

**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549

**FORM S-8**  
REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933

**CHENIERE ENERGY, INC.**

(Exact name of Registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation)

1382  
(Primary Standard Industrial  
Classification Code Number)

95-4352386  
(I.R.S. Employer  
Identification No.)

333 Clay Street, Suite 3400  
Houston, Texas 77002-4102  
(713) 659-1361

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

**CHENIERE ENERGY, INC.**  
**1997 STOCK OPTION PLAN**

(Full Title of the Plan)

Don A. Turkleson  
Chief Financial Officer  
Cheniery Energy, Inc.  
333 Clay Street, Suite 3400  
Houston, Texas 77002-4102  
(713) 659-1361

(Name, address, including zip code, and telephone number,  
including area code, of agent for service)

*Copy to:*

Geoffrey K. Walker  
Andrews Kurth LLP  
600 Travis, Suite 4200  
Houston, Texas 77002  
(713) 220-4757

**CALCULATION OF REGISTRATION FEE**

Title of securities to be registered	Amount to be registered(1)(2)	Proposed maximum offering price per share(1)(2)	Proposed maximum aggregate offering price(1)	Amount of registration fee
Common Price, par value \$.003 per share	2,012,500 shares(3)	\$6.265	\$12,608,312.50	\$1,020.01

- (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, and are based upon the average of the high and low prices per share of the registrant's common stock on the American Stock Exchange on December 16, 2003.
- (2) Number of shares to be registered and the offering price per share reflects the 1-for-4 stock split effective as of October 18, 2000.
- (3) Additional shares of common stock issuable to the Cheniere Energy, Inc. 1997 Stock Option Plan as approved by the registrant's stockholders as of June 12, 2003.

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## INCORPORATION OF CONTENTS OF EARLIER REGISTRATION STATEMENTS BY REFERENCE

This registration statement on Form S-8 is being filed solely to register additional securities. In accordance with General Instruction E to Form S-8, the registrant hereby incorporates by reference the contents of the registrant's earlier registration statements, file numbers 333-52479 and 333-35866. The number of shares contained in such earlier registrations have been adjusted to reflect a 1-for-4 stock split effective as of October 18, 2000 so that the aggregate number of shares issuable pursuant to the registrant's 1997 Stock Option Plan and registered pursuant to this and the earlier registration statements is 2,500,000 shares of common stock.

### PART II

#### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

##### Item 8. Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
*4.1	Amended and Restated Certificate of Incorporation of Cheniere Energy, Inc. (incorporated by reference to Exhibit 3.1 to Cheniere's Quarterly Report on Form 10-Q for the quarter ended June 30, 1999 as filed with the SEC on August 16, 1999 (SEC File No. 000-09092))
*4.2	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Cheniere Energy, Inc. (incorporated by reference to Exhibit 3.2 to Cheniere's Quarterly Report on Form 10-Q for the quarter ended June 30, 1999 as filed with the SEC on August 16, 1999 (SEC File No. 000-09092))
*4.3	By-laws of Cheniere Energy, Inc. as amended through April 7, 1997 (incorporated by reference to Exhibit 3.2 to Cheniere's Annual Report on Form 10-K for the year ended December 31, 1998 as filed with the SEC on March 29, 1999 (SEC File No. 000-09092))
*4.4	Specimen Common Stock Certificate of Cheniere Energy, Inc. (incorporated by reference to Exhibit 4.1 to Cheniere's Registration Statement on Form S-1 as filed with the SEC on August 27, 1996 (SEC File No. 333-10905))
*4.5	Cheniere Energy, Inc. 1997 Stock Option Plan (incorporated by reference to Exhibit 10.25 to Cheniere's Quarterly Report on Form 10-Q for the quarterly period ended November 30, 1997 as filed with the SEC on January 14, 1988 (SEC File No. 000-09092))
*4.6	Cheniere Energy, Inc. 1997 Stock Option Plan Amendment No. 1 (incorporated by reference to Exhibit 10.27 to Cheniere's Annual Report on Form 10-K for the year ended December 31, 1999 as filed with the SEC on March 29, 2000 (SEC File No. 000-09092))
4.7	Cheniere Energy, Inc. 1997 Stock Option Plan Amendment No. 2
4.8	Cheniere Energy, Inc. 1997 Stock Option Plan Amendment No. 3
4.9	Cheniere Energy, Inc. 1997 Stock Option Plan Amendment No. 4
5.1	Opinion of Andrews Kurth LLP
23.1	Consent of Andrews Kurth LLP (included in Exhibit 5)
23.2	Consent of Mann Frankfort Stein & Lipp CPAs, L.L.P.
23.3	Consent of PricewaterhouseCoopers LLP
23.4	Consent of KPMG LLP
23.5	Consent of Ryder Scott Company, L.P.

