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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): April 21, 2025**

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**Venture Global, Inc.**

(Exact name of registrant as specified in its charter)

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Delaware  
(State or other jurisdiction  
of incorporation)

001-42486  
(Commission  
File Number)

93-3539083  
(IRS Employer  
Identification No.)

1001 19th Street North, Suite 1500  
Arlington, VA  
(Address of Principal Executive Offices)

22209  
(Zip Code)

**Registrant's telephone number, including area code: (202) 759-6740**

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

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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 (see General Instruction A.2. below):

- 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:**

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A common stock, \$0.01 par value per share	VG	New York Stock Exchange

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.

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### **Item 1.01. Entry into a Material Definitive Agreement.**

On April 21, 2025 (the “Issue Date”), Venture Global Plaquemines LNG, LLC (“VGPL”), an indirect, wholly-owned subsidiary of Venture Global, Inc. (the “Company”) issued \$1.25 billion aggregate principal amount of 7.50% senior secured notes due 2033 (the “2033 Notes”), and \$1.25 billion aggregate principal amount of 7.75% senior secured notes due 2035 (the “2035 Notes” and, together with the 2033 Notes, the “Notes”).

The Notes were offered in the United States and sold to persons reasonably believed to be qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), and outside the United States to non-U.S. persons pursuant to Regulation S under the Securities Act.

The Notes were issued by VGPL on the Issue Date pursuant to an indenture, dated as of April 21, 2025 (the “Indenture”), among VGPL, Venture Global Gator Express, LLC, as guarantor (the “Guarantor”), any other guarantor that may become a party thereto from time to time and Regions Bank, as trustee (the “Trustee”).

The 2033 Notes bear interest at a rate of 7.50% per annum and the 2035 Notes bear interest at a rate of 7.75% per annum, with interest on each series of notes payable semi-annually in arrears on May 1 and November 1 of each year, commencing on November 1, 2025. The 2033 Notes will mature on May 1, 2033, and the 2035 Notes will mature on May 1, 2035.

VGPL’s obligations under the Notes are guaranteed by the Guarantor and may be guaranteed by certain of VGPL’s future domestic subsidiaries, if any. The Notes and the guarantees are secured by certain collateral, and the Notes and the existing term loan and working capital revolving facilities entered into by VGPL, as borrower, and the Guarantor, as guarantor (the “A&R Credit Facility Agreement”) share equally in such collateral. The Indenture contains customary terms and events of default and certain restrictive and maintenance covenants that, among other things, limit or restrict the ability of, or require, as applicable, VGPL, the Guarantor and certain of VGPL’s future subsidiaries, if any, to (i) make restricted payments, (ii) incur additional indebtedness or issue preferred stock, (iii) guarantee the obligations of others, (iv) assume, incur, permit or suffer to exist liens on VGPL’s or their respective assets, (v) create or permit to exist or become effective any consensual encumbrance on the ability of a restricted subsidiary to pay dividends, pay indebtedness owed to VGPL, the Guarantor or any of VGPL’s other restricted subsidiaries, make loans or advances to VGPL, the Guarantor or VGPL’s other restricted subsidiaries, or sell, lease or transfer any properties or assets to VGPL, the Guarantor or any of VGPL’s other restricted subsidiaries, (vi) consolidate, merge or sell substantially all of VGPL’s or their respective assets or properties, (vii) make investments, loans or advances, (viii) enter into certain transactions or agreements with or for the benefit of VGPL’s or their respective affiliates, (ix) amend or modify certain material project agreements or certain qualifying SPAs, (x) enter into hedging agreements, (xi) maintain accounts and (xii) create subsidiaries. The Indenture covenants are subject to a number of important limitations and exceptions.

At any time or from time to time, prior to November 1, 2032 (6 months prior to the maturity date of the 2033 Notes) (the “2033 Call Date”), VGPL may redeem the 2033 Notes, in whole or in part, at a redemption price equal to 100% of the aggregate principal amount of the 2033 Notes, plus the “make-whole” set forth in the Indenture, plus accrued and unpaid interest up to but excluding the redemption date. In addition, at any time or from time to time, on or after the 2033 Call Date, VGPL may redeem the 2033 Notes, in whole or in part, at a redemption price equal to 100% of the principal amount of the 2033 Notes to be redeemed, plus accrued and unpaid interest, if any, on the 2033 Notes redeemed up to but not including the redemption date.

At any time or from time to time, prior to November 1, 2034 (6 months prior to the maturity date of the 2035 Notes) (the “2035 Call Date”), VGPL may redeem the 2035 Notes, in whole or in part, at a redemption price equal to 100% of the aggregate principal amount of the 2035 Notes, plus the “make-whole” set forth in the Indenture, plus accrued and unpaid interest up to but excluding the redemption date. In addition, at any time or from time to time, on or after the 2035 Call Date, VGPL may redeem the 2035 Notes, in whole or in part, at a redemption price equal to 100% of the principal amount of the 2035 Notes to be redeemed, plus accrued and unpaid interest, if any, on the 2035 Notes redeemed up to but not including the redemption date.

