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): May 31, 2011

CHENIERE ENERGY, INC.

(Exact name of registrant as specified in its charter)

1-16383

(Commission File Number)

Delaware

(State or other jurisdiction of incorporation or organization)

700 Milam Street Suite 800 Houston, Texas (Address of principal executive offices) 95-4352386 (I.R.S. Employer Identification No.)

77002

(Zip Code)

Registrant's telephone number, including area code: (713) 375-5000

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))

Item 7.01. Regulation FD Disclosure.

On May 31, 2011, Cheniere Energy, Inc. (the "Company") revised its corporate presentation. The revised presentation is attached as Exhibit 99.1 to this report and is incorporated by reference into this Item 7.01.

The information included in this Item 7.01 of Current Report on Form 8-K, including the attached Exhibit 99.1, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

d) Exhibits

Exhibit <u>Number</u> <u>Description</u>

99.1 Corporate presentation June 2011.*

*Furnished herewith

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.

By:

CHENIERE ENERGY, INC.

Date: May 31, 2011

/s/ Meg A. Gentle

Name: Meg A. Gentle Title: Senior Vice President and Chief Financial Officer

EXHIBIT INDEX

Exhibit <u>Number</u><u>Description</u>

99.1 Corporate presentation June 2011.*

*Furnished herewith





Cheniere Energy, Inc. Corporate Presentation June 2011



Forward Looking Statements

This presentation contains certain statements that are, or may be deemed to be, "forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended". All statements, other than statements of historical facts, included herein are "forward-looking statements." Included among "forward-looking statements" are, among other things:

 statements relating to the construction or operation of each of our proposed liquefied natural gas, or LNG, terminals or our proposed pipelines or liquefaction facilities, or expansions or extensions thereof, including statements concerning the completion or expansion thereof by certain dates or at all, the costs related thereto and certain characteristics, including amounts of regasification, transportation, liquefaction and storage capacity, the number of storage tanks, LNG trains, docks, pipeline deliverability and the number of pipeline interconnections, if any;

 statements that we expect to receive an order from the Federal Energy Regulatory Commission, or FERC, authorizing us to construct and operate proposed LNG receiving terminals, liquefaction facilities or proposed pipelines by certain dates, or at all;

 statements regarding future levels of domestic natural gas production, supply or consumption; future levels of LNG imports into North America; sales of natural gas in North America or other markets; exports of LNG from North America; and the transportation, other infrastructure or prices related to natural gas, LNG or other energy sources or hydrocarbon products;

statements regarding any financing or refinancing transactions or arrangements, or ability to enter into such transactions or arrangements, whether on the part of Cheniere Energy, Inc., or Cheniere, or any subsidiary or at the project level;

 statements regarding any commercial arrangements presently contracted, optioned or marketed, or potential arrangements, to be performed substantially in the future, including any cash distributions and revenues anticipated to be received and the anticipated timing thereof, and statements regarding the amounts of total LNG regasification, liquefaction or storage capacity that are, or may become, subject to such commercial arrangements;

statements regarding counterparties to our commercial contracts, memoranda of understanding, or MOUs, construction contracts and other contracts;

statements regarding any business strategy, any business plans or any other plans, forecasts, projections or objectives, including potential revenues and capital
expenditures, any or all of which are subject to change;

 statements regarding legislative, governmental, regulatory, administrative or other public body actions, requirements, permits, investigations, proceedings or decisions;

statements regarding our anticipated LNG and natural gas marketing activities; and

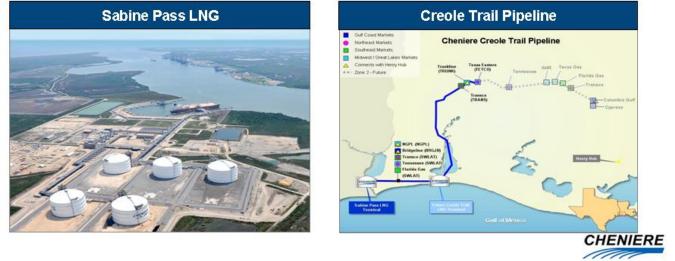
any other statements that relate to non-historical or future information.

