
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): March 13, 2006

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

On March 13, 2006, Cheniere Energy, Inc. (the "Company") issued a press release announcing the Company's results of operations for the fourth quarter and fiscal year ended December 31, 2005. The press release is attached hereto as exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein in its entirety.

The information included in this Current Report on Form 8-K, including the attached exhibits, 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.

Item 9.01. Financial Statements and Exhibits.

c) Exhibits

Exhibit Number

Description

99.1 Press Release, dated March 13, 2006 (filed herewith).

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: March 13, 2006 By: /s/ Craig K. Townsend

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

EXHIBIT INDEX

Exhibit Number

Description

99.1 Press Release, dated March 13, 2006 (filed herewith).

Cheniere Energy Reports Fourth Quarter and 2005 Results

HOUSTON--(BUSINESS WIRE)--March 13, 2006--Cheniere Energy, Inc. (AMEX:LNG) reported a net loss of \$18.4 million, or \$0.34 per share (basic and diluted), for the fourth quarter of 2005 compared with a net loss of \$9.8 million, or \$0.23 per share (basic and diluted), during the corresponding period in 2004. The major factors contributing to the fourth quarter net loss in 2005 were LNG receiving terminal development expenses of \$7.1 million and general and administrative expenses of \$12.0 million.

Financial results for the year ended December 31, 2005 reflect a net loss of \$29.8 million, or \$0.56 per share (basic and diluted), compared to a net loss of \$24.6 million, or \$0.63 per share (basic and diluted), in 2004. The major factors contributing to our net loss of \$29.8 million in 2005 were LNG receiving terminal development expenses of \$22.0 million and general and administrative expenses of \$29.1 million, which were offset by the \$20.2 million gain on the sale of Cheniere's investment in Gryphon Exploration Company ("Gryphon"). Absent the gain on the sale of our investment in Gryphon, we would have reported a net loss of \$50.0 million, or \$0.94 per share (basic and diluted), for 2005.

Cheniere's working capital at December 31, 2005 was \$810.1 million, an increase of \$504.3 million from \$305.8 million at December 31, 2004. The increase in working capital was primarily attributable to the completion of a \$600 million term loan and the issuance of \$325 million of Convertible Senior Unsecured notes in 2005. These sources of funds were partially offset by construction costs at Cheniere's Sabine Pass LNG receiving terminal, the cost of hedging the potential dilution from the conversion of the convertible notes up to a market price of \$70.00 per share of Cheniere common stock, funds used in operations and debt issuance costs.

Note: On April 8, 2005, Cheniere's Board of Directors declared a two-for-one stock split effective April 22, 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 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, TX 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. 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 statements.

(Financial Table Follows)

Cheniere Energy, Inc.
Selected Financial Information
(in thousands, except per share data)

Three Months Ended

	December 31,		31,
2005	2004	2005	2004
(unaudit	ed)		
\$851	\$866	\$3,005	\$1,998
7,119	3,752	22,020	17,166

Vear Ended

Operating Costs and Expenses
LNG Receiving Terminal
Development Expenses

Revenues

Oil and Gas Production Costs	70	88	237	117
Depreciation, Depletion and Amortization	1,965	692	3,702	1,324
General and Administrative Expenses	12,031	5 , 369	29,145	12,476
Total Operating Costs and Expenses	21,185	9,901	55,104	31,083
Loss from Operations	(20,334)	(9,035)	(52,099)	(29,085)
Gain on Sale of Investment in Unconsolidated Affiliate Equity in Net Income (Loss) of			20,206	
Limited Partnership Reimbursement from Limited		(1,431)		
Partnership Investment				-,
Derivative Gain	574		837	
Interest Expense	(12,316)		(17,373)	
Interest Income	9,406	453	17 , 520	501
Income Tax Benefit	2,045		2,045	
Minority Interest		212	97	2,862
Net Loss	\$(18,424)	\$(9,801)	\$(29 , 798)	\$(24,568)
Net Loss Per Common Share -				
Basic and Diluted	¢ (0 24)	¢ (0 22)	¢ (0 E 6)	¢ (0 63)
basic and Diluted	٥ (٥٠٥4)	۶(0.23)	\$ (0.36)	\$(0.63)
Weighted Average Common Shares				
Outstanding -				
Basic and Diluted	53,773	42,939	53,097	38,895
	======	=======	=======	=======
		Dogoml	or 21 Do	cember 31,
)5 	
Cash and Cash Equivalents	\$692,592		\$308,443	
Restricted Cash and Cash Equiv	<i>r</i> alents		50,885	
Advances to EPC Contractor			8,087	
Other Current Assets Non-Current Restricted Cash ar	nd Cash		9,899	2,838
Equivalents	1	L6,500		
Property, Plant and Equipment,	298,083		20,880	
Debt Issuance Costs, Net		43,008		
Goodwill	76,844 2,226		1,302	
Other Assets			104	
Other Assets			2,220	104
Total Assets		08,124	\$333,567	
		=====		
Current Liabilities			51,322	\$5 , 529
Long-Term Debt Deferred Revenue			17,500 11,000	23,000
Long-Term Derivative Liability		1,682		
Other Liabilities and Minority		102	437	
Stockholders' Equity		28	36,518	304,601
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CONTACT: Cheniere Energy, Inc., Houston David Castaneda, 713-265-0202

Total Liabilities and Stockholders' Equity \$1,308,124 \$333,567