
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 1, 2013**



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))
-
-
-

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Amendment No. 1 to the 2011 Incentive Plan. The Board of Directors (“Board”) of Cheniere Energy, Inc. (the “Company”) unanimously adopted, subject to stockholder approval, Amendment No. 1 (“Amendment No. 1”) to the Cheniere Energy, Inc. 2011 Incentive Plan (the “2011 Plan”). Amendment No. 1 (i) increases the number of shares of common stock available for issuance under the 2011 Plan from 10,000,000 shares to 35,000,000 shares (subject to adjustment for stock dividends, stock splits and certain other changes in capitalization, pursuant to the terms of the 2011 Plan) and (i) adds a performance goal and modifies the performance period provisions so that awards can satisfy the qualified performance-based compensation exception under Section 162(m) of the Internal Revenue Code of 1986, as amended. The Board presented Amendment No. 1 to the stockholders and recommended that the stockholders approve Amendment No. 1 at the Special Meeting of Stockholders held on February 1, 2013 (the “Special Meeting”). Amendment No. 1 was approved by the stockholders at the Special Meeting effective as of February 1, 2013. Information regarding Amendment No. 1 was reported in the Company's Proxy Statement and Notice of Special Meeting of Stockholders dated December 31, 2012 (“Proxy Statement”) and Amendment No. 1 was filed as Appendix B to the Proxy Statement. The foregoing description of Amendment No. 1 is qualified in its entirety by the actual amendment, a copy of which is attached hereto as Exhibit 10.1 and is incorporated by reference herein.

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

Amendment to Restated Certificate of Incorporation. The Board also unanimously adopted, subject to stockholder approval, an amendment to the Company's Restated Certificate of Incorporation, as amended (the “Amendment”) to declassify the Board. The Board presented the Amendment to the stockholders and recommended that the stockholders approve the Amendment at the Special Meeting. The Amendment was approved by the stockholders at the Special Meeting and became effective upon the Company filing a Certificate of Amendment of Restated Certificate of Incorporation (the “Certificate of Amendment”) with the Secretary of State of the State of Delaware on February 1, 2013. Additional information regarding the Amendment was included in the Proxy Statement relating to the Special 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 the Special Meeting on February 1, 2013 and two proposals, as described in the Proxy Statement relating to the Special Meeting were voted upon at the meeting. The following is a brief description of the matters voted upon and the final voting results.

ITEM 1: APPROVAL OF AMENDMENT TO THE COMPANY'S RESTATED CERTIFICATE OF INCORPORATION TO DECLASSIFY THE BOARD

<u>Number of Votes</u>	<u>Number of Votes</u>	<u>Number of Votes</u>	<u>Number of Broker</u>
<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Non-Votes</u>
161,391,172	417,127	9,363,366	0

The stockholders voted in favor of the amendment to the Company's Restated Certificate of Incorporation, as amended, to declassify the Board.

ITEM 2: APPROVAL OF AMENDMENT NO. 1 TO THE 2011 INCENTIVE PLAN

<u>Number of Votes</u>	<u>Number of Votes</u>	<u>Number of Votes</u>	<u>Number of Broker</u>
<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Non-Votes</u>
77,011,739	57,907,345	36,252,581	0

The stockholders voted in favor of Amendment No. 1 to the 2011 Plan.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit</u>	<u>Description</u>
3.1*	Certificate of Amendment of Restated Certificate of Incorporation of Cheniere Energy, Inc.
10.1*	Amendment No. 1 to the Cheniere Energy, Inc. 2011 Incentive Plan

*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: February 4, 2013

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.
10.1*	Amendment No. 1 to the Cheniere Energy, Inc. 2011 Incentive Plan

*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 (i) Certificate of Amendment dated February 8, 2005, (ii) Certificate of Amendment dated June 12, 2009 and (iii) Certificate of Amendment dated June 1, 2012, declaring its advisability and directing that this amendment be submitted for consideration by its stockholders. The resolution is as follows:

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

FOURTH: "(A) Subject to the rights of holders of any series of Preferred Stock to elect additional directors under specified circumstances:

- (i) From the effective date of this Certificate of Amendment until the election of directors at the 2013 annual meeting of stockholders (each annual meeting of stockholders an "Annual Meeting"), the Board of Directors shall be divided into three classes: Class I, Class II and Class III, with the directors in Class I having a term expiring at the 2014 Annual Meeting, the directors in Class II having a term expiring at the 2015 Annual Meeting and the directors in Class III having a term expiring at the 2013 Annual Meeting.
- (ii) From and after the election of directors at the 2013 Annual Meeting, the Board of Directors shall cease to be classified, and the directors shall be elected annually at each Annual Meeting to hold office for a term expiring at the next Annual Meeting; provided, however, that each director elected at the 2011 Annual Meeting and 2012 Annual Meeting shall serve for the full three-year term to which such director was elected.

