

---

---

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 27, 2015**



**CHENIERE ENERGY, INC.**

(Exact name of registrant as specified in its charter)

<b>Delaware</b> (State or other jurisdiction of incorporation)	<b>001-16383</b> (Commission File Number)	<b>95-4352386</b> (I.R.S. Employer Identification No.)
<b>700 Milam Street</b> <b>Suite 1900</b> <b>Houston, Texas</b> (Address of principal executive offices)		<b>77002</b> (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:

- 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 8.01 Other Events.**

As previously disclosed, on November 28, 2014, Cheniere Energy, Inc. (the “Company”) issued \$1.0 billion aggregate principal amount of 4.875% Unsecured PIK Convertible Notes due 2021 (the “Notes”) to certain investors in a private placement exempt from the registration requirements of the Securities Act of 1933, as amended (the “Securities Act”), pursuant to an Amended and Restated Subscription Agreement (the “Amended Subscription Agreement”), by and among the Company and RRJ Capital II Ltd, Baytree Investments (Mauritius) Pte Ltd, and SeaTown Lionfish Pte. Ltd. Pursuant to the Amended Subscription Agreement, the Company agreed, among other things, to file a registration statement covering the resale of the Notes by certain holders thereof (the “Selling Securityholders”). On May 27, 2015, pursuant to Rule 424(b) under the Securities Act, the Company filed a prospectus supplement to the prospectus contained in the Company’s Registration Statement on Form S-3 (File No. 333-204432) relating to the resale of the Notes by the Selling Securityholders. The opinions of counsel regarding the legality of the Notes and certain federal income tax matters are filed as Exhibits 5.1 and 8.1, respectively, hereto.

**Item 9.01 Financial Statements and Exhibits.**

d) Exhibits

**Exhibit**

<b><u>Number</u></b>	<b><u>Description</u></b>
5.1	Opinion of Andrews Kurth LLP regarding the legality of the Notes
8.1	Opinion of Andrews Kurth LLP regarding certain federal income tax matters

---

**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: May 27, 2015

By: /s/ Michael J. Wortley  
Name: Michael J. Wortley  
Title: Senior Vice President and  
Chief Financial Officer

---

## EXHIBIT INDEX

<b><u>Exhibit Number</u></b>	<b><u>Description</u></b>
5.1	Opinion of Andrews Kurth LLP regarding the legality of the Notes
8.1	Opinion of Andrews Kurth LLP regarding certain federal income tax matters



600 Travis, Suite 4200  
Houston, Texas 77002  
713.220.4200 Phone  
713.220.4285 Fax  
andrewskurth.com

May 27, 2015

Cheniere Energy, Inc.  
700 Milam Street, Suite 1900  
Houston, Texas 77002

Re: *Cheniere Energy, Inc. - Up to \$1,367,924,075 aggregate principal amount of 4.875% Unsecured PIK Convertible Notes due 2021.*

Ladies and Gentlemen:

We have acted as special counsel to Cheniere Energy, Inc., a Delaware corporation (the “Company”), in connection with the preparation of a prospectus supplement dated May 27, 2015 (the “Prospectus Supplement”) filed pursuant to Rule 424(b) under the Securities Act of 1933, as amended (the “Securities Act”), to the prospectus dated May 22, 2015 relating to the offering from time to time of the Company’s securities (the “Base Prospectus” and, together with the Prospectus Supplement, the “Prospectus”). The Base Prospectus is included in the Company’s registration statement on Form S-3 (Registration No. 333-204432) filed by the Company with the Securities and Exchange Commission (the “SEC”) on May 22, 2015 (such registration statement, including the Base Prospectus included therein and the documents incorporated by reference therein, being referred to herein as the “Registration Statement”). The Prospectus relates to the sale, from time to time, of up to \$1,367,924,067 of the Company’s 4.875% Unsecured PIK Convertible Notes due 2021 (the “Notes”) by certain selling securityholders (the “Selling Securityholders”) named in the Prospectus. The Notes were sold to the Selling Securityholders pursuant to an Amended and Restated Subscription Agreement, dated as of November 26, 2014, by and among the Company, RRJ Capital II LTD, Baytree Investments (Mauritius) Pte Ltd and SeaTown Lionfish Pte. Ltd. (the “Subscription Agreement”). The Notes were issued under an Indenture, dated as of November 28, 2014 (the “Indenture”), between the Company and The Bank of New York Mellon, as trustee (the “Trustee”), and pursuant to the terms set forth in Indenture, the Notes will be convertible into shares of the Company’s common stock, par value \$0.003 per share (the “Common Stock”).

