

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.  
NONQUALIFIED STOCK OPTION AGREEMENT  
FOR RON A. KRENZKE  
-----

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>	<C>	<C>	<C>	<C>
Common Price, par value \$ .003 per share	600,000 shares	\$.563	\$337,800	\$89.18

</TABLE>

/(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.

PART I  
INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Note: The document(s) containing the information concerning the Nonqualified Stock Option Agreement of Cheniere Energy, Inc. (the "Agreement") required by Item 1 of Form S-8 under the Securities Act of 1933, as amended (the "Securities Act"), and the statement of availability of registrant information and other information required by Item 2 of Form S-8 will be sent or given to participants as specified by Rule 428. In accordance with Rule 428 and the requirements of Part I of Form S-8, such documents are not being filed with the Securities and Exchange Commission (the "Commission") either as part of this

registration statement on Form S-8 (this "Registration Statement") or as prospectuses or prospectus supplements pursuant to Rule 424. Cheniere Energy, Inc., a Delaware corporation ("Cheniere"), maintains a file of such documents in accordance with the provisions of Rule 428. Upon request, Cheniere shall furnish to the Commission or its staff a copy or copies of all of the documents included in such file.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents, which have been filed with the Commission are incorporated herein by reference and made a part hereof:

(a) the Annual Report on Form 10-K of Cheniere Energy, Inc. for its fiscal year ended December 31, 1999, as amended;

(b) all other reports filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), since the end of the fiscal year covered by the document referred to in (a) above; and

(c) the description of Cheniere's Common Stock contained in the registration statement pursuant to which Cheniere's shares of Common Stock were registered under Section 12 of the Exchange Act, and any amendments or reports filed for the purpose of updating such description.

In addition, all documents subsequently filed by Cheniere pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents. Any statement contained herein or in a document incorporated by reference herein shall be deemed to be modified or superseded for purposes hereof to the extent that a statement contained herein (or in any other subsequently filed document which also is incorporated by reference herein) modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed to constitute a part hereof except as so modified or superseded.

ITEM 4. DESCRIPTION OF SECURITIES.

Not applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

Not applicable.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Section 145 of the Delaware General Corporation Law allows for the indemnification of officers, directors, and other corporate agents in terms sufficiently broad to indemnify such persons under certain circumstances for liabilities (including reimbursement for expenses incurred) arising under the Securities Act of 1933, as amended (the "Securities Act"). Cheniere's Certificate of Incorporation and By-laws provide for indemnification of Cheniere's directors, officers, employees and other agents to the extent and under the circumstances permitted by the Delaware

General Corporation Law. Cheniere has also entered into agreements with its directors and officers that will require Cheniere, among other things, to indemnify them against certain liabilities that may arise by reason of their status or service as directors to the fullest extent not prohibited by law. In addition, Cheniere carries director and officer liability insurance.

The foregoing discussion of the Certificate of Incorporation and By-laws of Cheniere and of relevant provisions of the Delaware General Corporation Law is not intended to be exhaustive and is qualified in its entirety by such Certificate of Incorporation, By-laws, and statute.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not applicable.

ITEM 8. EXHIBITS.

<TABLE> <CAPTION> EXHIBIT NO.	DESCRIPTION AND LOCATION
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- \*4(a)(1) 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).
  - \*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) Cheniere Energy, Inc. Nonqualified Stock Option Agreement for Ron A. Krenzke (Exhibit 10.26 to Cheniere's Annual Report on Form 10-K for the year ended December 31, 1999; File No. 000-09092).
  - 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
- </TABLE>

\* Incorporated by reference as indicated.

ITEM 9. UNDERTAKINGS.

- (a) Cheniere hereby undertakes:
  - (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
    - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;
    - (ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered)
 

and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration statement;
    - (iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement ;

Provided however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by them pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

- (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
  - (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (b) Cheniere hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of its annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of any employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be

deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of Cheniere pursuant to the foregoing provisions, or otherwise, Cheniere has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by Cheniere of expenses incurred or paid by a director, officer or controlling person of Cheniere in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, Cheniere will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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 ----- <S> /s/ CHARIF SOUKI ----- Charif Souki	Title ----- <C> Chairman of the Board	Date ----- <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

EXHIBIT INDEX

<TABLE>  
<CAPTION>

EXHIBIT NO.	DESCRIPTION AND LOCATION	SEQUENTIALLY NUMBERED PAGES*
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<S> <C> <C>  
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  
</TABLE>  
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\* Included in manually signed original only

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. Nonqualified Stock Option Agreement with  
Ron A. Krenzke

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 600,000 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. Nonqualified Stock Option Agreement with Ron A. Krenzke (the "Agreement"), 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 Agreement 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