These forward-looking statements are often identified by the use of terms and phrases such as "achieve," anticipate, "believe," contemplate," develop, "estimate," "example," "expect," forecast," opportunities, "plan," potential, "project," propose, "subject to," and similar terms and phrases. Although we believe that the expectations reflected in these forward-looking statements are reasonable, they do involve assumptions, risks and uncertainties, and these expectations may prove to be incorrect. You should not place undue reliance on these forward-looking statements, which speak only as of the date of this presentation. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of a variety of factors, including those discussed in "Risk Factors" in the Cheniere Energy, Inc. Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 5, 2011, which are incorporated by reference into this presentation. All forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by these "Risk Factors". These forward-looking statements are made as of the date of this presentation, and we undertake no obligation to publicly update or revise any forward-looking statements.



Cheniere Operations

- Cheniere is engaged in the development, construction and operation of LNG terminals and pipelines and marketing of LNG and natural gas
 - <u>Sabine Pass LNG</u> became operational in 2008 and cost ~\$1.6B, send-out capacity is 4.0 Bcf/d, storage capacity is 16.9 Bcfe
 - Sabine Pass LNG is connected to the U.S. natural gas pipeline grid through the Creole Trail pipeline and other interconnecting pipelines
 - <u>Creole Trail Pipeline</u> also became operational in 2008 and cost ~\$560mm, transportation capacity is 2.0 Bcf/d, 42-inch diameter



Fully contracted capacity under three long-term Terminal Use Agreements

	Total Gas & Power N.A.	Chevron Chevron USA	CHENIERE Cheniere Energy Investments
Capacity	1.0 Bcf/d	1.0 Bcf/d	2.0 Bcf/d
Fees ⁽¹⁾			
Reservation Fee ⁽²⁾	\$0.28/MMBTU	\$0.28/MMBTU	\$0.28/MMBTU
Opex Fee ⁽³⁾	\$0.04/MMBTU	\$0.04/MMBTU	\$0.04/MMBTU
2011 Full-Year Payments	\$124 million	\$129 million	\$252 million
Term	20 years	20 years	20 years
Guarantor	Total S.A.	Chevron Corp.	Cheniere Energy Partners, L.P.
Guarantor Credit Rating	Aa1/AA	Aa1/AA	NR
Payment Start Date	April 1, 2009	July 1, 2009	January 1, 2009

(1) Fees do not vary with the actual quantity of LNG processed; tax reimbursement not included in the fees.

(2) No inflation adjustments.

(3) Subject to annual inflation adjustment.

(4) Cheniere Marketing, a 100% subsidiary of Cheniere, assigned its TUA to Cheniere Energy Investments effective 7/1/2010.

Note: Termination Conditions – (a) force majeure of 18 months (b) unable to satisfy customer delivery requirements of ~192MMbtu in a 12month period, 15 cargoes over 90 days or 50 cargoes in a 12-month period. In the case of force majeure, the customers are required to pay their capacity reservation fees for the initial 18 months.







Liquefaction Project



Strategic Focus: Liquefaction Expansion Project

- Cheniere is developing a project to add liquefaction trains, transforming the Sabine Pass LNG facility into the first bi-directional LNG terminal that can import & export LNG
 - Proposing up to 4 liquefaction trains, 16 mtpa total nominal processing capacity
 - Seeking to contract 14 mtpa under 20-yr fixed price, take-or-pay contracts
 - Anticipate beginning construction 2012, beginning operations 2015
- LNG value chain:



LNG is natural gas cooled to -260°F in order to be transported by ship to distant markets

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Proposed Liquefaction Project will Transform Sabine into Bi-directional Import / Export Facility





Bi-directional Service at Sabine Pass Provides Opportunity to Arbitrage Henry Hub vs. Oil

Worldwide LNG prices predominantly based on oil prices = \$10 - \$25 / MMBtu

LNG Contract Price				
Indexation %		11%		15%
at \$90/bbl	\$	9.90	\$	13.50
at \$150/bbl	\$	16.50	\$	22.50

