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): April 4, 2005

CHENIERE ENERGY, INC.

(Exact name of registrant as specified in its charter)

Delaware 1-16383 95-4352386 (State or other jurisdiction of incorporation or organization) (Commission File Number) (I.R.S. Employer Identification No.)

717 Texas Avenue Suite 3100 Houston, Texas

77002

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (713) 659-1361

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):

- |_| Pre-commencement communications pursuant to Rule 13e-4(c) 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 1.01. Entry into a Material Definitive Agreement

See the discussion below in Item 5.02 regarding an employment arrangement entered into with Stanley C. Horton as President and Chief Operating Officer of Cheniere Energy, Inc. (the "Company"), effective April 18, 2005. A Summary of Executive Compensation for President and Chief Operating Officer is set forth in Exhibit 10.1 attached hereto and is incorporated in this Current Report as if fully set forth herein.

Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers

On April 4, 2005, the Company issued a press release announcing that its Board of Directors appointed Stanley C. Horton as its President and Chief Operating Officer, effective April 18, 2005. Mr. Horton is 55 years old. Mr. Horton has over 30 years of experience in the natural gas and energy industry. From November 2004 to March 2005, Mr. Horton served as President and Chief Operating Officer of Southern Union's CrossCountry Energy and Panhandle Energy, an owner and operator of 18,000 miles of interstate pipelines and the Lake Charles LNG receiving terminal. Previous positions include President of Northern Natural Gas, an operator of an interstate natural gas pipeline, President of Transwestern Pipeline, an owner and operator of interstate natural gas transmission lines, and President of Florida Gas Transmission, an owner and operator of natural gas pipeline businesses. Mr. Horton currently serves on both the Executive Committee and the Board of Directors for the Interstate Natural Gas Association of America and was its Chairman in 2000. He also has chaired the Gas Industry Standards Board (2000) and the Natural Gas Council (2002). He previously served on the Board of Directors of Portland General Electric, an electric utility, and the Board of Directors of Elektro Eletricidade e Servicos S.A., a local electricity distribution company in Sao Paulo, Brazil. Mr. Horton received a Bachelor of Science in Finance from the University of Florida and a Master of Science from Rollins College.

Along with all of the Company's executive officers, Mr. Horton will be an "at will" employee and does not have an employment or severance agreement. The unwritten arrangement under which Mr. Horton will be compensated includes:

- o a salary, reviewed annually by the Compensation Committee;
- o eligibility for a discretionary annual cash bonus, as determined by the Compensation Committee;
- o eligibility for awards under Cheniere's 2003 Stock Incentive Plan, as determined by the Compensation Committee;
- o health, life, disability and other insurance and/or benefits; and
- o vacation, paid sick leave and all other employee benefits.

The Compensation Committee has established Mr. Horton's annual base salary of \$400,000, which is based on competitive market data. The Compensation Committee intends to make two option grants to Mr. Horton, effective April 18, 2005: 150,000 options at the closing market price on April 18, 2005 to vest equally on the first four anniversary dates of the date of grant, and 150,000 options at the closing market price on April 18, 2005 to vest equally on the fourth, fifth and sixth anniversary dates of the date of grant.

Charif Souki, the Company's current Chairman of the Board, President and Chief Executive Officer will relinquish the title of President on April 18, 2005, when Mr. Horton becomes the Company's President and Chief Operating Officer.

The full text of the press release is set forth in Exhibit 99.1 attached hereto and is incorporated in this Current Report as if fully set forth herein.

Item 9.01 Financial Statements and Exhibits

c) Exhibits

| Exhibit Number | Description |
|-------------------|--|
| 10.1 | Summary of Compensation for President and Chief Operating Officer (filed herewith) |
| 99.1 | Press Release, dated April 4, 2005 (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: April 4, 2005 By: /s/ Don A. Turkleson

Name: Don A. Turkleson

Title: Senior Vice President and Chief Financial Officer

EXHIBIT INDEX

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| 99.1 | Press Release, dated April 4, 2005 (filed herewith) |

Summary of Compensation for President and Chief Operating Officer of Cheniere Energy, Inc.

