

CHENIERE ENERGY INC  
Form 8-K  
November 19, 2014

**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 13, 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**

**77002**

**Suite 800**

**Houston, Texas**

**(Address of principal executive offices)**

**(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))

**Item 8.01 Other Events.**

***Underwriting Agreement***

On November 13, 2014, Cheniere Energy Partners LP Holdings, LLC ( Holdings ) and Cheniere Energy, Inc. ( Cheniere ) entered into an underwriting agreement (the Underwriting Agreement ) with Credit Suisse Securities (USA) LLC (the Underwriter ), providing for the offer and sale in an underwritten public offering of 10,100,000 common shares representing limited liability company interests in Holdings (the Common Shares ) at a price to the Underwriter of \$22.76 per Common Share (the Offering ). The Common Shares issued pursuant to the Underwriting Agreement were registered under the Securities Act of 1933, as amended, pursuant to an effective registration statement on Form S-1 (File No. 333-198132) (the Registration Statement ). The Offering closed on November 19, 2014.

The Underwriting Agreement contains customary representations, warranties and agreements of Holdings and Cheniere, and indemnification rights and obligations of the parties.

***Share Redemption Agreement***

On November 13, 2014, Holdings and Cheniere entered into a Share Redemption Agreement. Pursuant to the Share Redemption Agreement, Holdings has agreed to redeem an aggregate of 10,100,000 Common Shares from Cheniere, for an aggregate redemption price of approximately \$229 million, which represents the net proceeds to Holdings from the Offering, after deducting underwriting discounts and offering expenses. After giving effect to the Offering and the application of net proceeds therefrom, Cheniere owns 185,600,000 Common Shares as well as the sole share entitled to vote in the election of directors of Holdings, and therefore controls the management of Holdings.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CHENIERE ENERGY, INC.

Date: November 19, 2014

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