Cost to deliver gas from Sabine Pass to Europe & Asia = \$7 - \$12 / MMBtu

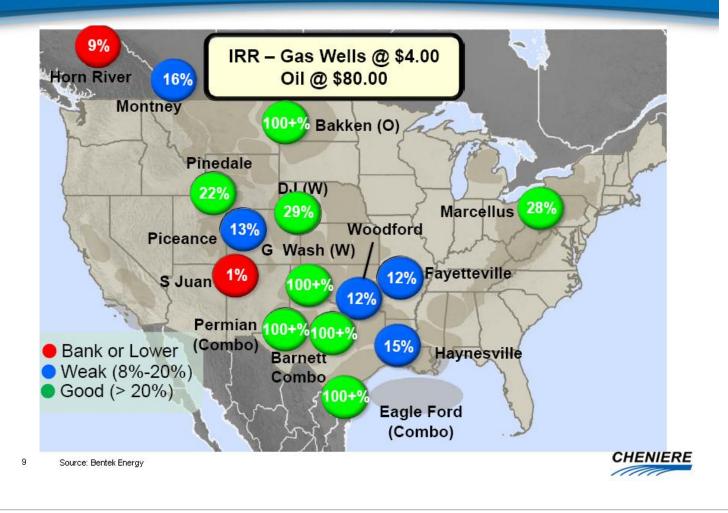
	Eu	irop	e		A	sia	
(\$/MMBtu)	 Low		High	<u>.</u>	Low		High
Henry Hub	\$ 4.00	\$	6.50	\$	4.00	\$	6.50
Capacity Charge	1.75		1.75		1.75		1.75
Shipping	1.00		1.00		2.80		2.80
Fuel	0.40		0.65		0.40		0.65
Delivered Cost	\$ 7.15	\$	9.90	\$	8.95	\$	11.70

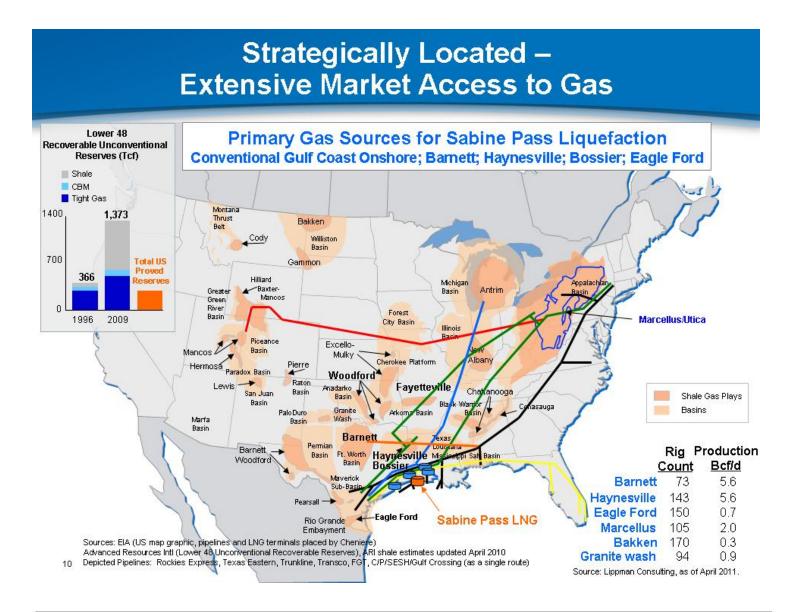
Current LNG Market	30 – 40 Bcf/d	LNG contracts indexed to oil prices – rule of thumb 11% to 15% of crude oil prices
Growth Market	100 Bcf/d	Power generators switching from oil to gas – paying \$13 to \$19 / MMBtu for fuel oil and diesel

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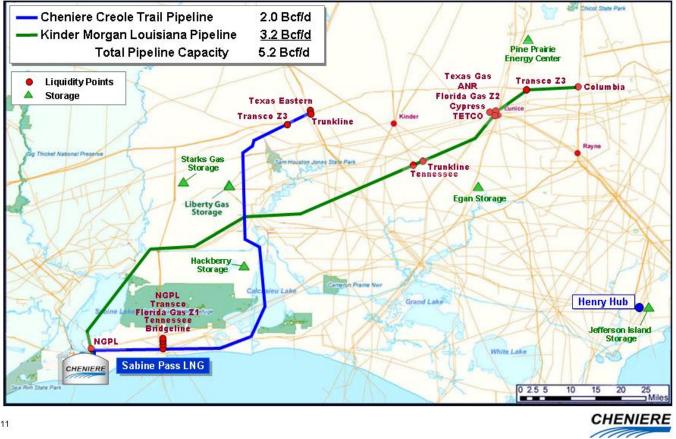