Like all of the executive officers of Cheniere Energy, Inc., the President and Chief Operating Officer, is an "at will" employee and does not have an employment or severance agreement. The unwritten arrangement under which our President and Chief Operating Officer is compensated includes:

- o a salary, reviewed annually by the Compensation Committee;
- o eligibility for a discretionary annual cash bonus, as determined by the Compensation Committee;
- o eligibility for awards under Cheniere's 2003 Stock Incentive Plan, as determined by the Compensation Committee;
- o health, life, disability and other insurance and/or benefits;
- o vacation, paid sick leave and all other employee benefits.

The Compensation Committee of our Board of Directors has established an annual base salary of \$400,000 for our President and Chief Operating Officer after a review of competitive market data. The Compensation Committee intends to make two option grants to Mr. Horton, effective April 18, 2005: 150,000 options at the closing market price on April 18, 2005 to vest equally on the first four anniversary dates of the date of grant, and 150,000 options at the closing market price on April 18, 2005 to vest equally on the fourth, fifth and sixth anniversary dates of the date of grant.

Cheniere Energy Expands Senior Management Team; Stan Horton Appointed President & Chief Operating Officer

HOUSTON--(BUSINESS WIRE)--April 4, 2005--Cheniere Energy, Inc. (AMEX:LNG) announced today the appointment of Stanley C. Horton to the position of president and chief operating officer effective April 18, 2005.

Cheniere Chairman and CEO Charif Souki said, "We are pleased to have a leader of Stan's stature and experience joining Cheniere Energy's executive team. Stan brings a tremendous wealth of knowledge and operational expertise to the company as we focus on the execution of our long-term strategy to become the nation's premier LNG receiving company."

Stan Horton said, "I am very excited to be joining Cheniere's team. LNG will play a critical role in meeting our country's future energy needs and Cheniere is at the forefront of developing new LNG receiving terminals to meet this demand."

Mr. Horton has over 30 years of experience in the natural gas and energy industry. Most recently he served as president and chief operating officer of Southern Union's CrossCountry Energy and Panhandle Energy -- owner and operator of 18,000 miles of interstate pipelines and the Lake Charles LNG receiving terminal. Previous positions include President of Northern Natural Gas, Transwestern Pipeline, and Florida Gas Transmission.

Mr. Horton currently serves on both the Executive Committee and the Board of Directors for the Interstate Natural Gas Association of America and was its chairman in 2000. He also has chaired the Gas Industry Standards Board (2000) and the Natural Gas Council (2002). He previously served on the Board of Directors for Portland General Electric and the Board of Directors for Elektro Eletricidade e Servicos S.A. He was a member of Northern Border Partners' Policy Committee. Mr. Horton received a Bachelor of Science in Finance from the University of Florida and a Master of Science from Rollins College.

Cheniere Energy, Inc. is a Houston-based energy company engaged in developing LNG Receiving Terminals and Gulf of Mexico Exploration & Production. Cheniere is building a 100% owned Gulf Coast LNG Receiving Terminal near Sabine Pass in Cameron Parish, La., and developing 100% owned Gulf Coast LNG Receiving Terminals near Corpus Christi, Texas, and near the Creole Trail in Cameron Parish, La. Cheniere is also a 30% limited partner in Freeport LNG Development, L.P., which is building an LNG Receiving Terminal in Freeport, Texas. Cheniere explores for oil and gas in the Gulf of Mexico using a regional database of 7,000 square miles of PSTM 3D seismic data. Cheniere owns 9% of Gryphon Exploration Company, along with Warburg, Pincus Equity Partners, L.P., which owns 91%. Additional information about Cheniere Energy, Inc. may be found on its web site at www.cheniere.com.

This press release contains certain statements that may include "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. All statements, other than statements of historical facts, included herein are "forward-looking statements." Included among "forward-looking statements" are, among other things, (i) statements regarding Cheniere's business strategy, plans and objectives and (ii) statements expressing beliefs and expectations regarding the development of Cheniere's LNG receiving terminal business. Although Cheniere believes that the expectations reflected in these forward-looking statements are reasonable, they do involve assumptions, risks and uncertainties, and these expectations may prove to be incorrect. Cheniere's actual results could differ materially from those anticipated in these forward-looking statements as a result of a variety of factors, including those discussed in Cheniere's periodic reports that are filed with and available from the Securities and Exchange Commission. You should not place undue reliance on these forward-looking statements, which speak only as of the date of this press release. Other than as required under the securities laws, Cheniere does not assume a duty to update these forward-looking

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