
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): April 2, 2026



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
(I.R.S. 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:

- 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
Common Stock, \$0.003 par value

Trading Symbol
LNG

Name of each exchange on which registered
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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Board Leadership Transition

On April 6, 2026, Cheniere Energy, Inc. (the “Company”) issued a press release announcing that, effective at the conclusion of the Company’s 2026 Annual Meeting of Shareholders (the “Meeting”), G. Andrea Botta, Chairman of the Board of Directors (the “Board”) will retire from the Board. The Board has elected Jack A. Fusco, the President and Chief Executive Officer of the Company, to succeed Mr. Botta as Chairman of the Board, and Patricia Collawn, an independent director, to serve as Lead Director of the Board, effective following the conclusion of the Meeting and subject to their respective annual elections to the Board by the shareholders of the Company at the Meeting.

A copy of the press release is furnished as Exhibit 99.1 hereto.

Director Swap – CQP Holdco

On April 2, 2026, Scott Peak was appointed to the Board pursuant to a right granted to CQP Holdco LP (f/k/a Blackstone CQP Holdco LP), a Delaware limited partnership, in an Investors’ and Registration Rights Agreement (the “Agreement”) dated as of July 31, 2012, among Cheniere Energy Partners, L.P., Cheniere Energy Partners GP, LLC, the Company, CQP Holdco LP and the other investor party thereto. In connection with the appointment of Mr. Peak and pursuant to the terms of the Agreement, Matthew Runkle resigned from the Board on April 2, 2026.

Mr. Peak is a party to the Company’s standard form of Indemnification Agreement, as described in the Company’s Proxy Statement on Schedule 14A, filed with the Securities and Exchange Commission on April 8, 2025.

There are no transactions between Mr. Peak and the Company that would be reportable under Item 404(a) of Regulation S-K.

Employment Agreement Amendment

On April 2, 2026, the Company and Jack A. Fusco, President and Chief Executive Officer of the Company, entered into an amendment (the “Amendment”) to the existing employment agreement between the Company and Mr. Fusco dated as of May 12, 2016, as amended (the “Employment Agreement”).

The Amendment provides that Mr. Fusco will be entitled to continued vesting of all outstanding long-term incentive awards following a termination by the Company without cause or by Mr. Fusco for good reason, consistent with the treatment of outstanding long-term incentive awards in connection with an expiration of Mr. Fusco’s employment term.

A copy of the Amendment is attached hereto as Exhibit 10.1 and is incorporated herein by reference. The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Amendment.

Item 9.01. Financial Statements and Exhibits

d) Exhibits

Exhibit No.	Description
10.1*	Third Employment Agreement Amendment between Cheniere Energy, Inc. and Jack Fusco, dated April 2, 2026
99.1	Press Release, dated April 6, 2026
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

* Filed herewith.

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.

Date: April 6, 2026

CHENIERE ENERGY, INC.

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

THIRD EMPLOYMENT AGREEMENT AMENDMENT

This THIRD AMENDMENT (this "Amendment") entered into on April 2, 2026, to the EMPLOYMENT AGREEMENT entered into May 12, 2016 (as amended by the amendments dated August 15, 2019 and August 11, 2021, the "Original Agreement"), between Cheniere Energy, Inc., a Delaware corporation (the "Company"), and Jack A. Fusco ("Executive").

RECITALS

WHEREAS, the parties desire to amend the Original Agreement in accordance with the provisions of Section 15(f) thereof (the Original Agreement as amended hereby, the "Employment Agreement");

NOW, THEREFORE, in consideration of the respective agreements of the parties contained herein, the parties agree to amend the Original Agreement as follows:

1. The first sentence of Section 2 of the Original Agreement is amended in its entirety to read as follows:

"Executive shall be employed as President and Chief Executive Officer of the Company and, effective as of May 14, 2026, as Chairman of the Board of Directors of the Company (the "Board"), and shall report directly to the Board."

2. Section 7(e)(i) of the Original Agreement is amended in its entirety to read as follows:

"(A) Any material reduction in Executive's duties or responsibilities as Chief Executive Officer as in effect immediately prior thereto, or assignment of duties materially inconsistent with Executive's title and authority (including the appointment of an Executive Chairman of the Company who is not Executive) or (B) removal of Executive from the position of Chairman (effective as of May 14, 2026) or Chief Executive Officer of the Company, except in connection with the termination of his employment for Disability, Cause, as a result of his death or by Executive other than for Good Reason;"

3. Section 9(c)(v) of the Original Agreement is amended in its entirety to read as follows:

"Executive's outstanding long-term incentive awards shall continue to vest in accordance with their terms, notwithstanding Executive's termination of employment."

4. All terms not herein defined shall have the meanings ascribed to them in the Original Agreement. Except as specifically provided in this Amendment, the Original Agreement shall not be modified or amended in any manner whatsoever and shall remain in full force and effect.
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5. This Amendment may be executed in any number of counterparts, each of which shall be deemed an original and such counterpart together shall constitute one and the same instrument.

