

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): February 14, 2025

**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> |
|---------------------------------------------------------|--------------------------|--------------------------------------------------|
| <b>Class A Common Stock, par value \$0.01 per share</b> | <b>"NFE"</b>             | <b>NASDAQ Global Select Market</b>               |

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 8.01. Other Events.

On February 14, 2025, New Fortress Energy Inc. (the “Company”) filed a prospectus supplement (the “Resale Prospectus Supplement”) to its previously filed automatic shelf registration statement on Form S-3 (File No. 333-277611) registering the resale of up to an aggregate of 14,455,006 shares of the Company’s Class A common stock, par value \$0.01 per share (the “Shares”) which may be used by the selling securityholders identified therein (the “Selling Securityholders”), to resell the Shares covered thereby.

The Shares were originally issued on December 6, 2024 by the Company in satisfaction of the Company’s commitment fee obligations under certain exchange and subscription agreements, as previously disclosed in our Current Report on Form 8K filed on December 11, 2024. The Selling Securityholders have previously agreed to a lock-up providing for certain restrictions on the transfer of the Shares through June 6, 2025. The Company will not receive any proceeds from any sale of Shares by the Selling Securityholders.

The Company is filing this report to provide the legal opinion as to the validity of the Shares covered by the Resale Prospectus Supplement, which opinion is attached hereto as Exhibit 5.1.

Item 9.01. Financial Statements and Exhibits.

| Exhibit No. | Description                                                                               |
|-------------|-------------------------------------------------------------------------------------------|
| <u>5.1</u>  | Opinion of Skadden, Arps, Slate, Meagher & Flom LLP regarding the validity of the Shares. |
| 23.1        | Consent of Skadden, Arps, Slate, Meagher & Flom LLP (included in Exhibit 5.1).            |
| 104         | Cover Page Interactive Data File (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: February 14, 2025

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

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
ONE MANHATTAN WEST  
NEW YORK, NY 10001

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TORONTO

February 14, 2025

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

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

Ladies and Gentlemen:

We have acted as special United States counsel to New Fortress Energy Inc., a Delaware corporation (the “Company”), in connection with the resale by certain Selling Stockholders listed on Schedule A hereto (the “Selling Stockholders”) of up to 14,455,006 shares (the “Resale Shares”) of the Company’s Class A common stock, par value \$0.01 per share (the “Common Stock”), issued to the Selling Stockholders pursuant to the Exchange and Subscription Agreements (as defined below).

This opinion is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act of 1933 (the “Securities Act”).

In rendering the opinions stated herein, we have examined and relied upon the following:

(a) the registration statement on Form S-3 (File No. 333-277611) of the Company relating to the Common Stock and other securities of the Company filed on March 1, 2024 with the Securities and Exchange Commission (the “Commission”) under the Securities Act allowing for delayed offerings pursuant to Rule 415 of the General Rules and Regulations under the Securities Act (the “Rules and Regulations”), including the information deemed to be a part of the registration statement pursuant to Rule 430B of the Rules and Regulations (such registration statement being hereinafter referred to as the “Registration Statement”);

(b) the prospectus, dated March 1, 2024 (the “Base Prospectus”), which forms a part of and is included in the Registration Statement;

(c) the prospectus supplement, dated February 14, 2025 (together with the Base Prospectus, the “Prospectus”), relating to the resale of the Resale Shares, in the form filed with the Commission pursuant to Rule 424(b) of the Rules and Regulations;

(d) executed copies of the Exchange and Subscription Agreements, each dated as of November 6, 2024, and each as amended on November 21, 2024, by and among the Company, NFE Financing LLC, Bradford County Real Estate Partners LLC and certain of the Selling Stockholders (collectively, the “Exchange and Subscription Agreement”);

(e) an executed copy of a certificate of the Secretary of the Company, dated the date hereof (the “Secretary’s Certificate”);

(f) a copy of the Company’s Certificate of Incorporation, certified by the Secretary of State of the State of Delaware as of December 6, 2024 and February 14, 2025, and certified pursuant to the Secretary’s Certificate;