Unconventional Plays – Comparative Rates of Return

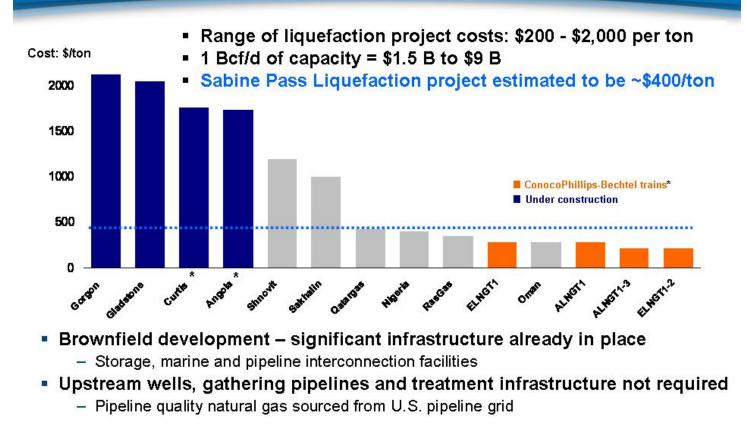




Strategically Located -**Multiple Pipeline Interconnects**



Sabine Pass Liquefaction Project - Brownfield Development, Lower Expected Capital Costs

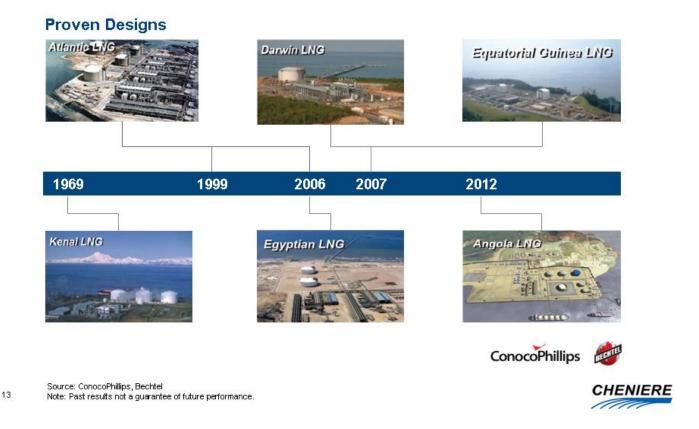


Source: ConocoPhillips-Bechtel, Cheniere research. Project costs per ton are total project costs divided by mtpa capacity of LNG trains. Figures do not attempt to isolate, where applicable, the cost of the liquefaction facilities within a major LNG complex. Chart includes a representative sample of liquefaction facilities and does not include all liquefaction facilities existing or under construction. Note: Past results not a guarantee of future performance.



ConocoPhillips-Bechtel – Global LNG Collaboration

Collaboration projects onstream ahead of schedule and exceeded expectations



LNG Regulatory Process Update and Project Support

- Very strong local support: Cameron Parish officials, Louisiana state and federal congressional delegations, parish & state agencies
- Strong support from most gas producing states
- Exporting natural gas will
 - stimulate the economies through job creation;
 - provide a boost to American global competitiveness;
 - promote domestic production of U.S. energy, helping reduce reliance on foreign sources;
 - further public initiatives, such as improving the U.S. balance of trade; and replacing environmentally damaging fuels with a cleaner source.

Regulatory

FERC: Authorization to Construct

- · Base site permitted
- NEPA pre-filing 7/2010 for expansion
- Some agencies already in agreement
- Formal application filed 1/31/2011
- FERC coordinates process and will receive concurrence for final EA
- Estimated approval 2012

DOE: Authorization to Export

- Filed two applications in 8/2010 & 9/2010
- Approval to export 2 Bcf/d for 30 years to Free Trade nations received 9/2010
- Public comment period to export to non-free trade nations closed 12/13/2010
- Approval to export to non FT nations received 5/2011



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Commercial Structure: Estimated Terms of Liquefaction Contracts

Summary of Estimated LNG Processing Capacity Fees:

