

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):
March 26, 2021

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
(I.R.S. Employer Identification No.)

111 W. 19th Street 8th Floor
New York, New York, 10011
(Address of principal executive offices, including zip code)

(516) 268-7400
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

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	The 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 8.01 Other Events

On March 26, 2021, New Fortress Energy Inc. (the “Company”) announced the pricing of its previously announced private offering of \$1.5 billion aggregate principal amount of senior secured notes due 2026 (the “Notes”). The Company intends to use a portion of the net proceeds from this offering to fund the cash consideration for its previously announced acquisition of Golar LNG Partners L.P. and pay related fees and expenses. The Company intends to use any remaining proceeds from this offering for general corporate purposes, including making investments in developing projects.

A copy of the press release is attached hereto as exhibit 99.1, and is incorporated into this Item 8.01 by reference. The Notes and the guarantees thereof will not be registered under the Securities Act of 1933, as amended, or any state securities laws, and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number.	Description
99.1	Press release, dated March 26, 2021.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: March 26, 2021

NEW FORTRESS ENERGY INC.

By: /s/ Christopher S. Guinta

Name: Christopher S. Guinta

Title: Chief Financial Officer

NEW FORTRESS ENERGY ANNOUNCES PRICING OF \$1.5 BILLION OF SENIOR SECURED NOTES

NEW YORK--(BUSINESS WIRE)—March 26, 2021--New Fortress Energy Inc. (NASDAQ: NFE) (the “Company”) announced today the pricing of its previously announced private offering of \$1.5 billion aggregate principal amount of senior secured notes due 2026 (the “Notes”). The Notes will bear interest at 6.500% per annum and will be issued at an issue price equal to 100% of principal, plus accrued interest, if any, from April 12, 2021. The closing of the offering is subject to certain limited conditions.

Subject to certain exceptions and thresholds, the Notes will be guaranteed on a senior secured basis by each domestic subsidiary and foreign subsidiary that is a wholly-owned restricted subsidiary of the Company that is a guarantor under its existing senior secured notes. The Notes will be secured by substantially the same collateral as the Company’s existing first lien obligations under its existing senior secured notes.

The Company intends to use a portion of the net proceeds from this offering to fund the cash consideration for its previously announced acquisition of Golar LNG Partners L.P. and pay related fees and expenses. The offering is not contingent on the completion of the acquisition. The Company intends to use any remaining proceeds from this offering for general corporate purposes, including making investments in developing projects. The Notes will be subject to a special mandatory redemption. If the acquisition is not consummated on or prior to October 13, 2021, the Notes will be redeemed at a price equal to 100% of the aggregate principal amount of the Notes, plus accrued and unpaid interest on the principal amount of the Notes to, but not including, the special mandatory redemption date.

The Notes and the guarantees thereof were offered in the United States to qualified institutional buyers under Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), and to persons outside of the United States under Regulation S under the Securities Act. The Notes and the guarantees thereof will not be registered under the Securities Act or any state securities laws, and, unless so registered, may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

This press release does not constitute an offer to sell or a solicitation of an offer to buy the securities described herein, nor shall there be any sale of these securities in any state or other jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

About New Fortress Energy Inc.

New Fortress Energy is a global energy infrastructure company founded to help accelerate the world’s transition to clean energy. The company funds, builds and operates natural gas infrastructure and logistics to rapidly deliver fully integrated, turnkey energy solutions that enable economic growth, enhance environmental stewardship and transform local industries and communities.

Cautionary Language Regarding Forward-Looking Statements

This press release contains forward-looking statements, including but not limited to statements regarding the consummation of the offering or the Company’s anticipated use of the net proceeds from the offering. All statements contained in this press release other than historical information are forward-looking statements that involve known and unknown risks and relate to future events, our future financial performance or our projected business results. In some cases, you can identify forward-looking statements by terminology such as “may,” “will,” “should,” “expects,” “plans,” “anticipates,” “believes,” “estimates,” “predicts,” “projects,” “targets,” “potential” or “continue” or the negative of these terms or other comparable terminology. Such forward-looking statements are necessarily estimates based upon current information and involve a number of risks and uncertainties. Actual events or results may differ materially from the results anticipated in these forward-looking statements as a result of a variety of factors.

All forward-looking statements speak only as of the date on which it is made. When considering forward-looking statements, you should keep in mind the risk factors and other cautionary statements included in our annual, quarterly and other reports we file with the SEC. We undertake no duty to update these forward-looking statements, even though our situation may change in the future. Furthermore, we cannot guarantee future results, events, levels of activity, performance, projections or achievements.

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