(g) a copy of the Company’s bylaws, in effect as of December 6, 2024 and February 14, 2025, and certified pursuant to the Secretary’s Certificate;

(h) a copy of the Company’s Certificate of Conversion, filed with the Secretary of State of the State of Delaware on August 3, 2020, and certified pursuant to the Secretary’s Certificate;

(i) a copy of certain resolutions of the Board of Directors of New Fortress Energy LLC, adopted on July 30, 2020, certified pursuant to the Secretary’s Certificate; and

(j) a copy of certain resolutions of the Board of Directors of the Company adopted on August 7, 2020 and November 6, 2024, certified pursuant to the Secretary’s Certificate.

We have also examined originals or copies, certified or otherwise identified to our satisfaction, of such records of the Company and the Selling Stockholders and such agreements, certificates and receipts of public officials, certificates of officers or other representatives of the Company, the Selling Stockholders and others, and such other documents as we have deemed necessary or appropriate as a basis for the opinions stated below.

In our examination, we have assumed the genuineness of all signatures, including electronic signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as facsimile, electronic, certified or photocopied copies, and the authenticity of the originals of such copies. With respect to our opinion set forth below, we have assumed that (i) the Company received the consideration for the Resale Shares set forth in the Exchange and Subscription Agreement and the applicable board resolutions and (ii) the issuance of the Resale Shares has been registered in the Company’s share registry. As to any facts relevant to the opinions stated herein that we did not independently establish or verify, we have relied upon statements and representations of officers and other representatives of the Company and the Selling Stockholders and others and of public officials, including the facts and

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conclusions set forth in the Secretary's Certificate and the factual representations and warranties set forth in the Exchange and Subscription Agreement.

We do not express any opinion with respect to the laws of any jurisdiction other than the General Corporation Law of the State of Delaware (the "DGCL").

As used herein, "Organizational Documents" means those documents listed in paragraphs (f) and (g) above.

Based upon the foregoing and subject to the qualifications and assumptions stated herein, we are of the opinion that the Resale Shares have been duly authorized by all requisite corporate action on the part of the Company under the DGCL and have been validly issued and are fully paid and nonassessable.

In addition, in rendering the foregoing opinion, we have assumed that:

(a) the Company's issuance of the Resale Shares did not (i) except to the extent expressly stated in the opinions herein, violate any statute to which the Company or such issuance is subject, or (ii) constitute a violation of, or a breach under, or require the consent or approval of any other person under, any agreement or instrument binding on the Company (except that we do not make this assumption with respect to the Organizational Documents and those agreements or instruments expressed to be governed by the laws of the State of New York which are listed in Part II of the Registration Statement or the Company's Annual Report on Form 10-K for the year ended December 31, 2023), although we have assumed compliance with any covenant, restriction or provision with respect to financial ratios or tests or any aspect of the financial condition or results of operations of the Company contained in such agreements or instruments); and

(b) the Company's authorized capital stock is as set forth in the Certificate of Incorporation, and we have relied solely on the certified copy thereof issued by the Secretary of State of the State of Delaware and have not made any other inquiries or investigations.

This opinion letter shall be interpreted in accordance with customary practice of United States lawyers who regularly give opinions in transactions of this type.

We hereby consent to the reference to our firm under the heading "Legal Matters" in the Prospectus. We also hereby consent to the filing of this opinion with the Commission as an exhibit to the Company's Current Report on Form 8-K being filed on the date hereof and incorporated by reference into the Registration Statement. In giving this consent, we do not thereby 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. This opinion is expressed as of the date hereof unless otherwise expressly stated, and we disclaim any undertaking to advise you of any subsequent changes in the facts stated or assumed herein or of any subsequent changes in applicable laws.

Very truly yours,

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New Fortress Energy Inc.  
February 14, 2025  
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/s/ Skadden, Arps, Slate, Meagher & Flom LLP

*Skadden, Arps, Slate, Meagher & Flom LLP*

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