

**UNITED STATES  
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 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)*

**Zurab S. Kobiashvili  
General Counsel  
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**

**CALCULATION OF REGISTRATION FEE**

Title of each class of securities to be registered (1)(2)	Amount to be Registered (1)	Proposed maximum offering price per share (3)	Proposed maximum aggregate offering price (3)	Amount of registration fee
Common Stock, par value \$.003 per share, and Rights attached thereto	6,000,000 shares	\$ 33.77	\$ 202,620,000	\$ 23,848.37

- (1) This Registration Statement is filed pursuant to General Instruction E to Form S-8. Registration Statement No. 333-112379 previously registered 1,000,000 shares of Cheniere Energy, Inc. Common Stock (before the two-for-one stock split of the Common Stock), under the Cheniere Energy, Inc. 2003 Stock Incentive Plan, together with an indeterminate amount of Plan interests. The number of previously registered shares has been adjusted to 2,000,000 shares of Common Stock to reflect the two-for-one stock split as set forth in Cheniere Energy, Inc.'s Current Report on Form 8-K filed on March 14, 2005. This Registration Statement is being filed to register 6,000,000 additional shares of Common Stock that may be issued under the Plan. The aggregate number of shares issuable pursuant to the Plan and registered pursuant to this and the earlier registration statement is 8,000,000 shares of Common Stock.
- (2) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the Plan in the event of a stock split, stock dividend, recapitalization or similar event.
- (3) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(c) and (h)(1) under the Securities Act of 1933, based on the average of the high and low prices reported by the American Stock Exchange on July 29, 2005.

## INCORPORATION BY REFERENCE OF PRIOR REGISTRATION STATEMENT

The contents of Registration Statement No. 333-112379 are incorporated herein by reference, except for Items 3, 5 and 8, which are included below. The number of shares contained in such earlier registration statement has been adjusted (as reflected on our Current Report on Form 8-K filed on March 14, 2005) to reflect a two-for-one stock split effective as of April 22, 2005 so that the aggregate number of shares issuable pursuant to the Cheniere Energy, Inc. 2003 Stock Incentive Plan is 8,000,000 shares of Common Stock.

### Item 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The following documents filed by Cheniere Energy, Inc. (the "Company") with the Securities and Exchange Commission (the "SEC") are incorporated herein by reference into the Registration Statement:

- (a) Our Annual Report on Form 10-K for the fiscal year ended December 31, 2004, as amended by Form 10-K/A filed on March 16, 2005;
- (b) Our Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2005, filed with the SEC on May 6, 2005;
- (c) Our Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2005, filed with the SEC on August 5, 2005;
- (d) Our Definitive Proxy Statement on Schedule 14A, filed on April 7, 2005;
- (e) Our Current Reports on Form 8-K filed on January 12, 2005, January 24, 2005, February 8, 2005 (two), February 28, 2005, March 2, 2005, March 10, 2005, March 14, 2005, March 18, 2005, April 4, 2005, April 7, 2005, April 13, 2005, April 25, 2005, May 25, 2005, June 30, 2005, July 22, 2005, July 25, 2005, July 27, 2005, July 29, 2005 and August 2, 2005;
- (f) All other reports filed pursuant to Sections 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the annual report referred to in (a) above;
- (g) The description of our common stock set forth in our Registration Statement on Form 8-A, filed with the SEC on March 2, 2001, including any subsequent amendments or reports filed for the purpose of updating such description; and
- (h) The description of the rights to purchase Series A Junior Participating Preferred Stock contained in our Registration Statement on Form 8-A, filed with the SEC on November 1, 2004, as amended by Amendment No. 1 thereto, filed with the SEC on January 24, 2005.

All documents subsequently filed by us pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of the filing of such documents.

You may request a copy of these filings, at no cost, by requesting them in writing or by telephone from:

Corporate Secretary  
Cheniere Energy, Inc.  
717 Texas Avenue, Suite 3100  
Houston, Texas 77002  
(713) 659-1361

### Item 5. INTEREST OF NAMED EXPERTS AND COUNSEL

The legality of the Common Stock offered hereby is being passed upon for us by Andrews Kurth LLP. Attorneys at the law firm of Andrews Kurth LLP beneficially own 17,000 shares of our Common Stock.

