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

**POST-EFFECTIVE AMENDMENT NO. 1
TO
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 or organization)

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

**717 Texas Avenue, Suite 3100
Houston, Texas 77002**
(Address of Principal Executive Offices)

**CHENIERE ENERGY, INC.
2003 STOCK INCENTIVE PLAN**
(Full Title of the Plan)

**Don A. Turkleson
Chief Financial Officer
Cheniere Energy, Inc.
717 Texas Avenue, Suite 3100
Houston, Texas 77002
(713) 659-1361**
(Name and address of agent for service)

Copy to:

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

EXPLANATORY NOTE

On January 30, 2004, we filed with the Securities and Exchange Commission a Registration Statement on Form S-8 (Registration No. 333-112379) to register 1,000,000 shares of common stock, par value \$0.003 per share, to be issued under the Cheniere Energy, Inc. 2003 Stock Incentive Plan. We are filing this Post-Effective Amendment No. 1 to substitute Item 5 filed herewith for Item 5 as originally filed.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 5. Interests of Named Experts and Counsel.

The validity of the shares of common stock registered in the Registration Statement on Form S-8 (Registration No. 333-112379) has been passed upon for the Registrant by Andrews Kurth LLP whose opinion is attached to the Registration Statement as Exhibit 5. Geoffrey K. Walker, a partner in Andrews Kurth LLP, owns 5,000 shares of common stock of the Registrant.

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this Post-Effective Amendment No. 1 to Form S-8 and has duly caused this Post-Effective Amendment No. 1 to Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on this 19th day of February, 2004.

CHENIERE ENERGY, INC.

By: /s/ CHARIF SOUKI

Name: Charif Souki
Title: President, Chief Executive Officer
and Chairman of the Board

Pursuant to the requirements of the Securities Act, this Post-Effective Amendment No. 1 to Form S-8 has been signed by the following persons in the capacities and on the dates stated.

<u>Name and Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ CHARIF SOUKI</u> Charif Souki	President, Chief Executive Officer and Chairman of the Board (Principal Executive Officer)	February 19, 2004
*	Vice Chairman of the Board and Director	February 19, 2004
<u>Walter L. Williams</u>		
<u>/s/ DON A. TURKLESON</u> Don A. Turkleson	Vice President & Chief Financial Officer, Secretary & Treasurer (Principal Financial and Accounting Officer)	February 19, 2004
*	Director	February 19, 2004
<u>Nuno Brandolini</u>		
*	Director	February 19, 2004
<u>Keith F. Carney</u>		
*	Director	February 19, 2004
<u>Paul J. Hoenmans</u>		
*	Director	February 19, 2004
<u>David B. Kilpatrick</u>		
*	Director	February 19, 2004
<u>J. Robinson West</u>		
<u>*By: /s/ DON A. TURKLESON</u> Don A. Turkleson	Attorney in Fact	February 19, 2004