This opinion is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act.

In connection with this opinion, we have examined originals or copies, certified or otherwise identified to our satisfaction, of the following:

- (i) the Registration Statement;
- (ii) the Base Prospectus;

---

- (iii) the Prospectus Supplement;
- (iv) each of the Company's reports that have been filed with the SEC and are incorporated by reference in the Registration Statement;
- (v) the Subscription Agreement;
- (vi) the Indenture;
- (vii) the form of the Notes attached to the Indenture;
- (viii) the global notes (the "Global Notes") executed by the Company pursuant to the Indenture, representing the Notes purchased and sold pursuant to the Subscription Agreement;
- (ix) the Restated Certificate of Incorporation of the Company, as amended;
- (x) the Amended and Restated Bylaws of the Company; and
- (xi) resolutions adopted by the board of directors of the Company relating to the Registration Statement, the Subscription Agreement, the Notes, the Indenture and related matters.

We have also examined originals or copies, certified or otherwise identified to our satisfaction, of such records of the Company and such agreements, certificates of public officials, certificates of officers or other representatives of the Company and others, and such other documents, certificates and records as we have deemed necessary or appropriate as a basis for the opinions set forth herein, and we have made such investigations of law, as we have deemed appropriate as a basis for the opinions expressed below.

In our examination, we have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity to authentic original documents of all documents submitted to us as certified, conformed or photostatic copies. In making our examination of executed documents or documents to be executed, we have assumed that the parties thereto, other than the Company, had or will have the power, corporate or other, to enter into and perform all obligations thereunder and have also assumed the due authorization by all requisite action, corporate or other, and execution and delivery by such parties of such documents and, except as set forth below, the validity and binding effect on such parties. As to any facts material to the opinions expressed herein which we have not independently established or verified, we have relied upon statements and representations of officers and other representatives of the Company and others.

We express no opinion other than as to (i) the laws of the State of New York, as in effect and existing on the date hereof, that are normally applicable to transactions of the type contemplated by the Subscription Agreement, the Indenture and the Notes and (ii) the General Corporation Law of the State of Delaware.

Based upon the foregoing and subject to the limitations, qualifications, exceptions and assumptions set forth herein, we are of the opinion that:

1. The Notes constitute valid and legally binding obligations of the Company.
-

2. The shares of Common Stock into which the Notes are convertible at the initial conversion price provided in the Indenture have been duly authorized by the Company and reserved for issuance upon such conversion and, upon issuance of such shares of Common Stock on conversion of the Notes in accordance with the terms of the Indenture and the terms of the Notes at conversion prices at or in excess of the par value of such shares of Common Stock, will be validly issued, fully paid and nonassessable.

The opinion set forth in paragraph 1 above is subject to applicable bankruptcy, insolvency (including, without limitation, all laws relating to fraudulent transfer or conveyance), reorganization, moratorium and other similar laws affecting creditors' rights generally and to general principles of equity (regardless of whether enforcement is sought in a proceeding in equity or at law), including, without limitation, (a) the possible unavailability of specific performance, injunctive relief or any other equitable remedy and (b) concepts of materiality, reasonableness, good faith and fair dealing, and we express no opinion herein with respect to provisions relating to severability or separability. The opinion set forth in paragraph 1 above, insofar as it pertains to the choice of law provision of the Notes and the Indenture, is rendered solely in reliance upon New York General Obligations Law Section 5-1401, and is expressly conditioned upon the assumption that the legality, validity, binding effect and enforceability of said provision will be determined by a court of the State of New York or a United States federal court sitting in New York and applying New York choice of law rules, including said Section 5-1401. We express no opinion as to any constitutional limitations upon said Section 5-1401 or their effect, if any, upon any opinion herein expressed.

