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

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): December 9, 2022**

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**CHENIERE ENERGY, INC.**

(Exact name of registrant as specified in its charter)

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**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)

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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.

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
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.

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**Item 7.01 Regulation FD Disclosure**

On December 9, 2022, Cheniere Energy, Inc. issued the press release attached hereto as Exhibit 99.1, and on December 12, 2022, Cheniere Energy, Inc. issued the press release attached hereto as Exhibit 99.2, both of which are incorporated by reference in their entirety.

The information contained in this Item 7.01 of this Current Report on Form 8-K is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that Section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

**Item 9.01 Financial Statements and Exhibits**

d) Exhibits

**Exhibit  
Number**

99.1*	<a href="#"><u>Press Release, dated December 9, 2022, relating to the pricing of the tender offer.</u></a>
99.2*	<a href="#"><u>Press Release, dated December 12, 2022, relating to the expiration of the tender offer.</u></a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

\* 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: December 12, 2022

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

## CHENIERE ENERGY, INC. NEWS RELEASE

## Cheniere Announces Pricing of Cash Tender Offer for the Cheniere Corpus Christi Holdings, LLC 7.000% Senior Secured Notes due 2024

HOUSTON—(BUSINESSWIRE)—Cheniere Energy, Inc. (“Cheniere”) (NYSE American: LNG) announced today the pricing of its cash tender offer to purchase any and all of the \$1.25 billion aggregate principal amount of the outstanding 7.000% Senior Secured Notes due 2024 (the “Notes”) issued by Cheniere Corpus Christi Holdings, LLC (“CCH”) on the terms set forth in the table below. The table below sets forth the applicable Reference Yield and Consideration for the Notes, as calculated at 11:00 a.m., New York City time, today, December 9, 2022, in accordance with the Offer to Purchase.

Series of Notes <sup>(1)</sup>	CUSIP Numbers	Aggregate Principal Amount Outstanding	U.S. Treasury Reference Security	Reference Yield	Bloomberg Reference Page	Fixed Spread	Total Consideration <sup>(2)</sup>
7.000% Senior Secured Notes due 2024	16412X AD7, 16412X AA3	\$1,250,000,000	0.75% UST due December 31, 2023	4.740%	PX4	50.0 bps	\$ 1,017.67

(1) The issuer of the Notes is CCH, which is a wholly-owned subsidiary of Cheniere.

(2) Per \$1,000 principal amount of Notes validly tendered, and not validly withdrawn and accepted for purchase, including through the Guaranteed Delivery Procedures (as defined below), at or prior to the Expiration Date (as defined below) for the tender offer; excludes the accrued interest to be payable on the Notes and assumes a settlement date of December 14, 2022.

The tender offer is being made solely pursuant to the terms and conditions set forth in an Offer to Purchase, dated December 5, 2022. Holders of the Notes are urged to carefully read the Offer to Purchase before making any decision with respect to the tender offer. The tender offer is not conditioned on any minimum amount of Notes being tendered. Subject to applicable law, Cheniere may amend, extend or terminate the tender offer in its sole discretion. Capitalized terms used but not defined in this announcement have the meanings given to them in the Offer to Purchase.

The tender offer will expire at 5:00 p.m., New York City time, today, December 9, 2022, unless extended or terminated by Cheniere (such time and date, as the same may be extended or terminated by Cheniere in its sole discretion, subject to applicable law, the “Expiration Date”). Tendered Notes may be withdrawn at or prior to the Expiration Date by following the procedures in the Offer to Purchase, but may not thereafter be validly withdrawn, unless otherwise required by applicable law.

Holders of Notes must validly tender and not validly withdraw their Notes, or submit a Notice of Guaranteed Delivery and comply with the related procedures, prior to the Expiration Date in order to be eligible to receive the Consideration. Accrued and unpaid interest will be paid on all Notes validly tendered and accepted for purchase from the last interest payment date up to, but not including, the settlement date, which is expected to be on or about December 14, 2022.

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For holders who deliver a Notice of Guaranteed Delivery and all other required documentation at or prior to the Expiration Date, upon the terms and subject to the conditions set forth in the Offer to Purchase and Notice of Guaranteed Delivery, the deadline to validly tender Notes using the guaranteed delivery procedures set forth in the Offer to Purchase (the “Guaranteed Delivery Procedures”) will be the second business day after the Expiration Date and is expected to be 5:00 p.m., New York City time, on December 13, 2022.

Cheniere has retained BofA Securities to act as the dealer manager and D.F. King & Co., Inc. to act as the tender and information agent for the tender offer. For additional information regarding the terms of the tender offer, please contact BofA Securities at (980) 388 3646, (888) 292 0070, or [debt\\_advisory@bofa.com](mailto:debt_advisory@bofa.com). Requests for copies of the Offer to Purchase and questions regarding the tendering of Notes may be directed to D.F. King & Co., Inc. at (212) 269-5550 (for banks and brokers) or (888)280-6942 (all others, toll-free) or email [cheniere@dfking.com](mailto:cheniere@dfking.com). The Offer to Purchase, and the related Notice of Guaranteed Delivery can be accessed at the following link: [www.dfking.com/cheniere](http://www.dfking.com/cheniere).

This press release is for informational purposes only and does not constitute an offer to purchase securities or a solicitation of an offer to sell any securities or an offer to sell or the solicitation of an offer to purchase any securities nor does it constitute an offer or solicitation in any jurisdiction in which such offer or solicitation is unlawful.

None of Cheniere, the tender and information agent, the dealer manager or the trustee (nor any of their respective directors, officers, employees or affiliates) makes any recommendation as to whether holders should tender their Notes pursuant to the tender offer, and no one has been authorized by any of them to make such a recommendation. Holders must make their own decisions as to whether to tender their Notes, and, if so, the principal amount of Notes to tender.

