. Cheniere has also initiated a project to develop liquefaction facilities near Corpus Christi, Texas. The Corpus Christi Liquefaction Project is being designed for up to three Trains, with expected aggregate nominal production capacity of approximately 13.5 mtpa of LNG, three LNG storage tanks with capacity of approximately 10.1 Bcfe and two LNG carrier docks. Commencement of construction for the Corpus Christi Liquefaction Project is subject, but not limited, to obtaining regulatory approvals, entering into long-term customer contracts sufficient to underpin financing of the project, obtaining financing, and Cheniere making a final investment decision. Cheniere believes that LNG exports from the Corpus Christi Liquefaction Project could commence as early as 2018.

EIG specializes in private investments in energy and energy-related infrastructure on a global basis and has \$15.1 billion under management as of September 30, 2014. During its 32-year history, EIG has invested over \$16.6 billion in the sector through 300 projects or companies in 35 countries on six continents. EIG's clients include many of the leading pension plans, insurance companies, endowments, foundations and sovereign wealth funds in the U.S., Asia and Europe. EIG is headquartered in Washington, D.C. with offices in Houston, London, Sydney, Rio de Janeiro, Hong Kong and Seoul. For more information, visit [www.eigpartners.com](http://www.eigpartners.com).

This press release contains certain statements that may include "forward-looking statements" within the meanings of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. All statements, other than statements of historical fact, included herein are "forward-looking statements." Included among "forward-looking statements" are, among other things, (i) statements regarding Cheniere's business strategy, plans and objectives, including the use of proceeds from the offering and the construction and operation of liquefaction facilities, (ii) statements regarding expectations regarding regulatory authorizations and approvals, (iii) statements expressing beliefs and expectations regarding the development of Cheniere's LNG terminal and pipeline businesses, including liquefaction facilities, (iv) statements regarding the business operations and prospects of third parties, (v) statements regarding potential financing arrangements and (vi) statements regarding future discussions and entry into contracts. Although Cheniere believes that the expectations reflected in these forward-looking statements are reasonable, they do involve assumptions, risks and uncertainties, and these expectations may prove to be incorrect. Cheniere's actual results could differ materially from those anticipated in these forward-looking statements as a result of a variety of factors, including those discussed in Cheniere's periodic reports that are filed with and available from the Securities and Exchange Commission. You should not place undue reliance on these forward-looking statements, which speak only as of the date of this press release. Other than as required under the securities laws, Cheniere does not assume a duty to update these forward-looking statements.

#### CONTACTS:

Investors: Randy Bhatia: 713-375-5479 Christina Burke: 713-375-5104

Media: Faith Parker: 713-375-5663



The following diagram presents the proposed organizational structure of Cheniere, the Issuer, CCH Direct Parent, CCH and CCH's subsidiaries contemplated by the Commitment Letter. This organizational chart is provided for illustrative purposes only, is not and does not purport to be a complete organizational chart of Cheniere and does not represent the current, and may not represent the future, organizational structure of Cheniere and its subsidiaries.

