

CHENIERE ENERGY INC
Form 8-K
June 06, 2016

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): June 2, 2016
CHENIERE ENERGY, INC.

(Exact name of registrant as specified in its charter)

Delaware 001-16383 95-4352386
(State or other jurisdiction (Commission (I.R.S. Employer
of incorporation) File Number) Identification No.)

700 Milam Street, Suite 1900 77002
Houston, Texas
(Address of principal executive (Zip Code)
offices)

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:

- 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On June 2, 2016, the Board of Directors (the “Board”) of Cheniere Energy, Inc. (the “Company”) appointed Jack A. Fusco, the President and Chief Executive Officer of the Company, as a member of the Board.

Item 5.07 Submission of Matters to a Vote of Security Holders.

The Company held its annual meeting of shareholders on June 2, 2016, with 204,131,500 shares of the Company's common stock present or represented by proxy at the meeting. This represented approximately 87% of the Company's shares of common stock outstanding as of the record date of the meeting. Three proposals, as described in the Company's Proxy Statement dated April 21, 2016 (the “2016 Proxy Statement”), were voted upon at the meeting. The following is a brief description of the matters voted upon and the final voting results.

ITEM 1: ELECTION OF DIRECTORS

| Director | Number of Votes For | Number of Votes Withheld | Number of Abstentions | Number of Broker Non-Votes |
|--------------------------|---------------------|--------------------------|-----------------------|----------------------------|
| G. Andrea Botta | 175,396,247 | 3,982,846 | 881,813 | 23,870,594 |
| Neal A. Shear Vicky | 175,466,604 | 3,923,633 | 870,669 | 23,870,594 |
| A. Bailey | 163,681,207 | 15,825,836 | 753,863 | 23,870,594 |
| Nuno Brandolini | 159,927,801 | 19,568,063 | 765,042 | 23,870,594 |
| Jonathan Christodoro | 158,645,208 | 20,592,626 | 1,023,072 | 23,870,594 |
| David I. Foley | 175,444,707 | 3,932,358 | 883,841 | 23,870,594 |
| David B. Kilpatrick | 162,671,705 | 16,827,801 | 761,400 | 23,870,594 |
| Samuel Merksamer | 167,763,474 | 11,477,462 | 1,019,970 | 23,870,594 |
| Donald F. Robillard, Jr. | 175,287,255 | 3,717,671 | 1,255,980 | 23,870,594 |
| Heather R. Zichal | 162,867,645 | 16,308,393 | 1,084,868 | 23,870,594 |

Each of the nominated directors was elected as a director to serve for a one-year term until the 2017 annual meeting of shareholders or until his or her successor is duly elected and qualified.

ITEM 2: ADVISORY AND NON-BINDING VOTE TO APPROVE EXECUTIVE
COMPENSATION FOR 2015

| Number of Votes | Number of Votes Against | Number of Abstentions | Number of Broker Non-Votes |
|-----------------------|-------------------------|-----------------------|----------------------------|
| For | 29,602,327 | 710,407 | 23,870,594 |

In an advisory and non-binding vote, the shareholders approved the compensation paid for 2015 to the Company's executive officers named in the Summary Compensation Table, as disclosed in the 2016 Proxy Statement.

ITEM 3: RATIFICATION OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC
ACCOUNTING FIRM

| Number of Votes | Number of Votes Against | Number of Abstentions | Number of Broker Non-Votes |
|-----------------------|-------------------------|-----------------------|----------------------------|
| For | 203,620,491 | 639,485 | — |

The shareholders ratified the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2016.

Item 7.01 Regulation FD Disclosure.

A copy of a press release announcing the matters referenced in Item 5.02 and Item 5.07 is furnished with this Current Report on Form 8-K as Exhibit 99.1.

The information furnished herewith pursuant to Item 7.01 of this Current Report on Form 8-K shall not be deemed to be “filed” for purpose of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, and shall not be incorporated by reference into any registration statement or other document 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

Number Description

99.1* Press Release, dated June 6, 2016.

*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: June 6, 2016 By: /s/ Michael J. Wortley
Name: Michael J. Wortley
Title: Senior Vice President and
Chief Financial Officer

EXHIBIT INDEX

Exhibit
Number Description

99.1 * Press Release, dated June 6, 2016.

*Furnished herewith.