#### **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, statements regarding Cheniere’s business strategy, plans and objectives, including statements regarding the intended conduct, timing and terms of the tender offer, related financing plans and any future actions by Cheniere in respect of the Notes. 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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**Cheniere Contacts**Investors

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Frances Smith 713-375-5753

Media Relations

Eben Burnham-Snyder 713-375-5764  
Phil West 713-375-5586

## CHENIERE ENERGY, INC. NEWS RELEASE

Cheniere Announces Expiration of Cash Tender Offer for the Cheniere Corpus Christi Holdings, LLC 7.000% Senior Secured Notes due 2024

HOUSTON—(BUSINESSWIRE)—Cheniere Energy, Inc. (“Cheniere”) (NYSE American: LNG) announced today the expiration of its cash tender offer to purchase any and all of the \$1.25 billion aggregate principal amount of the outstanding 7.000% Senior Secured Notes due 2024 (the “Notes”) issued by Cheniere Corpus Christi Holdings, LLC (“CCH”).

The tender offer described herein was made on the terms and conditions set forth in the Offer to Purchase, dated December 5, 2022 (the “Offer to Purchase”) and the related Notice of Guaranteed Delivery. Capitalized terms used but not defined in this announcement have the meanings given to them in the Offer to Purchase.

The Offer to Purchase expired at 5:00 p.m., New York City time, on December 9, 2022 (the “Expiration Date”). The settlement date for the Offer will be December 14, 2022 (the “Settlement Date”).

According to information provided by D.F. King & Co., Inc., \$752,330,000 aggregate principal amount of the Notes were validly tendered prior to or at the Expiration Date and not validly withdrawn. In addition, \$1,524,000 aggregate principal amount of the Notes were tendered pursuant to the guaranteed delivery procedures set forth in the Offer to Purchase (the “Guaranteed Delivery Procedures”) and remain subject to the Holders’ performance of the delivery requirements under such procedures. The table below provides certain information about the tender offer, including the aggregate principal amount of the Notes validly tendered and not validly withdrawn prior to the Expiration Date and the aggregate principal amount of Notes reflected in Notices of Guaranteed Delivery delivered at or prior to the Expiration Date.

Overall, Cheniere plans to accept for purchase \$752,330,000 combined aggregate principal amount of Notes under the tender offer (excluding Notes delivered pursuant to the Guaranteed Delivery Procedures).

Series of Notes <sup>(1)</sup>	CUSIP Numbers	Aggregate Principal Amount Outstanding	Aggregate Principal Amount Tendered <sup>(2)</sup>	Aggregate Principal Amount Validly Tendered as of the Expiration Date that Cheniere Plans to Accept <sup>(2)</sup>	Principal Amount Reflected in Notices of Guaranteed Delivery
7.000% Senior Secured Notes due 2024	16412X AD7, 16412X AA3	\$1,250,000,000	\$752,330,000	\$ 752,330,000	\$1,524,000

(1) The issuer of the Notes is CCH, which is a wholly-owned subsidiary of Cheniere.

(2) The amounts exclude the principal amount of Notes for which Holders have complied with certain procedures applicable to guaranteed delivery pursuant to the Guaranteed Delivery Procedures. Such amounts remain subject to the Guaranteed Delivery Procedures. Notes tendered pursuant to the Guaranteed Delivery Procedures are required to be tendered at or prior to 5:00 p.m., New York City time, on December 13, 2022.

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Holders of Notes must validly tender and not validly withdraw their Notes, or submit a Notice of Guaranteed Delivery and comply with the related procedures, prior to the Expiration Date in order to be eligible to receive the Consideration for each \$1,000 principal amount of the Notes in cash on the Settlement Date. In addition to the Consideration, Holders whose Notes are accepted for purchase will receive a cash payment representing the accrued and unpaid interest on such Notes from the last interest payment date up to, but not including, the Settlement Date. Interest will cease to accrue on the Settlement Date for all accepted Notes, including those tendered through the Guaranteed Delivery Procedures.

For holders who delivered a Notice of Guaranteed Delivery and all other required documentation at or prior to the Expiration Date, upon the terms and subject to the conditions set forth in the Offer to Purchase and Notice of Guaranteed Delivery, the deadline to validly tender Notes using the Guaranteed Delivery Procedures will be 5:00 p.m., New York City time, on December 13, 2022.

Cheniere has retained BofA Securities to act as the dealer manager and D.F. King & Co., Inc. to act as the tender and information agent for the tender offer. For additional information regarding the terms of the tender offer, please contact BofA Securities at (980) 388 3646, (888) 292 0070, or [debt\\_advisory@bofa.com](mailto:debt_advisory@bofa.com). Requests for copies of the Offer to Purchase and questions regarding the tendering of Notes may be directed to D.F. King & Co., Inc. at (212) 269-5550 (for banks and brokers) or (888)280-6942 (all others, toll-free) or email [cheniere@dfking.com](mailto:cheniere@dfking.com). The Offer to Purchase, and the related Notice of Guaranteed Delivery can be accessed at the following link: [www.dfking.com/cheniere](http://www.dfking.com/cheniere).

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None of Cheniere, the tender and information agent, the dealer manager or the trustee (nor any of their respective directors, officers, employees or affiliates) makes any recommendation as to whether holders should tender their Notes pursuant to the tender offer, and no one has been authorized by any of them to make such a recommendation. Holders must make their own decisions as to whether to tender their Notes, and, if so, the principal amount of Notes to tender.

### **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, statements regarding Cheniere’s business strategy, plans and objectives, including statements regarding the intended conduct, timing and terms of the tender offer, related financing plans and any future actions by Cheniere in respect of the Notes. 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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