
**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): February 8, 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))
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Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On December 15, 2004, the Board of Directors of Cheniere Energy, Inc. (“Cheniere”) approved, subject to the approval by the stockholders of Cheniere, an amendment to Cheniere’s Restated Certificate of Incorporation to increase the number of authorized shares of Cheniere’s common stock from 40,000,000 shares to 120,000,000 shares. At Cheniere’s Special Meeting of Stockholders held on February 8, 2005, the stockholders of Cheniere voted in favor of the aforementioned amendment to Cheniere’s Restated Certificate of Incorporation. On February 8, 2005, Cheniere filed with the office of the Secretary of State of the State of Delaware a Certificate of Amendment of Restated Certificate of Incorporation of Cheniere Energy, Inc. (the “Amendment”) increasing the number of authorized shares of Cheniere’s common stock from 40,000,000 to 120,000,000, with such amendment being effective as of February 8, 2005.

The above description of the Amendment is qualified in its entirety by the terms of the Amendment, which is filed as Exhibit 3.1 to, and incorporated by reference in, this Current Report on Form 8-K.

Item 8.01. Other Events.

On December 15, 2004, the Board of Directors of Cheniere approved an amendment to Cheniere’s 2003 Stock Incentive Plan (the “Plan”) providing for an increase in the total number of shares of common stock authorized for issuance under the Plan from 1,000,000 to 4,000,000 shares (the “Amendment”). At Cheniere’s Special Meeting of Stockholders held on February 8, 2005, the stockholders of Cheniere voted in favor of the aforementioned amendment to the Plan, and the Plan was thereby amended to reflect the increase in the total number of shares of common stock authorized for issuance under the Plan from 1,000,000 to 4,000,000 shares.

The above description of the Amendment is qualified in its entirety by the terms of the Amendment, which is filed as Exhibit 4.1 to, and incorporated by reference in, this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.**c) Exhibits**

<u>Exhibit Number</u>	<u>Description</u>
3.1	Certificate of Amendment of Restated Certificate of Incorporation of Cheniere Energy, Inc., dated February 8, 2005 (filed herewith).
4.1	Amendment to Cheniere Energy, Inc. 2003 Stock Incentive Plan (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.

Date: February 8, 2005

CHENIERE ENERGY, INC.

By: /s/ Don A. Turkleson

Name: Don A. Turkleson
Title: Senior Vice President, Chief
Financial Officer and Secretary

EXHIBIT INDEX

Exhibit Number	Description
3.1	Certificate of Amendment of Restated Certificate of Incorporation of Cheniere Energy, Inc., dated February 8, 2005 (filed herewith).
4.1	Amendment to Cheniere Energy, Inc. 2003 Stock Incentive Plan (filed herewith).

**CERTIFICATE OF AMENDMENT
OF
RESTATED
CERTIFICATE OF INCORPORATION
OF
CHENIERE ENERGY, INC.**

Pursuant to Section 242 of the General Corporation Law of the State of Delaware, Cheniere Energy, Inc., a corporation organized and existing under the Delaware General Corporation Law (the "Corporation"), does hereby certify:

1. That the Board of Directors of the Corporation duly adopted a resolution setting forth a proposed amendment to the Restated Certificate of Incorporation of the Corporation declaring its advisability and directing that this amendment be submitted for consideration by its sole stockholder. The resolution is as follows:

RESOLVED, that the Restated Certificate of Incorporation be amended by the deletion of the text of Article FIFTH in its entirety and substitution by the text of Article FIFTH in its entirety which shall read as follows:

FIFTH: "The total number of shares of stock that the Company shall have authority to issue is 125,000,000 shares, consisting of:

- (1) 120,000,000 shares of Common Stock, having a par value of \$.003 per share; and
- (2) 5,000,000 shares of Preferred Stock, having a par value of \$.0001 per share.

