

CHENIERE ENERGY INC
Form 8-K
May 21, 2018

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): May 17, 2018

CHENIERE ENERGY, INC.

(Exact name of registrant as specified in its charter)

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

| | |
|--|------------|
| 700 Milam Street Suite 1900 Houston, Texas | 77002 |
| (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:

- 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))

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 5.07 Submission of Matters to a Vote of Security Holders.

Cheniere Energy, Inc. (the “Company”) held its 2018 Annual Meeting of Shareholders (the “2018 Annual Meeting”) on May 17, 2018. There were 212,977,085 shares of the Company’s common stock present or represented by proxy at the 2018 Annual Meeting. This represented approximately 90% of the Company’s shares of common stock outstanding as of the record date of the 2018 Annual Meeting. Three proposals, as described in the Company’s Proxy Statement dated April 13, 2018 (the “2018 Proxy Statement”), were voted upon at the 2018 Annual 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 Against | Number of Abstentions | Number of Broker Non-Votes |
|--------------------------|---------------------|-------------------------|-----------------------|----------------------------|
| G. Andrea Botta | 192,762,185 | 879,155 | 475,273 | 18,860,472 |
| Jack A. Fusco | 192,873,807 | 1,169,758 | 73,048 | 18,860,472 |
| Vicky A. Bailey | 192,033,315 | 2,006,054 | 77,244 | 18,860,472 |
| Nuno Brandolini | 189,317,374 | 4,712,075 | 87,164 | 18,860,472 |
| David I. Foley | 193,205,701 | 803,695 | 107,217 | 18,860,472 |
| David B. Kilpatrick | 189,754,964 | 4,247,774 | 113,875 | 18,860,472 |
| Andrew Langham | 191,735,316 | 2,274,743 | 106,554 | 18,860,472 |
| Courtney R. Mather | 178,771,056 | 15,172,653 | 172,904 | 18,860,472 |
| Donald F. Robillard, Jr. | 193,275,642 | 761,759 | 79,212 | 18,860,472 |
| Neal A. Shear | 193,167,517 | 863,771 | 85,325 | 18,860,472 |
| Heather R. Zichal | 191,212,386 | 2,787,201 | 117,026 | 18,860,472 |

Each of the director nominees was elected as a director to serve for a one-year term until the 2019 annual meeting of shareholders or until his or her successor is duly elected and qualified.

ITEM 2: ADVISORY AND NON-BINDING VOTE TO APPROVE THE COMPENSATION OF THE COMPANY’S NAMED EXECUTIVE OFFICERS

FOR 2017

| Number of Votes | Number of Votes Against | Number of Abstentions | Number of Broker Non-Votes |
|-----------------------|-------------------------|-----------------------|----------------------------|
| For | 13,904,888 | 331,680 | 18,860,472 |

In an advisory and non-binding vote, the shareholders approved the compensation paid for 2017 to the Company's named executive officers, as disclosed in the 2018 Proxy Statement.

ITEM 3: RATIFICATION OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2018

| Number of Votes | Number of Votes Against | Number of Abstentions | Number of Broker Non-Votes |
|-----------------------|-------------------------|-----------------------|----------------------------|
| For | 160,062,642 | 213,476 | — |

The shareholders ratified the appointment of KPMG LLP as the Company's independent registered public accounting firm for 2018.

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: May 21, 2018 By: /s/ Michael J. Wortley

Name: Michael J. Wortley

Title: Executive Vice President and
Chief Financial Officer