

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 6, 2005

CHENIERE ENERGY, INC.

(Exact name of registrant as specified in its charter)

Delaware

1-16383

95-4352386

(State or other jurisdiction of (Commission File Number) (I.R.S. Employer
incorporation or organization) 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):

- 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 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 2.02. Results of Operations and Financial Conditions

The information included in this Current Report on Form 8-K, including the attached exhibit, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

On May 6, 2005, Cheniere Energy, Inc. (the "Company") issued a press release announcing the Company's results of operations for the first quarter ended March 31, 2005. The press release is attached hereto as an exhibit to this Current Report on Form 8-K and is incorporated herein in its entirety.

Item 9.01. Financial Statements and Exhibits.

c) Exhibits

Exhibit Number Description

99.1 Press Release, dated May 6, 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.

Date: May 6, 2005 CHENIERE ENERGY, INC.

By: /s/ Craig K. Townsend

Name: Craig K. Townsend
Title: Vice President and
Chief Accounting Officer

HOU:2450643.1

EXHIBIT INDEX

Exhibit Number	Description
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99.1	Press Release, dated May 6, 2005 (filed herewith).

Cheniere Energy Reports First Quarter 2005 Results

HOUSTON--(BUSINESS WIRE)--May 6, 2005--Cheniere Energy, Inc. (AMEX:LNG) reported a net loss of \$9.2 million, or \$0.18 per share (basic and diluted), for the first quarter of 2005 compared with a net loss of \$1.1 million, or \$0.03 per share (basic and diluted), during the corresponding period in 2004.

The major factors contributing to the net loss during the first quarter of 2005 were LNG receiving terminal development expenses of \$5.4 million and general and administrative expenses of \$5.0 million. The major factors contributing to the net loss during the first quarter of 2004 were LNG receiving terminal development expenses of \$4.4 million (which were offset by a \$1.5 million minority interest in the operations of Corpus Christi LNG, L.P.) and general and administrative expenses of \$2.9 million. These 2004 expenses were offset by a \$2.5 million reimbursement from our limited partnership investment in Freeport LNG Development, L.P. ("Freeport LNG") and our equity share of the net income in Freeport LNG of \$2.2 million.

Cheniere's working capital at March 31, 2005 was \$273.7 million compared to \$305.8 million at December 31, 2004. The \$32.1 million decrease was primarily attributable to debt issuance costs related to the Sabine Pass LNG terminal project financing, Sabine Pass LNG terminal construction-in-progress costs, LNG terminal development expenses, and general and administrative expenses incurred during the first quarter of 2005.

On April 22, 2005, we issued shares of our common stock in a two-for-one stock split to all entitled stockholders of record at the close of business on April 8, 2005. Accordingly, all references to weighted average shares outstanding and per share amounts in this press release have been retroactively adjusted to reflect this stock split.

Cheniere Energy, Inc. is a Houston-based developer of LNG receiving terminals and a Gulf of Mexico E&P company. Cheniere is developing Gulf Coast LNG receiving terminals near Sabine Pass in Cameron Parish, La. in which it holds a 100% ownership interest; near Corpus Christi, Texas, in which it holds a 100% ownership interest; and near Creole Trail in Cameron Parish, La. in which it holds a 100% ownership interest. Cheniere is also a 30% limited partner in Freeport LNG Development, L.P., which is developing an LNG receiving terminal in Freeport, Texas. Cheniere conducts exploration for oil and gas in the Gulf of Mexico using a regional database of 7,000 square miles of PSTM 3D seismic data. Cheniere also 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 website 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 statements.

Cheniere Energy, Inc.
Selected Financial Information
(in thousands)

	Three Months Ended March 31,	
	2005	2004

	2005	2004

	(Unaudited)	

Revenues

\$737

\$332

Operating Costs and Expenses		
LNG Terminal Development Expenses	5,424	4,401
Production Costs	56	7
Depreciation, Depletion and Amortization	528	206
General and Administrative Expenses	4,990	2,936
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Total Operating Costs and Expenses	10,998	7,550
	-----	-----
Loss from Operations	(10,261)	(7,218)
Equity in Net (Loss) Income of Limited Partnership	(844)	2,155
Reimbursement from Limited Partnership Investment	-	2,500
Interest and Other Income, Net	1,793	6
Minority Interest	97	1,482
	-----	-----
Net Loss	\$ (9,215)	\$ (1,075)
	=====	=====
Net Loss Per Share - Basic and Diluted	\$ (0.18)	\$ (0.03)
	=====	=====
Weighted Average Shares Outstanding - Basic and Diluted	52,364	36,219
	=====	=====

	March 31, 2005	December 31, 2004
	-----	-----
	(Unaudited)	
Cash and Cash Equivalents	\$246,848	\$308,443
Advances to EPC Contractor	32,347	-
Other Current Assets	5,951	2,838
Property, Plant and Equipment, Net	28,859	20,880
Debt Issuance Costs, Net	17,939	1,302
Goodwill	76,924	-
Other Assets	5,652	104
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Total Assets	\$414,520	\$333,567
	=====	=====
Current Liabilities	\$11,398	\$5,529
Deferred Revenue	23,000	23,000
Other Liabilities and Minority Interest	100	437
Stockholders' Equity	380,022	304,601
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Total Liabilities and Stockholders' Equity	\$414,520	\$333,567
	=====	=====

CONTACT: Cheniere Energy, Inc., Houston
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