- + Capacity Reservation Fee: Approximately \$1.75/MMBtu
 - "Take-or-Pay", permits lifting or unloading cargoes
 - Fixed fee regardless of use, paid monthly in advance
 - Includes rights to export or import LNG
 - Includes use of the Creole Trail Pipeline
- + Fuel Surcharge:
 - 2% for regasification process, fixed rate per the TUA
 - 8 12% for liquefaction process, based on actual usage and paid in-kind
- Customers reserve bi-directional capacity rights, both import and export services, under Liquefaction Processing Agreements ("LPAs")
- Customers pay take-or-pay capacity fee plus fuel surcharge 1 Bcf/d = ~\$640 million of contracted annual revenues
- Customers are responsible for delivering their own feed gas for processing, sourced from pipeline interconnects (including Creole Trail Pipeline) and making shipping arrangements from the terminal



Customer MOUs Signed to Date*

Date	Customer	Rating	Capacity (mtpa)
Nov-10	Morgan Stanley (US)	A2 / A	1.7
Oct-10	ENN Energy Holdings (China)	Ba1 / BBB-	1.5
Nov-10	Gas Natural Fenosa (Spain)	Baa2 / BBB	1.5
Jan-11	EDF (France)	A3 / A	1.5
Jan-11	Sumitomo (Japan)	A2 / A	1.5
Feb-11	Basic Energy (Dominican Republic)	NR / B-	0.6
Feb-11	Endesa / Enel (Spain/Italy)	A2 / A-	1.5
	Total signed to date		9.8
	Target contract capacity for two trains		7.0

 Sabine has signed non-binding MOUs with customers for up to 9.8 mtpa of bi-directional processing capacity, exceeding the targeted capacity of 7.0 mtpa for the first two trains

 Sabine has drafted formal definitive agreements and has initiated the process to negotiate binding, definitive agreements with these counterparties

Sabine is in discussions with other interested parties that have not signed MOUs; for these
potential customers, Sabine will negotiate definitive agreements

Anticipated contract tenor: 20 years

*Non-binding MOUs entered into with potential customers intending to contract bi-directional processing capacity at the Sabine Pass LNG terminal. Capacity
 figures are approximate and generally represent the upper end of the quantity range in certain instances. Ratings listed are company specific or parent ratings
 Note: Above does not include MOU recently announced with Klaipedos Nafta, which was signed with Cheniere to consider LNG options for the Lithuanian Co.

Estimated Financial Impact - Liquefaction Project

(Annualized)

Cheniere expected to benefit from distributions received through its CQP ownership and management contracts, and fees paid to Creole Trail Pipeline

	Contracted Capacity	Liquefaction Project Economics			
	Fees (1)	Impact to CQP	Impact to LNG		
Current \$253mm	 Stable common unit distributions ~1 x coverage supported by 20 year fixed price contracts with AA rated counterparties 	 ~\$38mm paid to CEI as mgmt fees & Common/G.P. distributions 			
Trains 1 & 2	\$640mm	 Allows distributions to subordinated unitholders (\$230mm needed to meet annualized IQD⁽²⁾) 	 Distributions on all units held by CEI 		
		Potential common distribution growth			
		Position CQP as a growth MLP			
Trains 3 & 4	\$640mm	 Increase distributions to all unitholders 	 Cash flow to CEI increases including GP IDRs 		

 Contracted cash, Current, based on the Chevron and Total TUAs. Contracted cash for the liquefaction trains based on a capacity fee of ~\$1.75/MMBtu. Actual net distributable cash flow will depend upon various factors, including debt service payments for amortization and interest, operating expenses, etc.
 IQD - initial quarterly distribution per unit is \$0.425 as defined in the partnership agreement.

Note: Estimates represent a summary of internal forecasts, are based on current assumptions and are subject to change. Actual performance may differ materially from, and there is no plan to update, the forecast. See "Forward Looking Statements" cautions.



Expected Timeline

Milestone	Target Date
 Sign MOUs with interested parties 	Completed
 DOE export authorization 	Received
 Definitive commercial agreements 	Mid 2011
 EPC contract 	2H2011
 Financing commitments 	2H2011
 FERC construction authorization 	2012
 Commence construction 	2012
 Commence operations 	2015

Project teams in place with the same key people who delivered the Sabine Pass LNG terminal and Creole Trail P/L on time and on budget

Note: Past results not a guarantee of future performance.







