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 26, 2009

CHENIERE ENERGY, INC.
(Exact name of registrant as specified in its charter)

Delaware	**1-16383**	**95-4352386**
(State or other jurisdiction of incorporation or organization)	**(Commission File Number)**	**(I.R.S. Employer Identification No.)**

700 Milam Street **Suite 800** **Houston, Texas**	**77002**
(Address of principal executive offices)	**(Zip Code)**

Registrant's telephone number, including area code: (713) 375-5000

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 14d-2(b) 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))

Item 2.02 Results of Operations and Financial Condition.

On February 27, 2009, Cheniere Energy, Inc. (the "Company") issued a press release announcing the Company's results of operations for the fourth quarter and fiscal year ended December 31, 2008. The press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein in its entirety.

The information included in this Item 2.02 of Current Report on Form 8-K, including the attached Exhibit 99.1, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On February 26, 2009, Don A. Turkleson resigned as Chief Financial Officer of the Company effective as of March 1, 2009 in order to pursue other opportunities. In addition, the Compensation Committee of the Company's Board of Directors (the "Compensation Committee") approved a payment (the "Severance Payment") to Mr. Turkleson consisting of (i) a cash payment equal to one month's base salary in the amount of $22,735 and (ii) the accelerated vesting of Mr. Turkleson's outstanding equity awards in Company securities, which consist of 40,842 shares of restricted stock. Payment of the Severance Payment is conditioned upon Mr. Turkleson's execution of a release and separation agreement following his termination from the Company. The form of release and separation agreement is filed as Exhibit 10.7 to the Company's Current Report on Form 8-K (SEC File No. 001-16383), filed on May 14, 2008, which is incorporated herein by reference.

Also on February 26, 2009, Meg A. Gentle was elected Senior Vice President and Chief Financial Officer of the Company by the Company's board of directors effective March 1, 2009. Ms. Gentle, age 34, has served as Senior Vice President – Strategic Planning & Finance of the Company since February 2008. Prior to that time, she served as Vice President of Strategic Planning since September 2005. Prior to joining the Company in June 2004 as Manager, Strategic Planning, Ms. Gentle spent eight years in energy market development, economic evaluation, and long-range planning. She conducted international business development and strategic planning for Anadarko Petroleum Corporation, a publicly traded integrated energy company, from January 1998 to May 2004 and energy market analysis for Pace Global Energy Services, an energy management and consulting firm, from August 1996 to December 1998. Ms. Gentle received her B.A. in Economics and International Affairs from James Madison University in May 1996, and her M.B.A. from Rice University in May 2004.

Ms. Gentle is an "at will" employee and does not have an employment or severance agreement with the Company. The written and unwritten arrangements under which Ms. Gentle is compensated include:

- a base salary, which is reviewed annually by the Compensation Committee of the Board of Directors of the Company. Ms. Gentle's current base salary is $272,820;

- an annual incentive award or bonus award determined annually by the Compensation Committee;
- eligibility for awards under the Company's Amended and Restated 2003 Stock Incentive Plan, as amended (the "2003 Plan"), as determined by the Compensation Committee;
- a broad-based benefits package offered to all employees, including vacation, paid sick leave, a tax-qualified 401(k) savings plan pursuant to which the Company matches 100% up to the lesser of 6% of salary deferrals or the maximum deferrals permitted by law, medical, dental and vision benefits as well as a Section 125 Cafeteria Plan and health reimbursement arrangements and long-term disability, basic life, equal to two times base salary, and voluntary life (elective) insurance and accidental death and dismemberment insurance;
- a Change of Control Agreement, which provides that, upon a Change of Control (as defined in the 2003 Plan), Ms. Gentle shall receive a payment in an amount equal to one times her base salary at or immediately prior to the time the Change of Control is consummated. The form of Change of Control Agreement is filed as Exhibit 10.6 to the Company's Current Report on Form 8-K (SEC File No. 001-16383), filed on May 14, 2008, which is incorporated herein by reference; and
- 450,000 shares of phantom stock, which vest based on a combination of Company performance and Ms. Gentle's continued employment. See the description of the 2009 Phantom Stock Grant included in the Company's Current Report on Form 8-K (SEC File No. 001-16383), filed on February 27, 2009, which is incorporated herein by reference.