(B) In the event of any increase or decrease in the authorized number of directors at any time during which the Board of Directors is divided into a class or classes:

- (i) Each director then serving shall nevertheless continue as a director of the class of which he is a member until the expiration of his term or his prior death, retirement, resignation or removal; and
- (ii) Subject to the rights of holders of any series of Preferred Stock to elect directors under specified circumstances, the newly created or eliminated directorships resulting from any increase or decrease shall be apportioned by the Board of Directors among the class or classes so as to keep the number of directors in each class as nearly equal as possible.

(C) Notwithstanding the provisions of Paragraphs A and B of this Article FOURTH, each director shall serve until his successor is elected and qualified or until his death, retirement, resignation or removal.

(D) Subject to applicable law and the rights of holders of any series of Preferred Stock to elect additional directors under specified circumstances, vacancies on the Board of Directors, and newly created directorships resulting from any increase in the authorized number of directors, may be filled only by the affirmative vote of a majority of the directors then in office, though less than a quorum, and not by stockholders. Any director so chosen to fill a vacancy in a class or a newly created directorship of a class prior to the 2013 Annual Meeting shall hold office for a term that shall coincide with the remaining term of that class. Any director so chosen to fill a vacancy or a newly created directorship at or following the 2013 Annual Meeting shall hold office for a term expiring at the next Annual Meeting. No decrease in the authorized number of directors constituting the Board of Directors shall shorten the term of any incumbent director. Notwithstanding the foregoing provisions of Paragraph D of this Article FOURTH, any vacancy on the Board of Directors that results from the removal of a director from office for cause prior to the 2013 Annual Meeting may be filled only by the affirmative vote of a majority of the stockholders of the Company at a meeting called for that purpose or, if not filled by the stockholders, by the affirmative vote a majority of the directors then in office, though less than quorum.”

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

SIXTH: “Subject to the rights of the holders of any series of Preferred Stock then outstanding, any director, or the entire Board of Directors, may be removed from office (i) at any time prior to the 2013 Annual Meeting, but only for cause, and (ii) at any time at or after the 2013 Annual Meeting, with or without cause.”

2. That thereafter, stockholders of the Corporation at a special 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 February, 2013.

CHENIERE ENERGY, INC.

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

**AMENDMENT NO. 1
TO THE
CHENIERE ENERGY, INC.
2011 INCENTIVE PLAN**

WHEREAS, the Board of Directors (the “Board”) of Cheniere Energy, Inc. (the “Company”) and the stockholders of the Company (the “Stockholders”) previously adopted and approved the Cheniere Energy, Inc. 2011 Incentive Plan (the “Plan”); and

WHEREAS, the Board has determined that it would be in the best interests of the Company, subject to approval by the Stockholders, to amend the Plan to increase the number of authorized shares under the Plan by 25,000,000 shares so that a total of 35,000,000 shares of common stock, \$0.003 par value, of the Company is authorized under the Plan;

NOW, THEREFORE, the Plan hereby is amended, effective on the date of approval by the Stockholders, as follows:

1. The first sentence of Section 5 of the Plan entitled “SHARES SUBJECT TO PLAN” shall be replaced in its entirety by the following:

“Subject to adjustment pursuant to Section 15(a) hereof, the aggregate number of shares of Common Stock that may be issued with respect to Awards granted under the Plan shall not exceed 35,000,000 (the “Share Pool Limit”).”

2. Section 13(c)(ii) of the Plan entitled “Business Criteria” is hereby amended to add a new (FF) as follows:

“and (FF) implementation, completion or attainment of measurable objectives with respect to financing or construction of entire projects or stages of projects.”

3. The first sentence of Section 13(c)(iii) of the Plan entitled “Performance Period; Timing for Establishing Performance Goals” shall be replaced in its entirety by the following:

“Achievement of performance goals in respect of Performance Awards may be measured based on performance over a Performance Period, as specified by the Committee, or may be determined based on whether or not the performance goals are satisfied at any time prior to the expiration of a Performance Period.”

4. The first sentence of Section 13(c)(iv) of the Plan entitled “Settlement of Performance Awards; Compensation Contingent Upon Attainment of Performance Goal” shall be replaced in its entirety by the following:

“In the case of a performance goal measured over a Performance Period, at or after the end of the Performance Period, the Committee shall determine the amount, if any, of Performance Awards payable to each Participant based upon achievement of the business criteria over a Performance Period. In the case of a performance goal satisfied based upon whether or not certain specified business criteria are achieved at any time during a Performance Period, at or following the satisfaction of the applicable business criteria (even if prior to the expiration of the applicable Performance Period), the Committee shall determine the amount, if any, of Performance Awards payable to each Participant upon the achievement of the applicable business criteria.”

Except as modified herein, the Plan is hereby specifically ratified and affirmed.

This Amendment No. 1 to the Plan is adopted by the Company effective as of the 1st day of February, 2013.

CHENIERE ENERGY, INC.

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