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**Item 8. EXHIBITS**

The following exhibits have been filed as part of this Registration Statement and are specifically incorporated by reference:

- 4.1\* 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 fiscal quarter ended June 30, 2004, as filed with the SEC on August 10, 2004 (SEC File No. 001-16383))
- 4.2\* Certificate of Amendment of Restated Certificate of Incorporation of Cheniere Energy, Inc. (incorporated by reference to Exhibit 3.1 to Cheniere's Current Report on Form 8-K, as filed with the SEC on February 8, 2005 (SEC File No. 001-16383))
- 4.3\* Amended and Restated By-laws of Cheniere Energy, Inc. (incorporated by reference to Exhibit 4.3 to Cheniere's Registration Statement on Form S-8, as filed with the SEC on January 30, 2004 (SEC File No. 333-112379))
- 4.4\* Amendment No. 1 to Amended and Restated By-laws of Cheniere Energy, Inc. (incorporated by reference to Exhibit 3.1 to Cheniere's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2005, as filed with the SEC on May 6, 2005 (SEC File No. 001-16383))
- 4.5\* 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))
- 4.6\* Certificate of Designation of Series A Junior Participating Preferred Stock (incorporated by reference to Exhibit 3.1 to Cheniere's Current Report on Form 8-K, as filed with the SEC on October 14, 2004 (SEC File No. 001-16383))
- 4.7\* Rights Agreement by and between the Company and U.S. Stock Transfer Corp., as Rights Agent, dated as of October 14, 2004 (incorporated by reference to Exhibit 4.1 to Cheniere's Current Report on Form 8-K, as filed with the SEC on October 14, 2004 (SEC File No. 001-16383))
- 4.8\* First Amendment to Rights Agreement by and between the Company and U.S. Stock Transfer Corp., as Rights Agent, dated January 24, 2005 (incorporated by reference to Exhibit 4.1 to Cheniere's Current Report on Form 8-K, as filed with the SEC on January 24, 2005 (SEC File No. 001-16383))
- 4.9\* Cheniere Energy, Inc. 2003 Stock Incentive Plan (incorporated by reference to Exhibit 4.5 of the Company's Registration Statement on Form S-8, as filed with the SEC on January 30, 2004 (SEC File No. 333-112379))
- 4.10 Amendment No. 1 to Cheniere Energy, Inc. 2003 Stock Incentive Plan, dated January 29, 2004
- 4.11\* Amendment to Cheniere Energy, Inc. 2003 Stock Incentive Plan (incorporated by reference to Exhibit 4.1 to Cheniere's Current Report on Form 8-K, as filed with the SEC on February 8, 2005 (SEC File No. 001-16383))
- 4.12\* Amendment No. 2 to Cheniere Energy, Inc. 2003 Stock Incentive Plan (incorporated by reference to Exhibit 10.9 to Cheniere's Annual Report on Form 10-K, as filed with the SEC on March 10, 2005 (SEC File No. 001-16383))
- 5.1 Opinion of Andrews Kurth LLP regarding legality of common stock
- 23.1 Consent of Andrews Kurth LLP (included in Exhibit 5.1)
- 23.2 Consent of UHY Mann Frankfort Stein & Lipp CPAs, LLP
- 23.3 Consent of KPMG LLP
- 23.4 Consent of Hein & Associates LLP
- 23.5 Consent of Sharp Petroleum Engineering, Inc.
- 23.6 Consent of Ryder Scott Company
- 24.1 Powers of Attorney (included on signature page)

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\* Filed herewith

## 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 on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on this 5th day of August, 2005.

CHENIERE ENERGY, INC.

By: /s/ CHARIF SOUKI

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

## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned officers and directors of the registrant hereby constitutes and appoints Don A. Turkleson his lawful attorney-in-fact and agent, with full power of substitution, for him and on his behalf and in his name, place and stead, in any all capacities, to sign, execute and file this registration statement under the Securities Act of 1933, as amended, and any and all amendments (including, without limitation, post-effective amendments), with all exhibits and any and all documents required to be filed with respect thereto, with the Securities and Exchange Commission or any regulatory authority, granting unto such attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises in order to effectuate the same, as fully to all intents and purposes as he himself might or could do, if personally present, hereby ratifying and confirming all that said attorney-in-fact and agent or his substitute or substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act, this registration statement 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	Chief Executive Officer and Chairman of the Board (Principal Executive Officer)	August 5, 2005
<u>/s/ STANLEY C. HORTON</u> Stanley C. Horton	President and Chief Operating Officer (Principal Executive Officer)	August 5, 2005
<u>/s/ WALTER L. WILLIAMS</u> Walter L. Williams	Vice Chairman of the Board and Director	August 5, 2005
<u>/s/ DON A. TURKLESON</u> Don A. Turkleson	Senior Vice President, Chief Financial Officer & Secretary (Principal Financial Officer)	August 5, 2005
<u>/s/ CRAIG K. TOWNSEND</u> Craig K. Townsend	Vice President and Chief Accounting Officer (Principal Accounting Officer)	August 5, 2005
<u>/s/ NUNO BRANDOLINI</u> Nuno Brandolini	Director	August 5, 2005
<u>/s/ KEITH F. CARNEY</u> Keith F. Carney	Director	August 5, 2005
<u>/s/ PAUL J. HOENMANS</u> Paul J. Hoenmans	Director	August 5, 2005
<u>/s/ DAVID B. KILPATRICK</u> David B. Kilpatrick	Director	August 5, 2005
<u>/s/ J. ROBINSON WEST</u> J. Robinson West	Director	August 5, 2005