Except for the employment arrangements described, there are no other material relationships or transactions between Ms. Gentle and the Company or any of the Company's directors, executive officers, or major securityholders, or the immediate family members of any such person. In addition, there are no family relationships between Ms. Gentle and any director or executive officer of the Company.

Item 9.01 Financial Statements and Exhibits.

d) Exhibits

Exhibit Number	Description
99.1	Press Release, dated February 27, 2009 (furnished 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: February 27, 2009	By:	/s/ Anne V. Vaughan
	Name:	Anne V. Vaughan
	Title:	Corporate Secretary

EXHIBIT INDEX

Exhibit Number	Description
99.1	Press Release, dated February 27, 2009 (furnished herewith).

Exhibit 99.1

CHENIERE ENERGY, INC. NEWS RELEASE

Cheniere Energy Reports Fourth Quarter and 2008 Results

- Sufficient liquidity on hand for next several years
- Sabine Pass receiving terminal remaining construction on track

HOUSTON – (BUSINESS WIRE) – February 27, 2009 – Cheniere Energy, Inc. (NYSE Alternext US: LNG) reported a net loss of $106.8 million, or $2.23 per share (basic and diluted), for the fourth quarter of 2008 compared with a net loss of $52.6 million, or $1.14 per share (basic and diluted), during the corresponding period in 2007. Results are reported on a consolidated basis with Cheniere Energy Partners, L.P. (NYSE Alternext US: CQP) as Cheniere Energy, Inc. holds a 90.6% ownership interest.

For the year ended December 31, 2008, Cheniere reported a loss of $356.5 million, or $7.53 per share (basic and diluted) compared to a net loss of $181.8 million, or $3.60 per share (basic and diluted), for the comparable period 2007. The 2008 net loss includes $78.7 million of restructuring costs associated with a corporate downsizing that occurred in the second quarter and a $10.7 million loss associated with the early extinguishment of debt. Excluding these items, the net loss would have been $267.1 million, or $5.64 per share (basic and diluted). This compares to a net loss of $181.8 million in 2007.

For the year ended December 31, 2008, LNG receiving terminal and pipeline development expenses decreased to $10.6 million in 2008 compared to $34.6 million in 2007 and LNG receiving terminal and pipeline operating expenses increased to $14.5 million in 2008 as the first phases of the Sabine Pass terminal and Creole Trail pipelines were completed and placed into service. Depreciation expense increased to $24.3 million in 2008 from $6.4 million in 2007 due to the placement of the assets into service. Interest expense increased due to a higher average debt balance outstanding during 2008 compared to 2007. Interest income decreased to $20.3 million in 2008 compared to $82.6 million in 2007 due to a lower average outstanding cash balance year over year primarily driven by the reduction in the restricted cash accounts as payments were made to complete construction of the assets and interest rates were lower year over year.

Cash and Cash Equivalents

Unrestricted cash and cash equivalents at December 31, 2008 were $102.2 million of which all was held by Cheniere Energy, Inc.

Restricted cash and cash equivalents and treasury securities at December 31, 2008 were $460.9 million of which $394.8 million was held at Cheniere Energy Partners (Cheniere Partners) and $66.1 million was held at Cheniere Energy. Restricted cash held by Cheniere Partners includes approximately $82.4 million in a permanent debt service account and $13.7 million for one month of interest as required in the Sabine Pass LNG senior notes indentures, $32.8 million available for distributions to Cheniere Partners' common unit holders and general partner and $265.9 million for construction, working capital and general purposes.

The majority of the restricted cash held by Cheniere Energy includes the reserve account for payments under Cheniere Marketing LLC's TUA with the Sabine Pass LNG receiving terminal. This reserve account was established in August 2008 with an initial amount of $135.0 million. During the year ended December 31, 2008, Cheniere Marketing made payments to Sabine Pass LNG of $77.7 million for the fourth quarter capacity payments of $15.0 million and first quarter 2009 capacity payments of $62.7 million.

