
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

New Fortress Energy Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

83-1482060
(I.R.S. Employer
Identification No.)

111 W. 19th Street, 8th Floor
New York, New York 10011
(516) 268-7400

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Cameron D. MacDougall, Esq.
General Counsel and Secretary
111 W. 19th Street, 8th Floor
New York, NY 10011
(516) 268-7400

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:
Stephen L. Burns, Esq.
Johnny G. Skumpija, Esq.
Cravath, Swaine & Moore LLP
825 Eighth Avenue
New York, NY 10019
Telephone: (212) 474-1000

Approximate date of commencement of proposed sale to the public: **From time to time after this Registration Statement becomes effective.**

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-236921

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered(1)(3)	Proposed maximum offering price per share(1)(2)(3)	Proposed maximum aggregate offering price(1)(2)(3)	Amount of registration fee(4)
Class A common stock, \$0.01 par value per share			\$50,000,000	\$5,455

- (1) The Registrant previously registered securities with an aggregate offering price not to exceed \$250,000,000, and up to 145,050,664 shares of Class A common stock to be sold by selling securityholders, on a Registration Statement on Form S-3 (File No. 333-236921), as amended, which was declared effective on May 6, 2020 (the “Prior Registration Statement”). In accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended (the “Securities Act”), an additional indeterminate number of shares of the Registrant’s Class A common stock having a proposed maximum aggregate offering price not to exceed \$50,000,000 is hereby being registered hereunder, which includes shares issuable upon the exercise of the underwriters’ option to purchase additional shares, representing no more than 20% of the maximum aggregate offering price of unsold securities under the Prior Registration Statement. The proposed maximum offering price will be determined by the Registrant in connection with the issuance by the Registrant of the securities registered hereunder.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(o) of the Securities Act.
- (3) Pursuant to Rule 416 under the Securities Act, the securities being registered hereunder include such indeterminate number of securities as may be issuable with respect to the shares being registered hereunder as a result of share splits, share dividends or similar transactions.
- (4) The Registrant certifies to the SEC that it has instructed its bank to pay to the SEC the filing fee of \$5,455 for the additional securities being registered hereby by wire transfer as soon as practicable (but in any event no later than the close of business on December 16, 2020); that it will not revoke such instructions; that it has sufficient funds in the relevant account to cover the amount of the filing fee; and that it undertakes to confirm receipt of such instructions by the bank on or before December 16, 2020.

This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

This Registration Statement on Form S-3 is being filed with the Securities and Exchange Commission (the “Commission”) pursuant to Rule 462(b) under the Securities Act of 1933, as amended, by New Fortress Energy Inc. (the “Registrant”).

This Registration Statement relates to the Registration Statement on Form S-3 (File No. 333-236921) (the “Prior Registration Statement”), which was declared effective by the Commission on May 6, 2020, and is being filed for the sole purpose of registering additional securities in amounts that do not exceed 20% of the maximum aggregate offering price of securities remaining available for issuance under the Prior Registration Statement. The Registrant hereby incorporates by reference into this Registration Statement on Form S-3 in its entirety the Prior Registration Statement, including each of the documents filed by the Registrant and incorporated or deemed to be incorporated by reference therein and all exhibits thereto.

The required opinions and consents are listed on an Exhibit Index attached hereto and filed herewith.

EXHIBIT INDEX

Exhibit	Description
5.1	Opinion of Cravath, Swaine & Moore LLP
23.1	Consent of Ernst & Young LLP
23.2	Consent of Cravath, Swaine & Moore LLP (included as part of Exhibit 5.1)
24.1	Power of Attorney (incorporated by reference to the signature page of the Registration Statement on Form S-3 of New Fortress Energy LLC (Registration No. 333-236921), initially filed with the Securities and Exchange Commission on March 5, 2020)

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on December 15, 2020.

New Fortress Energy Inc.

By: /s/ Christopher S. Guinta
Name: Christopher S. Guinta
Title: Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement on Form S-3 has been signed by the following persons in the capacities and on the dates indicated.

Name	Title	Date
<u>*</u> Wesley R. Edens	Chief Executive Officer and Chairman <i>(Principal Executive Officer)</i>	December 15, 2020
<u>/s/ Christopher S. Guinta</u> Christopher S. Guinta	Chief Financial Officer <i>(Principal Financial Officer)</i>	December 15, 2020
<u>*</u> Yunyoung Shin	Chief Accounting Officer <i>(Principal Accounting Officer)</i>	December 15, 2020
<u>*</u> Randal A. Nardone	Director	December 15, 2020
<u>*</u> C. William Griffin	Director	December 15, 2020
<u>*</u> John J. Mack	Director	December 15, 2020
<u>*</u> Matthew Wilkinson	Director	December 15, 2020
<u>*</u> David J. Grain	Director	December 15, 2020
<u>*</u> Desmond Iain Catterall	Director	December 15, 2020
<u>*</u> Katherine E. Wanner	Director	December 15, 2020

