

=====

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): July 21, 2005

CHENIERE ENERGY, INC.

(Exact name of registrant as specified in its charter)

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

717 Texas Avenue Suite 3100 Houston, Texas (Address of principal executive offices)	77002 (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 7.01. Regulation FD Disclosure.

On July 21, 2005, Cheniere Energy, Inc. issued a press release announcing the intent to offer convertible senior unsecured notes in a private placement. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

c) Exhibits

Exhibit Number	Description
99.1	Press Release, dated July 21, 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: July 21, 2005

By: /s/ Don A. Turkleson

-----  
Name: Don A. Turkleson  
Title: Senior Vice President, Chief

EXHIBIT INDEX

Exhibit Number - - - - -	Description - - - - -
99.1	Press Release, dated July 21, 2005 (filed herewith).

Cheniere Energy Announces Proposed Private Placement of \$300 Million Convertible Senior Unsecured Notes

HOUSTON--(BUSINESS WIRE)--July 21, 2005--Cheniere Energy, Inc. (AMEX:LNG) announced today that it intends to offer, subject to market and other conditions, approximately \$300 million aggregate principal amount of its convertible senior unsecured notes due 2012, through an offering to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933.

The company stated that it expects to grant the initial purchaser a 30-day option to purchase up to an additional \$25 million principal amount of notes.

The company intends to use a portion of the proceeds of the offering for the cost of related hedge transactions and the balance for general corporate purposes. Pending such uses, the company intends to invest the remaining proceeds in interest bearing instruments.

The company has been advised that in connection with the transaction, affiliates of the initial purchaser of the notes may acquire common stock in secondary market transactions at or after the pricing of the notes.

This announcement is neither an offer to sell nor a solicitation of an offer to buy any of these securities and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale is unlawful.

The securities will not be registered under the Securities Act of 1933 or any state securities laws, and unless so registered, may not be offered or sold in the United States except pursuant to an exemption from the registration requirements of the Securities Act of 1933 and applicable state laws.

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.

CONTACT: Cheniere Energy Inc., Houston  
David Castaneda, 713-265-0202