
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington D.C. 20549

**FORM 8-K/A
(Amendment No. 1)**

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): January 26, 2004

CHENIERE ENERGY, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-16383
(Commission File Number)

95-4352386
(IRS Employer
Identification Number)

**333 Clay Street
Suite 3400
Houston, Texas**
(Address of principal executive offices)

77002
(Zip Code)

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

EXPLANATORY NOTE

This amendment to the Form 8-K is being furnished for the purpose of correcting certain disclosures contained in the Registrant's press release issued on January 26, 2004 and certain disclosures contained in Item 5 to the Form 8-K filed on January 26, 2004. This 8-K/A supersedes the original report in its entirety.

ITEM 5. Other Events and Regulation FD Disclosure

On January 26, 2004, Cheniere Energy, Inc. completed a private placement to certain accredited investors of 1,100,000 shares of its common stock, priced at \$13.50 per share. T. R. Winston & Company, Inc. acted as Cheniere's placement agent with respect to the private placement and received a fee equal to 6.5% of the gross proceeds.

A copy of the press release regarding the private placement is attached hereto as Exhibit 99.1. This Current Report on Form 8-K/A may contain forward-looking statements that are made pursuant to the safe-harbor provisions of the Private Securities Litigation Reform Act of 1995. Words such as "intends" and similar expressions are intended to identify forward-looking statements. These forward-looking statements are not guarantees of future performance and are subject to risks and uncertainties, including those contained in our Annual Report on Form 10-K.

ITEM 7. Financial Statements and Exhibits

(c) Exhibits.

99.1* Press Release dated January 26, 2004.

* 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: January 27, 2004

By: /s/ Don A. Turkleson

Name: Don A. Turkleson
Title: Chief Financial Officer

CHENIERE ENERGY, INC. NEWS RELEASE

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Cheniere Energy Receives \$14,850,000 from Private Placement of Stock

HOUSTON—January 26, 2004— Cheniere Energy Inc. (AMEX:LNG) announced today the private placement of 1,100,000 shares of its common stock with twelve accredited investors for consideration of \$14,850,000, or \$13.50 per share. This represents a 5% discount off the \$14.20 closing price of Cheniere's common stock on January 16, 2004, the date the offering was priced. The proceeds of the private placement will be used for general corporate purposes.

The securities offered to accredited investors in the private placement were sold in reliance on an exemption from the registration requirements of the Securities Act of 1933, as amended (the "Securities Act"). The securities have not been registered under the Securities Act or any state securities laws, and the securities may not be offered or sold absent registration or an applicable exemption from the registration requirements of the Securities Act and applicable state securities laws. In connection with the offering, Cheniere has agreed, subject to certain terms and conditions, to file a registration statement under the Securities Act covering the resale of the shares purchased. This press release does not and will not constitute an offer to sell or the solicitation of an offer to buy shares and is being issued under Rule 135c under the Securities Act.

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 in Sabine Pass, LA, and Corpus Christi, TX. 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 Web site at www.cheniere.com, by contacting the company's investor and media relations department toll-free at 888-948-2036 or by writing to: LNG@MDCGroup.com.

Except for the historical statements contained herein, this news release presents forward-looking statements that involve risks and uncertainties. Although the company believes that the expectations reflected in such forward-looking statements are based upon reasonable assumptions, it can give no assurance that its expectations will be achieved. Certain risks and uncertainties inherent in the company's business are set forth in the company's periodic reports that are filed with and available from the Securities and Exchange Commission.

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