
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): **June 1, 2012**



CHENIERE ENERGY, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

1-16383

(Commission File Number)

95-4352386

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

700 Milam Street

Suite 800

Houston, Texas

(Address of principal executive offices)

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))
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Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

At the Annual Meeting of Stockholders of Cheniere Energy, Inc. (the "Company") held on June 1, 2012 (the "Annual Meeting"), our stockholders approved, upon recommendation of the Company's Board of Directors, an amendment to the Company's Restated Certificate of Incorporation, as amended, to increase the number of shares of authorized common stock of the Company from 240,000,000 to 480,000,000. The amendment became effective upon the Company filing a Certificate of Amendment of Restated Certificate of Incorporation with the Secretary of State of the State of Delaware on June 1, 2012. Additional information regarding the amendment to the Company's Restated Certificate of Incorporation, as amended, was included in our Proxy Statement dated April 19, 2012, relating to the Annual Meeting. The foregoing description of the amendment is qualified in its entirety by reference to the Certificate of Amendment, which is attached as Exhibit 3.1 to this report and is incorporated herein by reference.

Item 5.07. Submission of Matters to a Vote of Security Holders.

We held an annual meeting of our stockholders on June 1, 2012. Four proposals, as described in the Company's Proxy Statement dated April 19, 2012, were voted upon at the meeting. The following is a brief description of the matters voted upon and the final voting results.

ITEM 1: ELECTION OF DIRECTORS

<u>Director</u>	<u>Number of Votes For</u>	<u>Number of Votes Withheld</u>	<u>Number of Broker Non-Votes</u>
Nuno Brandolini	106,422,742	2,017,699	27,187,084
John M. Deutch	51,336,017	57,104,424	27,187,084
Paul J. Hoenmans	106,419,870	2,020,571	27,187,084

Each of the nominated directors received the affirmative vote of a plurality of the votes cast and were elected as Class II directors to serve until the 2015 annual meeting of stockholders or until his successor is duly elected and qualified.

ITEM 2: APPROVAL OF AMENDMENT TO THE COMPANY'S RESTATED CERTIFICATE OF INCORPORATION

<u>Number of Votes For</u>	<u>Number of Votes Against</u>	<u>Number of Votes Abstain</u>	<u>Number of Broker Non-Votes</u>
121,553,020	13,661,095	413,410	0

The stockholders voted in favor of the amendment to the Company's Restated Certificate of Incorporation, as amended, to increase the number of shares of authorized common stock of the Company from 240,000,000 to 480,000,000.

ITEM 3: NON-BINDING AND ADVISORY VOTE ON THE COMPANY'S 2011 EXECUTIVE COMPENSATION

<u>Number of Votes For</u>	<u>Number of Votes Against</u>	<u>Number of Votes Abstain</u>	<u>Number of Broker Non-Votes</u>
92,495,311	12,092,509	3,852,621	27,187,084

The stockholders voted in favor of the compensation awarded to the Company's named executive officers for 2011.

ITEM 4: RATIFICATION OF THE AUDIT COMMITTEE'S APPOINTMENT OF ERNST & YOUNG LLP

<u>Number of Votes For</u>	<u>Number of Votes Against</u>	<u>Number of Votes Abstain</u>	<u>Number of Broker Non-Votes</u>
135,140,249	281,773	205,503	0

The stockholders ratified the appointment of Ernst & Young LLP as the Company's independent auditors for 2012.

Item 9.01 Financial Statements and Exhibits.

d) Exhibits

**Exhibit
Number Description**

3.1 Certificate of Amendment of Restated Certificate of Incorporation of Cheniere Energy, Inc.*

*Filed 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.

CHENIERE ENERGY, INC.

Date: June 7, 2012

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

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
3.1	Certificate of Amendment of Restated Certificate of Incorporation of Cheniere Energy, Inc.*

*Filed Herewith

**CERTIFICATE OF AMENDMENT
OF
RESTATED
CERTIFICATE OF INCORPORATION
OF
CHENIERE ENERGY, INC.**

Pursuant to Section 242 of the General Corporation Law of the State of Delaware, Cheniere Energy, Inc., a corporation organized and existing under the Delaware General Corporation Law (the "Corporation"), does hereby certify:

1. That the Board of Directors of the Corporation duly adopted a resolution setting forth a proposed amendment to the Restated Certificate of Incorporation of the Corporation, as amended by a Certificate of Amendment dated February 8, 2005, declaring its advisability and directing that this amendment be submitted for consideration by its stockholders. The resolution is as follows:

RESOLVED, that the first sentence of Article FIFTH of the Restated Certificate of Incorporation, as amended, be amended and restated in its entirety to read as follows:

FIFTH: "The total number of shares of stock that the Company shall have authority to issue is 485,000,000 shares, consisting of:

- (i) 480,000,000 shares of Common Stock, having a par value of \$.003 per share; and
- (ii) 5,000,000 shares of Preferred Stock, having a par value of \$.0001 per share."

2. That thereafter, stockholders of the Corporation at an annual meeting thereof, duly adopted the foregoing amendment.
3. That said amendment was duly adopted in accordance with the provisions of Section 242 of the Delaware General Corporation Law.
4. That the capital of the Corporation shall not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be executed as of the 1st day of June, 2012.

CHENIERE ENERGY, INC.

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