The Board of Directors of the Company is authorized, subject to limitations prescribed by law and by filing any certificate prescribed by law, to establish the par value of such Preferred Stock, to provide for the issuance of such Preferred Stock in series, and to establish the number of shares to be included in each such series, the full or limited voting powers, or the denial of voting powers of each such series, and such designations, preferences and relative participating, optional or other special rights, and the qualifications or restrictions and other distinguishing characteristics, if any, of the shares of each such series. The authority of the Board of Directors with respect to the shares of each such series shall include, without limitation, determination of the following:

- (a) the number of shares of each such series and the designation thereof;
- (b) the par value of shares of each such series;
- (c) the annual rate or amount of dividends, if any, payable on shares of each such series (which dividends would be payable in preference to any dividends on Common Stock), whether such dividends shall be cumulative or non-cumulative and the conditions upon which and/or the date when such dividends shall be payable;

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- (d) whether the shares or each such series shall be redeemable and, if so, the terms and conditions of such redemption, including the time or times when and the price or prices at which shares of each such series may be redeemed;
- (e) the amount, if any, payable on shares of each such series in the event of liquidation, dissolution or winding up of the affairs of the Company;
- (f) whether the shares of each such series shall be convertible into or exchangeable for shares of any other class, or any series of the same or any other class, and, if so, the terms and conditions thereof, including the price or prices or the rate or rates at which shares of each such series shall be so convertible or exchangeable, and the adjustment which shall be made, and the circumstances in which such adjustments shall be made, in such conversion or exchange prices or rates; and
- (g) whether the shares of each such series shall have any voting rights in addition to those prescribed by law and, if so, the terms and conditions of exercise of voting rights.”

2. That thereafter, stockholders of the Corporation at a special meeting thereof, duly adopted the foregoing amendment.

3. That said amendment was duly adopted in accordance with the provisions of Section 242 of the Delaware General Corporation Law.

4. That the capital of the Corporation shall not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be executed as of the 8th day of February, 2005.

CHENIERE ENERGY, INC.

By: /s/ Don A. Turkleson

Name: Don A. Turkleson
Title: Senior Vice President, Chief
Financial Officer & Secretary

**AMENDMENT TO
CHENIERE ENERGY, INC.
2003 STOCK INCENTIVE PLAN**

Increasing Number of Shares Subject to the Plan

WHEREAS, Cheniere Energy, Inc. (the "Company") has heretofore adopted the 2003 Stock Incentive Plan (the "Plan"); and

WHEREAS, the Company desires to amend the Plan to increase the number of authorized shares thereunder from 1,000,000 to 4,000,000;

NOW THEREFORE, the Plan shall be amended, effective as of December 15, 2004, as follows:

Section 1.2 of the Plan shall be amended to read as follows:

Shares Subject to the Plan

The aggregate number of shares of Common Stock, \$.003 par value per share, of the Company ("Common Stock") that may be issued under the Plan shall not exceed 4,000,000. No more than 500,000 shares of Common Stock shall be issued to any one Participant in any one calendar year. Notwithstanding the above, however, in the event that at any time after the Effective Date the outstanding shares of Common Stock are changed into or exchanged for a different number or kind of shares or other securities of the Company by reason of a merger, consolidation, recapitalization, reclassification, stock split, stock dividend, combination of shares or the like, the aggregate number and class of securities available under the Plan shall be ratably adjusted by the Committee (as defined below), whose determination shall be final and binding upon the Company and all other interested persons. In the event the number of shares to be delivered upon the exercise or payment of any Award granted under the Plan is reduced for any reason whatsoever or in the event any Award granted under the Plan can no longer under any circumstances be exercised or paid, the number of shares no longer subject to such Award shall thereupon be released from such Award and shall thereafter be available under the Plan for the grant of additional Awards. Shares issued pursuant to the Plan (i) may be treasury shares, authorized but unissued shares or, if applicable, shares acquired in the open market and (ii) shall be fully paid and nonassessable.

This amendment only amends Section 1.2 of the Plan and does not further amend any other provisions of the Plan.