In rendering the opinion set forth in paragraph 1 above with respect to the Notes, we have assumed that the form and terms of such Notes, the issuance, sale and delivery thereof by the Company, and the incurrence and performance by the Company of its obligations thereunder or in respect thereof (including, without limitation, the Company's obligations under the Indenture with respect to the Notes) in accordance with the terms thereof, comply with, and do not violate, any applicable order, judgment, decree or award, or any contract, indenture, mortgage, loan agreement, note, lease or other agreement or instrument, in each case, binding upon the Company, or to which the issuance, sale and delivery of such Notes, or the incurrence and performance of such obligations, may be subject.

We consent to the filing by you of this opinion as an exhibit to the Company's Current Report on Form 8-K filed on the date hereof, and we further consent to the use of our name under the caption "Legal Matters" in the Prospectus. In giving this consent, we do not thereby admit that we are included in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the SEC. This opinion is expressed as of the date hereof, and we disclaim any undertaking to advise you of any subsequent changes in the facts stated or assumed herein or of any subsequent changes in law.

Very truly yours,

/s/ Andrews Kurth LLP



600 Travis, Suite 4200  
Houston, Texas 77002  
713.220.4200 Phone  
713.220.4285 Fax  
andrewskurth.com

May 27, 2015

Cheniere Energy, Inc.  
700 Milam Street, Suite 1900  
Houston, Texas 77002

Ladies and Gentlemen:

We have acted as counsel to Cheniere Energy, Inc., a Delaware corporation (the "Company"), in connection with the offering and sale, from time to time, (the "Offering") of up to \$1,367,924,067 of the Company's 4.875% Unsecured PIK Convertible Notes due 2021 (the "Notes") by certain selling securityholders pursuant to the registration statement on Form S-3 dated May 22, 2015 (the "Registration Statement"), filed under the Securities Act of 1933, as amended (the "Act"), and the prospectus supplement filed pursuant to Rule 424(b) dated May 27, 2015 (the "Prospectus Supplement"). In connection therewith, we have participated in the preparation of the discussion set forth in the Prospectus Supplement under the caption "Certain U.S. Federal Income Tax Consequences" (the "Discussion").

The statements in the Discussion, insofar as such statements purport to constitute summaries of United States federal income tax law and regulations or legal conclusions with respect thereto, subject to the qualifications and assumptions stated therein and the limitations and qualifications set forth herein, constitute our opinion as to the material United States federal income tax consequences for purchasers of the Notes pursuant to the Offering.

This opinion letter is limited to the matters set forth herein, and no opinions are intended to be implied or may be inferred beyond those expressly stated herein. Our opinion is rendered as of the date hereof and we assume no obligation to update or supplement this opinion or any matter related to this opinion to reflect any change of fact, circumstances, or law after the date hereof. In addition, our opinion is based on the assumption that the matter will be properly presented to the applicable court.

Furthermore, our opinion is not binding on the Internal Revenue Service or a court. In addition, we must note that our opinion represents merely our best legal judgment on the matters presented and that others may disagree with our conclusion. There can be no assurance that the Internal Revenue Service will not take a contrary position or that a court would agree with our opinion if litigated.

---



We hereby consent to the filing of this opinion as an exhibit to the Current Report on Form 8-K of the Company and to the references to our firm contained in the Prospectus Supplement forming a part of the Registration Statement. In giving this consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Act or under the rules and regulations of the Securities and Exchange Commission relating thereto, with respect to any part of the Registration Statement, including this exhibit to the Current Report on Form 8-K.

Very truly yours,

/s/ Andrews Kurth LLP