Financial Overview

(All numbers reflect pre-Liquefaction financials)



Estimated LNG Net Cash Flows* Annualized estimates pre-Liquefaction Project

Cash receipts expected to increase from CQP driven by Liquefaction Project unit distributions, management fees and Creole Trail P/L tariffs

Recei	pts
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Marketing activity / subordinated unit dist.	?
Net cash outflow	\$ 45 - 55
Debt service	35
 Other, incl adv tax payments 	3 – 5
 Pipeline & tug services 	10
 G&A, net marketing 	25 – 35
<u>Disbursements</u>	
 Management fees from CQP 	8-19 **
 Distributions from CQP (Common/GP) 	\$ 20

*Estimates represent a summary of internal forecasts for 2011, are based on current assumptions and are subject to change. Estimates do not include any impacts for the Offering. Actual performance may differ materially from, and there is no plan to update, the forecast. See "Forward Looking Statements" cautions. Estimates exclude earnings forecasts from operating activities.

**Approximately \$11 million is fees for management services provided by Cheniere to CQP payable on a quarterly basis, equal to the lesser of 1) \$2.5 million (subject to inflation) or 2) such amount of CQP's unrestricted cash and cash equivalents as remains after CQP has distributed in respect of each quarter for each common unit then outstanding an amount equal to the IQD and the related GP distribution and adjusting for any cash needed to provide for the proper conduct of the business of CQP, other than Sabine Pass operating cash flows reserved for distributions in respect of the next four quarters.

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Estimated CQP Distributable Cash Flows Annualized estimates pre-Liquefaction Project

Receipts		
 TUAs – Chevron and Total 	\$	253
Other Services	Ŷ	7
Total Cash Receipts	13 <u>-</u>	260
<u>Costs</u>		
 Operating, G&A, Maintenance CapEx 		46
Debt Service		165
Total Costs		211
Available for Distributions to Common and G.P.	\$	49
Potential Future Cash Flows		
 Regas Capacity (from VCRA) 	\$ C) – 250
Available for Management Fees ⁽¹⁾ & Sub Units	\$ 0) – 250
Distributions Paid Based on IQD and Available Cash(Above)		
General Partner	\$	1
Common Units ⁽²⁾		47
 Subordinated Units 		0
Total Distributions Paid from Available	\$	48

(1) No basis equal (1) Not included in disbursements above is an estimate of up to approximately \$11 million of fees payable to Cheniere for services provided under a mgmt svos. agreement. Such fees are payable common a quarterly basis equal to the lesser of 1) \$2.5 million (subject to inflation) or 2) such amount of CQP's unrestricted cash and cash equivalents as remains after CQP has distributed in respect of each qtr. for each common unit then outstanding an amount equal to the IOD and the related GP distribution and adjusting for any cash needed to provide for the proper conduct of the business of CQP, other than Sabine Pass operating cash flows reserved for distributions in respect of the next four quarters.
 (2) Assumes one million common units sold per ATM offering. As of March 31, 2011 approximately 0.1 million were sold.

21 Note: Estimates represent a summary of internal forecasts, are based on current assumptions and are subject to change. Actual performance may differ materially from, and there is no plan to update, the forecast. See "Forward Looking Statements" cautions.



CQP Ownership

(in mm)	Cheniere, Inc.	Public	Total
Common Units	10.9	15.6	26.5
Subordinated Units	135.4	10 1	135.4
General Partner @ 2%	3.3	z - -	3.3
	149.6	15.6	165.2
Percent of total	90.5%	9.5%	100%

 Currently, CQP generates distributable cash flows (DCF) sufficient to pay the IQD and applicable 2% to the GP and common units only (net cash from Chevron and Total TUAs)

 Prior to the development of the liquefaction project, the subordinated units may receive distributions from new business at CQP or from fees received from the VCRA with Cheniere Marketing

 Upon commencement of DCF being generated from the liquefaction project, CQP will first pay distributions to the subordinated units up to the IQD in accordance with the cash waterfall in the partnership agreement

*CQP Ownership as of March 31, 2011. Does not reflect additional common units sold after March 31, 2011 through the up to 1MM of Common Units proposed to be issued through an at-the-market program.



