

Registration No. 333-\_\_\_\_\_

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM S-8  
REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933  
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CHENIERE ENERGY, INC.  
(Exact name of Registrant as specified in its charter)

Delaware	1382	95-4352386
(State or other jurisdiction of incorporation)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification No.)

Two Allen Center  
1200 Smith Street, Suite 1740  
Houston, Texas 77002-4312  
(713) 659-1361

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

CHENIERE ENERGY, INC.  
1997 STOCK OPTION PLAN  
(Full Title of the Plan)

Don A. Turkleson  
Chief Financial Officer  
Cheniere Energy, Inc.  
Two Allen Center  
1200 Smith Street, Suite 1740  
Houston, Texas 77002-4312  
(713) 659-1361

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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Copy to:  
John B. Clutterbuck  
Mayor, Day, Caldwell & Keeton, L.L.P.  
700 Louisiana, Suite 1900  
Houston, Texas 77002-2778  
(713) 225-7000  
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CALCULATION OF REGISTRATION FEE

<TABLE>  
<CAPTION>

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED/(1)/	PROPOSED MAXIMUM OFFERING PRICE PER SHARE/(1)/	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE/(1)/	AMOUNT OF REGISTRATION FEE
<S> Common Price, par value \$.003 per share	<C> 1,000,000 shares	<C> \$0.563	<C> \$563,000	<C> \$148.63

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/(1)/ Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and (h) under the Securities Act of 1933, as amended.

INCORPORATION OF CONTENTS OF EARLIER REGISTRATION STATEMENT BY REFERENCE

The contents of earlier registration statement, file number 333-52479, are incorporated by reference and made a part hereof.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on this 28th day of April, 2000.

CHENIERE ENERGY, INC.

By: /s/ MICHAEL L. HARVEY

Name: Michael L. Harvey  
Title: President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities indicated, on this 28th day of April, 2000.

<TABLE> <CAPTION> Name and Signature -----	Title -----	Date -----
<S> /s/ CHARIF SOUKI ----- Charif Souki	<C> Chairman of the Board	<C> April 28, 2000
/s/ MICHAEL L/ HARVEY ----- Michael L. Harvey	President and Chief Executive Officer, Director (Principal Executive Officer)	April 28, 2000
/s/ WALTER L. WILLIAMS ----- Walter L. Williams	Vice Chairman Director	April 28, 2000
/s/ DON A. TURKLESON ----- Don A. Turkleson	Chief Financial Officer, Secretary and Treasurer (Principal Financial and Accounting Officer)	April 28, 2000
/s/ WILLIAM D. FORSTER ----- William D Forster	Director	April 28, 2000
/s/ KENNETH R. PEAK ----- Kenneth R. Peak	Director	April 28, 2000
/s/ CHARLES M. REIMER ----- Charles M. Reimer	Director	April 28, 2000

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EXHIBIT INDEX

<TABLE> <CAPTION> EXHIBIT NO. -----	DESCRIPTION AND LOCATION -----	SEQUENTIALLY NUMBERED PAGES* -----
<S> *4 (a) (1)	<C> Amended and Restated Certificate of Incorporation of Cheniere Energy, Inc. ("Cheniere") (Exhibit 3.1 of Cheniere's Quarterly Report on Form 10-Q for the quarter ended June 30, 1999; File No. 000-09092).	<C>
*4 (a) (2)	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Cheniere (Exhibit 3.2 of Cheniere's Quarterly Report on Form 10-Q for the quarter ended June 30, 1999; File No. 000-09092).	
*4 (b)	By-laws of Cheniere as amended through April 7, 1997 (Exhibit 3.2 of Cheniere's Annual Report on Form 10-K for the year ended December 31, 1998; File No. 000-09092).	
*4 (c)	Specimen Common Stock Certificate (Exhibit 4.1 to Cheniere's Registration Statement on Form S-1 dated August 27, 1996; File No. 333-10905).	
*4 (d)	1997 Stock Option Plan (Exhibit 10.25 to Cheniere's Quarterly Report on Form 10-Q for the quarterly period ended November 30, 1997; File No. 000-09092).	
*4 (e)	Cheniere Energy, Inc. 1997 Stock Option Plan, Amendment No. 1 Increasing Number of Shares Subject to Plan (Exhibit 10.27 to	

5	Opinion of Mayor, Day, Caldwell & Keeton, L.L.P.
23(a)	Consent of Mayor, Day, Caldwell & Keeton, L.L.P. (included in Exhibit 5).
23(b)	Consent of PricewaterhouseCoopers LLP

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\* Incorporated by reference as indicated.

EXHIBIT 5

Letterhead of Mayor, Day, Caldwell & Keeton, L.L.P.

April 28, 2000

Cheniere Energy, Inc.  
Two Allen Center  
1200 Smith Street, Suite 1740  
Houston, Texas 77002-4312

Re: Cheniere Energy, Inc. 1997 Stock Option Plan Amendment No. 1

Dear Sirs:

We have acted as counsel for Cheniere Energy, Inc., a Delaware corporation (the "Company") in connection with the registration and proposed sale of up to 1,000,000 shares (the "Shares") of the common stock, par value \$.003 per share, of the Company ("Common Stock") that may be sold pursuant to the Cheniere Energy Inc. 1997 Stock Option Plan Amendment No. 1 (the "Plan"), which sale will be registered by the Company's Registration Statement on Form S-8, filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended ("Registration Statement").

In our capacity as special counsel to the Company, we have examined, among other things, the Amended and Restated Certificate of Incorporation and the By-laws of the Company, each as amended to date, and originals, or copies certified or otherwise identified, of corporate records of the Company, including minute books of the Company, certificates of public officials and of representatives of the Company, statutes and other instruments and documents as a basis for the opinion hereinafter expressed.

Based on the foregoing, and subject to the assumptions, limitations and qualifications set forth herein, we are of the opinion that the shares of Common Stock to be issued by the Company, when issued in accordance with the Plan and the terms of any agreements governing the grants of Common Stock thereunder, and subject to the Registration Statement becoming effective under the Securities Act of 1933, as amended, and compliance with applicable state securities laws, will be validly issued, fully paid and nonassessable.

The opinion set forth above is limited to the laws of the State of Texas and to the Delaware General Corporation Law, the applicable provisions of the Delaware Constitution and the reported judicial decisions interpreting such laws and the applicable federal laws of the United States.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

MAYOR, DAY, CALDWELL & KEETON, L.L.P.

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 15, 2000 relating to the financial statements and financial statement schedules of Cheniere Energy, Inc., which appears in Cheniere Energy, Inc.'s Annual Report on Form 10-K for the year ended December 31, 1999.

PricewaterhouseCoopers LLP  
April 27, 2000  
Houston, Texas