

**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 14, 2024

New Fortress Energy Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of Incorporation)

001-38790
(Commission File Number)

83-1482060
(IRS Employer Identification No.)

**111 W. 19th Street, 8th Floor
New York, NY**
(Address of Principal Executive Offices)

10011
(Zip Code)

Registrant's Telephone Number, Including Area Code: **(516) 268-7400**

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:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Class A Common Stock, par value \$0.01 per share	"NFE"	NASDAQ Global Select Market

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.

Credit Agreement Amendment

On November 14, 2024, New Fortress Energy Inc. (the “Company”) entered into the Second Amendment to Credit Agreement (the “Second Amendment”), by and among the Company, as the borrower, the guarantors party thereto, the lenders party thereto and Morgan Stanley Senior Funding Inc., as administrative agent and as collateral agent, which amends that certain Credit Agreement, dated as of July 19, 2024 (as amended, restated or otherwise modified from time to time, the “Existing TLA” and the Existing TLA as amended by the Second Amendment, the “Amended TLA”), by and among the Company, as the borrower, the guarantors from time to time party thereto, the several lenders from time to time party thereto and Morgan Stanley Senior Funding Inc., as administrative agent and as collateral agent.

The Second Amendment, among other things, modifies the definition of Excluded Assets (as such term is defined in the Existing TLA) to permit the pledge of equity in certain subsidiaries that are Unrestricted Subsidiaries under the Existing TLA to secure the obligations thereunder. The Amended TLA excludes certain assets of the Company’s Brazil business from the definition of Excluded Assets.

PortoCem Debentures

On November 14, 2024, PortoCem Geração de Energia S.A., an indirect subsidiary of the Company (“PortoCem”) has filed for registration of an offer to issue debentures, to be sold with the Brazilian Development Bank (“BNDES”) acting as coordinator (“PortoCem Debentures”) in an aggregate principal amount not to exceed R\$4.5 billion to be used to reimburse expenses or debt and fund remaining construction capital expenditures and uses for the PortoCem Power Plant. The existing PortoCem bridge loan facility is expected to be concurrently repaid upon the issuance of the PortoCem Debentures. The PortoCem Debentures contains customary affirmative and negative covenants, events of defaults, prepayment and cure provisions. Concurrently with any initial issuance of the PortoCem Debentures, the obligations under the PortoCem Debentures are expected to be secured by a pledge of shares of all of PortoCem’s existing and future share capital, a pledge of certain machinery and equipment related to the PortoCem Power Plant, a fiduciary assignment of credit rights, a corporate guarantee by the Company and equity contribution agreements by the Company and certain other equity parties.

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 is incorporated by reference into this Item 2.03.

Cautionary Statement Regarding Forward-Looking Statements

This report contains certain statements and information that may constitute “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. All statements contained in this communication other than historical information are forward-looking statements that involve known and unknown risks and relate to future events, the Company’s future financial performance or the Company’s projected business results. You can identify these forward-looking statements by the use of forward-looking words such as “expects,” “may,” “will,” “approximately,” “predicts,” “intends,” “plans,” “estimates,” “anticipates,” or the negative version of those words or other comparable words. It is uncertain whether any of the events anticipated by the forward-looking statements will transpire or occur, or if any of them do, what impact they will have on the results of operations and financial condition or the stock prices of the Company. These forward-looking statements represent the Company’s expectations or beliefs concerning future events, and it is possible that the results described herein will not be achieved. These forward-looking statements are necessarily estimates based upon current information and are subject to risks, uncertainties and other factors, many of which are outside of the Company’s control, that could cause actual results to differ materially from the results discussed in the forward-looking statements. Any forward-looking statement speaks only as of the date on which it is made, and, except as required by law, the Company does not undertake any obligation to update or revise any forward-looking statement, whether as a result of new information, future events or otherwise. New factors emerge from time to time, and it is not possible for the Company to predict all such factors. When considering these forward-looking statements, you should keep in mind the risk factors and other cautionary statements in the Company’s annual report, quarterly and other reports filed with the SEC, which could cause its actual results to differ materially from those contained in any forward-looking statement. The Company undertakes no duty to update these forward-looking statements, even though its situation may change in the future.

Item 9.01. Financial Statements and Exhibits.

Exhibit No.	Description
104	Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document.

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.

NEW FORTRESS ENERGY INC.

Date: November 15, 2024

By: /s/ Christopher S. Guinta

Name: Christopher S. Guinta

Title: Chief Financial Officer