\* Incorporated by reference as indicated.



**EXHIBIT INDEX**

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**CHENIERE ENERGY, INC. 1997 STOCK OPTION PLAN  
AMENDMENT No. 2**

**INCREASING NUMBER OF SHARES SUBJECT TO PLAN**

The Company's Board of Directors and stockholders have approved and declared the advisability of amending the Company's 1997 Stock Option Plan to increase the total number of shares subject to the Plan from 1,950,000 to 6,000,000.

This Amendment No. 1 hereby changes the first sentence of Article V Section 5.1 to read:

"Subject to adjustment pursuant to the provisions of Section 5.2 hereof, the maximum number of shares of Common Stock which may be issued and sold hereunder shall be 6,000,000."

**CHENIERE ENERGY, INC. 1997 STOCK OPTION PLAN  
AMENDMENT No. 3**

**INCREASING NUMBER OF SHARES SUBJECT TO PLAN**

The Company's Board of Directors and stockholders have approved and declared the advisability of amending the Company's 1997 Stock Option Plan to increase the total number of shares subject to the Plan from 1,500,000 to 2,000,000.

This Amendment No. 3 hereby changes the first sentence of Article V Section 5.1 to read:

“Subject to adjustment pursuant to the provisions of Section 5.2 hereof, the maximum number of shares of Common Stock which may be issued and sold hereunder shall be 2,000,000.”

**CHENIERE ENERGY, INC. 1997 STOCK OPTION PLAN  
AMENDMENT No. 4**

**INCREASING NUMBER OF SHARES SUBJECT TO PLAN**

The Company's Board of Directors and stockholders have approved and declared the advisability of amending the Company's 1997 Stock Option Plan to increase the total number of shares subject to the Plan from 2,000,000 to 2,500,000.

This Amendment No. 4 hereby changes the first sentence of Article V Section 5.1 to read:

"Subject to adjustment pursuant to the provisions of Section 5.2 hereof, the maximum number of shares of Common Stock which may be issued and sold hereunder shall be 2,500,000."

## Letterhead of Andrews Kurth LLP

December 22, 2003

Cheniere Energy, Inc.  
333 Clay Street, Suite 3400  
Houston, Texas 77002-4102

Re: Cheniere Energy, Inc. 1997 Stock Option Plan Amendment No. 4

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 2,012,500 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. 1997 Stock Option Plan Amendment No. 4 (the "Plan"), 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 Plan 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,

/S/ ANDREWS KURTH LLP

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ANDREWS KURTH LLP



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 7, 2003, relating to the consolidated financial statements of Cheniere Energy, Inc., which appears on page 39 in Cheniere Energy, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2002.

/s/ MANN FRANKFORT STEIN & LIPP CPAs, L.L.P.

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MANN FRANKFORT STEIN & LIPP CPAs, L.L.P.

December 18, 2003  
Houston, Texas

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated March 29, 2002, relating to the financial statements of Cheniere Energy, Inc., on page 40, and Gryphon Exploration Company, on page 79, which appear in Cheniere Energy, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2002.

/s/ PRICEWATERHOUSECOOPERS LLP

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PRICEWATERHOUSECOOPERS LLP

December 18, 2003  
Houston, Texas

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 14, 2003 relating to the financial statements of Gryphon Exploration Company, which appears on page 78 in Cheniere Energy, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2002.

/s/ KPMG LLP

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KPMG LLP

December 18, 2003  
Houston, Texas

CONSENT OF INDEPENDENT PETROLEUM ENGINEERS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of the Annual Report on Form 10-K, for the year ended December 31, 2002, for Cheniere Energy, Inc. in accordance with the requirements of the Securities Act of 1933, with the inclusion in such Annual Report of our reserve reports incorporated therein, and references to our name in the form and context in which they appear.

/s/ RYDER SCOTT COMPANY, L.P.

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RYDER SCOTT COMPANY, L.P.

December 18, 2003  
Houston, Texas