*By: /s/ Christopher S. Guinta
Name: Christopher S. Guinta
Title: *Attorney in fact*

CRAVATH, SWAINE & MOORE LLP

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ALYSSA K. CAPLES
JENNIFER S. CONWAY
MINH VAN NGO

December 15, 2020

New Fortress Energy Inc.
Registration Statement on Form S-3

Ladies and Gentlemen:

We have acted as counsel for New Fortress Energy Inc., a Delaware corporation (the “*Company*”), in connection with the preparation and filing with the Securities and Exchange Commission (the “*Commission*”) of a registration statement on Form S-3 (the “*Registration Statement*”) under the Securities Act of 1933, as amended (the “*Securities Act*”), relating to the registration under the Securities Act and the proposed issuance and sale from time to time pursuant to Rule 462(b) under the Securities Act of up to \$50,000,000 of shares (the “*Common Stock*”) of the Company’s Class A common stock, par value \$0.01 per share. The Registration Statement incorporates by reference the Company’s registration statement on Form S-3 (File No. 333-236921) filed with the Commission on March 5, 2020, as amended by Amendment No. 1 thereto filed with the Commission on May 6, 2020 and Post-Effective Amendment No. 1 thereto filed with the Commission on August 7, 2020 (as amended, the “*Original Registration Statement*”), including the prospectus which forms a part of such Original Registration Statement, as supplemented from time to time by one or more prospectus supplements.

In connection with this opinion, we have examined originals, or copies certified or otherwise identified to our satisfaction, of such corporate records, certificates of corporate officers and government officials and such other documents as we have deemed necessary or appropriate for the purposes of this opinion, including: (i) the Certificate of Incorporation of the Company (the “*Certificate of Incorporation*”); (ii) the Bylaws of the Company; (iii) certain resolutions adopted by the board of directors (the “*Board*”) of the Company; (iv) the Original Registration Statement; and (v) the Registration Statement. As to various questions of fact material to this opinion, we have relied upon representations of officers or directors of the Company and documents furnished to us by the Company without independent verification of their accuracy. We have also assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity to authentic original documents of all documents submitted to us as copies.

Based upon and subject to the foregoing, and assuming that (i) the Registration Statement and any supplements and amendments thereto (including post-effective amendments) will have become effective and will comply with all applicable laws; (ii) the Registration Statement and any supplements and amendments thereto (including post-effective amendments) will be effective and will comply with all applicable laws at the time the Common Stock is offered or issued as contemplated by the Registration Statement; (iii) a prospectus supplement will have been prepared and filed with the Commission describing the Common Stock offered thereby and will comply with all applicable laws; (iv) all Common Stock will be issued and sold in compliance with all applicable Federal and state securities laws and in the manner stated in the Registration Statement and the appropriate prospectus supplement; (v) neither the issuance and delivery of the Common Stock, nor the compliance by the Company with the terms of the Common Stock will violate any applicable law or will result in a violation of any provision of any instrument or agreement then binding upon the Company or any restriction imposed by any court or governmental body having jurisdiction over the Company; and (vi) a definitive purchase, underwriting or similar agreement and any other necessary agreement with respect to any Common Stock offered or issued will have been duly authorized and validly executed and delivered by the Company and the other parties thereto, we are of opinion that:

when (A) the Board has taken all necessary corporate action to approve the issuance and terms of the offering, and related matters, of the Common Stock in conformity with the Certificate of Incorporation and (B) certificates representing such Common Stock have been duly executed, countersigned, registered and delivered, assuming that at the time of such issuances the Company has a sufficient number of authorized and unissued shares of Common Stock available therefor, in accordance with the applicable definitive purchase, underwriting or similar agreement approved by the Board upon payment of the consideration therefor (which consideration is not less than the par value of the Common Stock) provided for therein, then such Common Stock will be validly issued, fully paid and nonassessable.

We are admitted to practice only in the State of New York and express no opinion as to matters governed by any laws other than the laws of the State of New York, the Delaware General Corporation Law and the Federal laws of the United States of America.

We are aware that we are referred to under the heading “*Legal Matters*” in the prospectus forming a part of the Original Registration Statement and that we may be referred to under a similar heading in a prospectus supplement filed after the effective date of the Registration Statement. We hereby consent to such use of our name therein and the filing of this opinion as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not hereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Cravath, Swaine & Moore LLP

New Fortress Energy Inc.
111 W. 19th Street, 8th Floor
New York, NY 10011

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Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement on Form S-3 filed pursuant to Rule 462(b) of the Securities Act of 1933 to the reference of our firm under the caption “Experts” and to the incorporation by reference of our report dated March 4, 2020, with respect to the financial statements of New Fortress Energy LLC, incorporated by reference in Amendment No. 1 to the Registration Statement (Form S-3 No. 333-236921) and related Prospectus for the registration of Class A Common Stock.

/s/ Ernst & Young LLP

Philadelphia, Pennsylvania
December 15, 2020
