
**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): August 24, 2021



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.)

700 Milam Street, Suite 1900
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	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.003 par value	LNG	NYSE American

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 August 24, 2021 (the “Issue Date”), Cheniere Corpus Christi Holdings, LLC (“CCH”), an indirect, wholly-owned subsidiary of Cheniere Energy, Inc. (“Cheniere”), closed the sale of its previously announced offering of \$750 million aggregate principal amount of its fully amortizing 2.742% Senior Secured Notes due 2039 (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.

Indenture

The Notes were issued by CCH on the Issue Date pursuant to the Indenture, dated as of May 18, 2016 (the “2016 Base Indenture”), as supplemented by the Third Supplemental Indenture, dated as of September 6, 2019 (the “Third Supplemental Indenture” and, together with the 2016 Base Indenture, the “Base Indenture”), in each case, among CCH, as issuer, CCH’s subsidiaries Corpus Christi Liquefaction, LLC (“CCL”), Cheniere Corpus Christi Pipeline, L.P. (“CCP”) and Corpus Christi Pipeline GP, LLC (“CCP GP” and together with CCL and CCP, each, a “Guarantor” and collectively, the “Guarantors”), as guarantors, any other guarantor that may become a party thereto from time to time and The Bank of New York Mellon, as trustee (the “Trustee”), as supplemented by the Fifth Supplemental Indenture, dated as of the Issue Date (the “Fifth Supplemental Indenture”), among CCH, the Guarantors, any other guarantor that may become a party thereto from time to time and the Trustee, relating to the Notes. The Base Indenture as supplemented by the Fifth Supplemental Indenture is referred to herein as the “Indenture.”

Under the terms of the Fifth Supplemental Indenture, the Notes will mature on December 31, 2039 and will accrue interest at a rate equal to 2.742% per annum on the principal amount from the Issue Date, with such interest payable semi-annually, in cash in arrears, on June 30 and December 31 of each year, commencing on December 31, 2021. Any accrued and unpaid interest on the Notes at maturity will be paid on the maturity date. The Notes are fully amortizing according to a fixed sculpted amortization schedule with installments of principal payable semi-annually on June 30 and December 31 of each year, commencing on June 30, 2027, and have a weighted average life of approximately 12.5 years.

The Notes are senior secured obligations of CCH and rank senior in right of payment to any and all of CCH’s future indebtedness that is subordinated in right of payment to the Notes and equal in right of payment with all of CCH’s existing and future indebtedness (including all loans under CCH’s existing credit facility, all obligations under CCH’s working capital facility and all of CCH’s outstanding senior secured notes) that is senior and secured by the same collateral securing the Notes. The Notes are effectively senior to all of CCH’s senior indebtedness that is unsecured to the extent of the value of the assets constituting the collateral securing the Notes.

As of the Issue Date, the Notes are guaranteed by all of CCH’s existing subsidiaries, consisting of CCL, CCP and CCP GP, and will also be guaranteed by certain of CCH’s future domestic subsidiaries. Such guarantees will be joint and several obligations of such guarantors. The Notes are secured by a first-priority security interest in substantially all of CCH’s and such guarantors’ assets.

At any time or from time to time prior to July 4, 2039, CCH may redeem all or a part of the Notes, at a redemption price equal to the “make-whole” price set forth in the Fifth Supplemental Indenture, plus accrued and unpaid interest, if any, to the date of redemption. CCH also may at any time on or after July 4, 2039, redeem the Notes, in whole or in part, at a redemption price equal to 100% of the principal amount of the Notes to be redeemed, plus accrued and unpaid interest, if any, to the date of redemption.

The Indenture also contains customary terms and events of default and certain covenants that, among other things, limit CCH’s ability and the ability of CCH’s restricted subsidiaries to incur additional indebtedness or issue preferred stock, or pay dividends or distributions on membership interests or subordinated indebtedness or purchase, redeem or retire membership interests, sell or transfer assets, including membership or partnership interests of CCH’s restricted subsidiaries, restrict dividends or other payments by restricted subsidiaries to CCH or any of CCH’s restricted subsidiaries, incur liens, enter into transactions with affiliates, dissolve, liquidate, consolidate, merge, sell or lease all or substantially all of the properties or assets of CCH and its restricted subsidiaries taken as a whole or permit any Guarantor to dissolve, liquidate, consolidate, merge, sell or lease all or substantially all of its properties and assets. The Indenture covenants are subject to a number of important limitations and exceptions.

The foregoing description of the Fifth Supplemental Indenture is qualified in its entirety by reference to the full text of the Fifth Supplemental Indenture, which is filed as Exhibit 4.1 hereto and is incorporated by reference herein. The foregoing description of the Indenture is qualified in its entirety by reference to the full text of the Indenture, which is incorporated by reference herein. A copy of the 2016 Base Indenture was filed as Exhibit 4.1 to the Current Report on Form 8-K filed by Cheniere on May 18, 2016, and a copy of the Third Supplemental Indenture was filed as Exhibit 4.1 to the Current Report on Form 8-K filed by CCH on September 12, 2019.

Registration Rights Agreement

In connection with the closing of the sale of the Notes, CCH, the Guarantors and Morgan Stanley & Co. LLC, as representative of the respective Initial Purchasers, entered into a Registration Rights Agreement dated the Issue Date (the "Registration Rights Agreement"). Under the terms of the Registration Rights Agreement, CCH and the Guarantors have agreed, and any future guarantors of the Notes will agree, 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 CCH issued under the 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. CCH and the Guarantors have agreed, and any future guarantors of the Notes will agree, to use commercially reasonable efforts to cause such registration statement to become effective within 360 days after the Issue Date. Under specified circumstances, CCH and the Guarantors have also agreed, and any future guarantors will also agree, to use commercially reasonable efforts to cause to become effective a shelf registration statement relating to resales of the Notes. CCH 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 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

The information included in Item 1.01 of this report is incorporated by reference into this Item 2.03.

Item 9.01 Financial Statements and Exhibits.

d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
4.1*	Fifth Supplemental Indenture, dated as of August 24, 2021, among Cheniere Corpus Christi Holdings, LLC, as issuer, Corpus Christi Liquefaction, LLC, Cheniere Corpus Christi Pipeline, L.P. and Corpus Christi Pipeline GP, LLC, as guarantors, and The Bank of New York Mellon, as trustee (incorporated by reference to Exhibit 4.1 to CCH's Current Report on Form 8-K (SEC File No. 333-215435), filed on August 24, 2021).
10.1*	Registration Rights Agreement, dated as of August 24, 2021, among Cheniere Corpus Christi Holdings, LLC and Corpus Christi Liquefaction, LLC, Cheniere Corpus Christi Pipeline, L.P. and Corpus Christi Pipeline GP, LLC, as guarantors, and Morgan Stanley & Co. LLC, for itself and as representative of the purchasers (incorporated by reference to Exhibit 10.1 to CCH's Current Report on Form 8-K (SEC File No. 333-215435), filed on August 24, 2021).
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

* Furnished 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.

CHENIERE ENERGY, INC.

Date: August 24, 2021

By: /s/ Zach Davis

Name: Zach Davis

Title: Senior Vice President and Chief Financial Officer