[Remainder of page left intentionally blank]

IN WITNESS WHEREOF, the parties have executed this Third Amendment as of the day and year first above written.

CHENIERE ENERGY, INC.

By: /s/ Sean N. Markowitz

Name: Sean N. Markowitz

Title: Executive Vice President, Chief Legal Officer and Corporate Secretary

By: /s/ Jack A. Fusco

Name: Jack A. Fusco

Cheniere Announces Changes to its Board of Directors

G. Andrea Botta to Retire After 16 Years as Director, Including 10 Years as Chairman

Jack A. Fusco to Assume Combined Role of Chairman, President and Chief Executive Officer

Patricia K. Collawn to Become Lead Director

HOUSTON—(BUSINESSWIRE)-- Cheniere Energy, Inc. ("Cheniere" or the "Company") (NYSE: LNG) today announced the retirement of G. Andrea Botta as Chairman of the Company's Board of Directors ("the Board"), effective as of the Company's 2026 Annual Shareholders' Meeting on May 14, 2026. Following Mr. Botta's retirement, Jack Fusco, Cheniere's President and Chief Executive Officer, will assume the role of Chairman, President and Chief Executive Officer, and Patricia Collawn will become the Lead Director. Ms. Collawn's position as Lead Director reinforces the Company's overall governance and ensures independent oversight.

"Since joining the Cheniere Board in 2010, I have had the privilege of being a part of the Company's evolution from project developer to becoming the leading producer and exporter of LNG in the United States and the second largest LNG operator worldwide," said Mr. Botta. "What we have accomplished at Cheniere over the last decade-plus has been truly remarkable, transforming the North American energy industry and the global gas market alike, and I am grateful for the opportunity to have served the Company and its shareholders during this pivotal time."

"It is with utmost confidence that I transition the role of Chairman to Jack at this critical time in Cheniere's history. Jack's decade of leadership of the Company is defined by operational excellence and capital discipline that has established Cheniere as the premiere global infrastructure platform it is today. I look forward to celebrating the Company's continued growth and success with Jack as Chairman of the Board."

"Andrea has been an invaluable resource and partner to Cheniere and our shareholders throughout his tenure on the Company's Board. His long-term vision, strategic counsel, and dedication to Cheniere are essential to the successes we have achieved to date, enabling us to navigate change and crystallize our leading position in the industry," said Mr. Fusco. "On behalf of the Board, I would like to thank Andrea for his leadership, hard work and unwavering commitment to Cheniere."

"As we embark on Cheniere's next chapter, I am honored to assume the role of Chairman and am committed to working alongside Pat as Lead Director and the rest of our Board to create sustainable long-term value for all of our stakeholders, while upholding our high standard of governance," said Mr. Fusco. "My foremost priorities are maintaining our track record of safety and operational excellence while advancing accretive brownfield growth across Sabine Pass and Corpus Christi, to support global energy markets with our secure and reliable LNG for decades to come."

"As Lead Director, I look forward to advancing the strong framework of governance and accountability in place today," said Ms. Collawn. "Having served on the Cheniere Board since 2021, I am excited to work with Jack and the Cheniere team in this critical role to help the Company achieve sustained success for the benefit of all stakeholders."

About Cheniere

Cheniere Energy, Inc. is the leading producer and exporter of liquefied natural gas ("LNG") in the United States, reliably providing a clean, secure, and affordable solution to the growing global need for natural gas. Cheniere is a full-service LNG provider, with capabilities that include gas procurement and transportation, liquefaction, vessel chartering, and LNG delivery. Cheniere has one of the largest liquefaction platforms in the world, consisting of the Sabine Pass and Corpus Christi liquefaction facilities on the U.S. Gulf Coast, with total production capacity of over 53 million tonnes per annum ("mtpa") of LNG in operation and an additional approximately 8 mtpa of expected production capacity under construction, inclusive of estimated debottlenecking opportunities. Cheniere is also pursuing liquefaction expansion opportunities and other projects along the LNG value chain. Cheniere is headquartered in Houston, Texas, and has additional offices in London, Singapore, Beijing, Tokyo, Dubai and Washington, D.C.

For additional information, please refer to the Cheniere website at www.cheniere.com and Annual Report on Form 10-K for the year ended December 31, 2025, filed with the Securities and Exchange Commission.

Forward Looking Statements

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 or present facts or conditions, included herein are “forward-looking statements.” Included among “forward-looking statements” are, among other things, (i) statements regarding Cheniere’s financial and operational guidance, business strategy, plans and objectives, including the development, construction and operation of liquefaction facilities, (ii) statements regarding regulatory authorization and approval expectations, (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, (vi) statements regarding future discussions and entry into contracts, (vii) statements relating to Cheniere’s capital deployment, including intent, ability, extent, and timing of capital expenditures, debt repayment, dividends, share repurchases and execution on the capital allocation plan, and (viii) statements relating to our goals, commitments and strategies in relation to environmental matters. 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.

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