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## EXHIBIT INDEX

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23.6	Consent of Ryder Scott Company
24.1	Powers of Attorney (included on signature page)

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\* Filed herewith

**CHENIERE ENERGY, INC. 2003 STOCK INCENTIVE PLAN  
AMENDMENT No. 1**

**AMENDING SECTION 2.1 OF THE PLAN**

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

WHEREAS, the Company desires to amend the Plan in certain respects;

NOW THEREFORE, the Plan shall be amended as follows, effective as of January 29, 2004:

Section 2.1 shall be amended in its entirety to read as follows:

**"2.1 Grants.**

(a) The Committee may grant Options to purchase the Common Stock to any Employee, Consultant or Non-Employee Director according to the terms set forth below.

(b) The Board or the Committee may, by a resolution adopted by the Board or the Committee, authorize one or more officers of the Company to do one or both of the following: (i) designate Employees, Consultants or Non-Employee Directors to be recipients of Options and (ii) determine the number of Options to be received by such Employees, Consultants or Non-Employee Directors; provided, however, that the resolution so authorizing such officer or officers shall specify the total number of Options such officer or officers may so award. The Board or the Committee may not authorize an officer to designate himself or herself as a recipient of any Options."

## Letterhead of Andrews Kurth LLP

August 5, 2005

Cheniere Energy, Inc.  
717 Texas Avenue, Suite 3100  
Houston, Texas 77002

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 an additional 6,000,000 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. Amended and Restated 2003 Stock Incentive 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 Restated Certificate of Incorporation and the Amended and Restated 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  
ANDREWS KURTH LLP

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated March 10, 2005, relating to the consolidated financial statements of Cheniere Energy, Inc., Cheniere Energy, Inc.'s management assessment of the effectiveness of internal control over financial reporting, and the effectiveness of internal control over financial reporting of Cheniere Energy, Inc. which appear on pages 61 and 62 in Cheniere Energy, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2004 and filed with the Securities and Exchange Commission on March 10, 2005.

/s/ UHY MANN FRANKFORT STEIN & LIPP CPAs, LLP

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UHY MANN FRANKFORT STEIN & LIPP CPAs, LLP

Houston, Texas  
August 5, 2005



**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in the registration statement on Form S-8 of Cheniere Energy, Inc. of our report dated July 12, 2004, with respect to the balance sheet of Gryphon Exploration Company as of December 31, 2002, and the related statement of income (loss), stockholders' equity, and cash flows for the year then ended, which report appears on page 119 in Cheniere Energy, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2004, and filed with the Securities and Exchange Commission on March 10, 2005, as amended by Amendment No. 1 thereto.

/s/ KPMG LLP

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KPMG LLP

Houston, Texas  
August 5, 2005

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 18, 2005, relating to the financial statements of Freeport LNG Development, L.P., which appears on page 108 in Cheniere Energy, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2004 and filed with the Securities and Exchange Commission on March 10, 2005, as amended by Amendment No. 1 thereto.

/s/ HEIN & ASSOCIATES LLP

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HEIN & ASSOCIATES LLP

August 4, 2005  
Phoenix, Arizona

**CONSENT OF INDEPENDENT PETROLEUM ENGINEERS**

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Cheniere Energy, Inc.'s Annual Report on Form 10-K, for the year ended December 31, 2004 and filed with the Securities and Exchange Commission on March 10, 2005, 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/ SHARP PETROLEUM ENGINEERING, INC.

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SHARP PETROLEUM ENGINEERING, INC.

August 5, 2005  
Houston, Texas

**CONSENT OF INDEPENDENT PETROLEUM ENGINEERS**

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Cheniere Energy, Inc.'s Annual Report on Form 10-K, for the year ended December 31, 2004 and filed with the Securities and Exchange Commission on March 10, 2005, 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

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RYDER SCOTT COMPANY

August 5, 2005  
Houston, Texas