Condensed Balance Sheets

As of March 31, 2011

				(\$ in MM)			
	Cheni	Cheniere Energy		Other Cheniere		Consolidated	
	Parti	ners, L.P.	Ener	gy, Inc. (1)	Chenie	re Energy, Inc. (3)	
Unrestricted cash and equivalents	\$	-	\$	24	\$	24	
Restricted cash and securities (2)		184		4		188	
Accounts and interest receivable		1		32)	33	
Property, plant and equipment, net		1,542		603		2,145	
Goodwill and other assets		50		157		207	
Total assets	\$	1,776	\$	788	\$	2,564	
Deferred revenue and other liabilities	\$	135	\$	(1)	\$	134	
Current & Long-term debt		2,189		751		2,940	
Non-Controlling interest		<u>~</u>		184		184	
Deficit		(548)		(146)		(694)	
Total liabilities and deficit	\$	1,776	\$	788	\$	2,564	

Cash available for Cheniere's operations is ~\$53.9 mm including unrestricted cash and equivalents of ~\$24.5 mm and ~\$29.4 mm of the A/R balance (due to timing of cash receipts)

(1) Includes intercompany eliminations and reclassifications.

(2) Restricted cash includes debt service reserves as required per indenture. Cash is presented as restricted at the consolidated level.
 (3) For a complete balance sheet see the Cheniere Energy, Inc. and Cheniere Energy Partners, L.P. Form 10-Qs for the period ended March 31, 2011 filed with the SEC.

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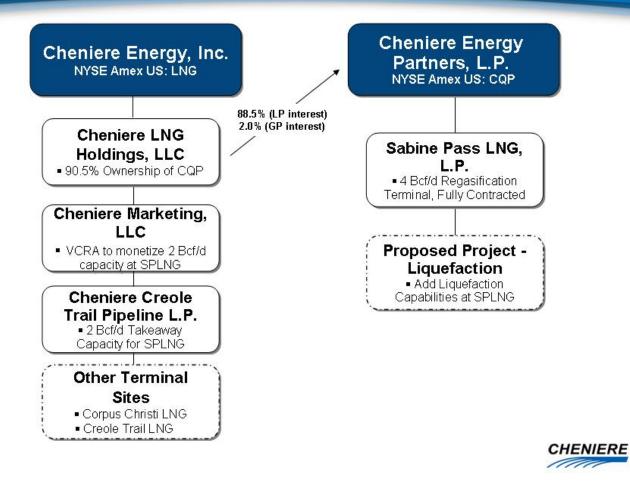
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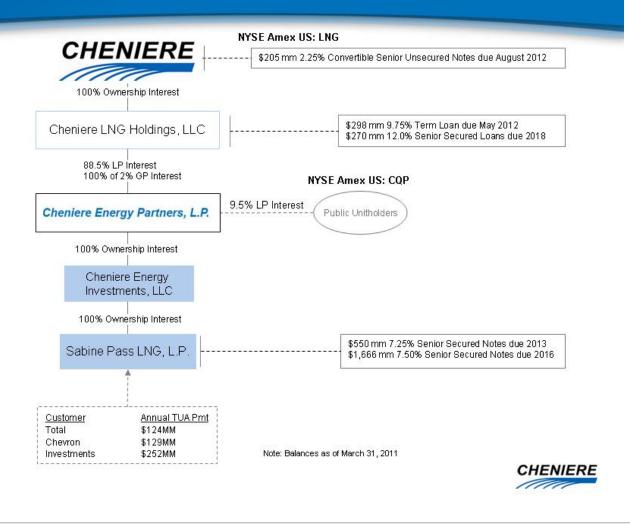