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The Notes and the guarantees constitute VGPL's and the Guarantor's direct and unconditional senior secured obligations and rank senior in right of payment to any of VGPL's and the Guarantor's future indebtedness that is subordinated in right of payment to the Notes and the guarantees and are equal in right of payment with all of VGPL's and the Guarantor's existing and future indebtedness that is not subordinated, including the A&R Credit Facility Agreement. The Notes and the guarantees are effectively subordinated to all of VGPL's and the Guarantor's indebtedness that is secured by assets, if any, other than the collateral securing the Notes, to the extent of the value of such assets. The Notes and the guarantees are effectively senior to all of VGPL's and the Guarantor's senior indebtedness that is unsecured to the extent of the value of the assets constituting the collateral securing the Notes.

A copy of the Indenture will be filed as an exhibit to the Company's quarterly report on Form 10-Q for the quarter ended June 30, 2025.

**Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.**

The information set forth in Item 1.01 is incorporated herein by reference.

**Item 8.01. Other Events.**

On April 21, 2025, the Company issued a press release announcing that VGPL had closed a private offering of the Notes. A copy of the press release is filed as Exhibit 99.1 to this Current Report on Form 8-K.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
<a href="#">99.1</a>	<a href="#">Press release dated April 21, 2025, relating to VGPL's offering of the Notes.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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**SIGNATURES**

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 hereunto duly authorized.

Dated: April 21, 2025

**Venture Global, Inc.**

By: /s/ Jonathan Thayer  
Jonathan Thayer  
Chief Financial Officer

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## Venture Global Announces Closing of \$2,500,000,000 Senior Secured Notes by Venture Global Plaquemines LNG, LLC

Arlington, Va. — Venture Global, Inc. (“Venture Global”) announced today that its subsidiary, Venture Global Plaquemines LNG, LLC (“VGPL”) has closed an offering of \$2,500,000,000 aggregate principal amount of senior secured notes, which has been issued in two series: (i) a series of 7.50% senior secured notes due 2033 in an aggregate principal amount of \$1,250,000,000 (the “2033 Notes”) and (ii) a series of 7.75% senior secured notes due 2035 in an aggregate principal amount of \$1,250,000,000 (the “2035 Notes” and, together with the 2033 Notes, the “Notes”). The 2033 Notes will mature on May 1, 2033 and the 2035 Notes will mature on May 1, 2035.

VGPL intends to use the net proceeds from the offering to (i) prepay certain amounts outstanding under VGPL’s existing senior secured first lien credit facilities (the “Existing Credit Facilities”) and (ii) pay fees and expenses in connection with the offering. The notes are guaranteed by Venture Global Gator Express, LLC (VGPL’s affiliate). The Notes are secured on a pari passu basis by a first-priority security interest in the assets that secure the Existing Credit Facilities.

The Notes were not registered under the Securities Act of 1933, as amended (the “Securities Act”) or the securities laws of any state or other jurisdictions, and the Notes may not be offered or sold in the United States absent registration under the Securities Act or an applicable exemption from the registration requirements of the Securities Act. This press release shall not constitute an offer to sell or a solicitation of an offer to buy the Notes, nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale of these securities would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

### About Venture Global

Venture Global is a long-term, low-cost provider of U.S. LNG sourced from resource rich North American natural gas basins. Venture Global’s business includes assets across the LNG supply chain including LNG production, natural gas transport, shipping and regasification. Venture Global’s first facility, Calcasieu Pass, commenced producing LNG in January 2022. The company’s second facility, Plaquemines LNG, achieved first production of LNG in December 2024. The company is currently constructing and developing over 100 MTPA of nameplate production capacity to provide clean, affordable energy to the world. Venture Global is developing Carbon Capture and Sequestration projects at each of its LNG facilities.

### Forward-Looking Statements

This press release contains certain statements that may include “forward-looking statements.” All statements, other than statements of historical or present facts or conditions, included herein are “forward-looking statements.” Included among “forward-looking statements” are, among other things, statements regarding Venture Global’s business strategy, plans and objectives, including the use of proceeds from the offering. Venture Global believes that the expectations reflected in these “forward-looking statements” are reasonable, they are inherently uncertain and involve a number of risks and uncertainties beyond Venture Global’s control. In addition, assumptions may prove to be inaccurate. Actual results may differ materially from those anticipated or implied in “forward-looking statements” as a result of a variety of factors. These “forward-looking statements” speak only as of the date made, and other than as required by law, Venture Global undertakes no obligation to update or revise any “forward-looking statement” or provide reasons why actual results may differ, whether as a result of new information, future events or otherwise.

### Investor Contact

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