Appendix

Cheniere Overview

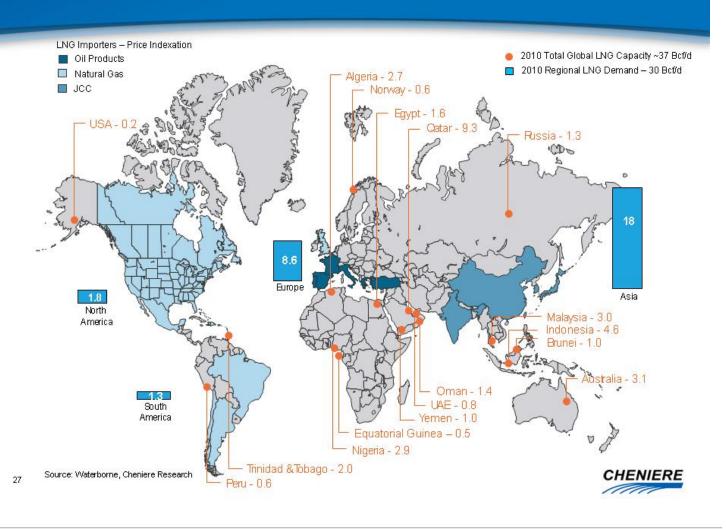


Organization Structure and Existing Debt

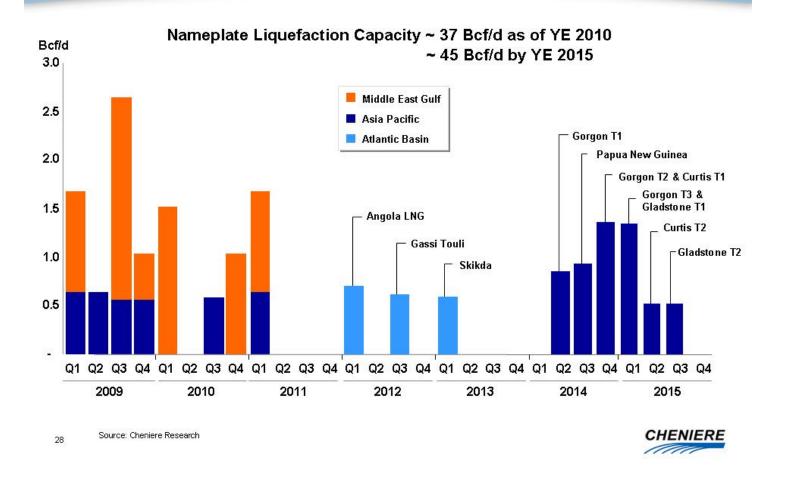


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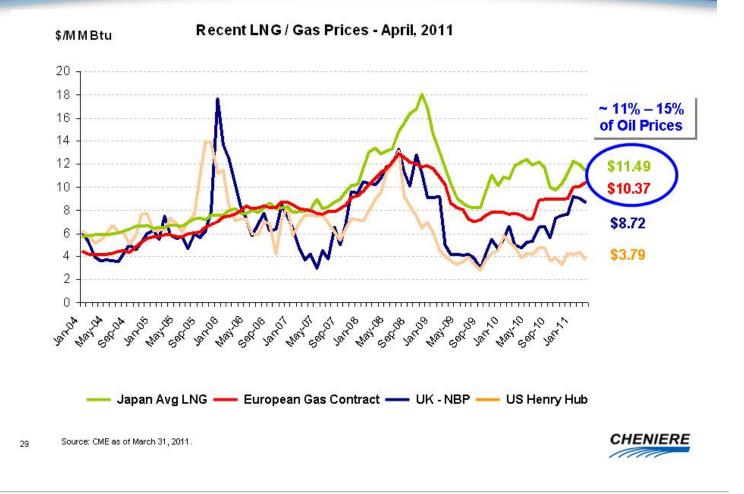
Global LNG Market



Firm Liquefaction Capacity Additions



Attractive Oil Linked Market Prices



North America Onshore Receiving Terminals



Terminal Capacity Holder	Baseload Sendout (MMcf/d)
Canaport Repsol	1,000
Everett - Suez	700
Cove Point BP, Statoil, Shell	1,800
Elba Island BG, Marathon, Shell	1,800
Gulf LNG Angola LNG, ENI	1,300
Lake Charles - BG	1,800
Freeport ConocoPhillips, Dow, Mitsu	1,500 Ji
Sabine Pass Total, Chevron, Cheniere	4,000
Cameron Sempra, ENI	1,500
Golden Pass ExxonMobil, ConocoPhillip	2,000 Is, QP
Altamira Shell, Total	700
Costa Azul Shell, Sempra, Gazprom	1,000
Total	19,100

30 Source: Websites of Terminal Owners







Cheniere Energy

Contacts Katie Pipkin, Vice President Finance & Investor Relations (713) 375-5110 – <u>katie.pipkin@cheniere.com</u> Christina Burke, Manager Investor Relations (713) 375-5104 – <u>christina.burke@cheniere.com</u>