During 2008, Cheniere took several steps aimed at strengthening its liquidity and reducing overhead and operating expenses. These steps will allow the company to continue focusing on monetizing the 2 Bcf/d regasification capacity held by its subsidiary Cheniere Marketing LLC at the Sabine Pass receiving terminal. The company's strategy remains to develop a portfolio of long-term, short-term and spot LNG purchase agreements and/or additional terminal use agreements. A summary of events are highlighted below.

- In April, Cheniere Energy implemented a cost savings program that resulted in the downsizing of its domestic marketing operations as well as some reduction in corporate personnel. These reductions significantly reduced annual ongoing expenses for Cheniere.
- In August, Cheniere Energy increased cash on hand by entering into a $250 million senior secured term loan, the proceeds being used to pay down a $95 million bridge loan, fund a $135 million reserve account for Cheniere Marketing to make its TUA payments to Sabine Pass and for general working capital purposes. This TUA reserve requirement will be reduced to approximately $63 million by the third quarter of 2009, at which time the cash will be available for general working capital purposes at Cheniere Energy.
- In September, Sabine Pass LNG issued senior secured notes of $183.5 million pursuant to the existing indenture of its 2016 senior notes. Proceeds will be primarily used for completing the remaining construction for the second phase of the Sabine Pass receiving terminal and for general purposes.

2009 Outlook

Construction on the first phases of the Sabine Pass receiving terminal and related Creole Trail pipeline are complete and the second phase of the Sabine Pass terminal is expected to be complete by the third quarter of 2009. Cheniere Marketing's TUA became effective in October 2008 and the TUAs for Total and Chevron become effective during April and July 2009, respectively.

In summary, Cheniere estimates that it has sufficient liquidity, primarily due to cash on hand, to fund operations and pursue its strategy for the next several years. At the parent level, Cheniere has unrestricted cash of approximately $102 million at year end 2008 and expects an additional approximately $100 million to be released from restricted cash during 2009.

Cheniere Energy, Inc. is developing a network of three LNG receiving terminals and related natural gas pipelines along the Gulf Coast of the United States. Cheniere is pursuing related business opportunities both upstream and downstream of the terminals. Cheniere is also the founder and holds a 30% limited partner interest in a fourth LNG receiving terminal. Additional information about Cheniere Energy, Inc. may be found on its web site at www.cheniere.com.

For additional information, please refer to the Cheniere Energy, Inc. Quarterly Report on Form 10-Q for the period ended September 30, 2008, filed with the Securities and Exchange Commission.

This press release contains certain statements that may include "forward-looking statements" within the meanings of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. All statements, other than statements of historical facts, included herein are "forward-looking statements." Included among "forward-looking statements" are, among other things, (i) statements regarding Cheniere's business strategy, plans and objectives and (ii) statements expressing beliefs and expectations regarding the development of Cheniere's LNG receiving terminal and pipeline businesses. Although Cheniere believes that the expectations reflected in these forward-looking statements are reasonable, they do involve assumptions, risks and uncertainties, and these expectations may prove to be incorrect. Cheniere's actual results could differ materially from those anticipated in these forward-looking statements as a result of a variety of factors, including those discussed in Cheniere's periodic reports that are filed with and available from the Securities and Exchange Commission. You should not place undue reliance on these forward-looking statements, which speak only as of the date of this press release. Other than as required under the securities laws, Cheniere does not assume a duty to update these forward-looking statements.

(Financial Table Follows)

Cheniere Energy, Inc.
Selected Financial Information
(in thousands) (1)

	Three Months Ended December 31, 2008 (Unaudited)	Three Months Ended December 31, 2007 (Unaudited)	Year Ended December 31, 2008	Year Ended December 31, 2007
Revenues	$ 652	$ 638	$ 7,144	$ 647
Operating costs and expenses				
LNG receiving terminal and pipeline development expenses	(248)	8,300	10,556	34,656
LNG receiving terminal and pipeline operating expenses	9,942	—	14,522	—
Exploration costs	30	84	128	1,116
Oil and gas production costs	75	107	398	358
Impairment of fixed assets	—	—	—	18
Depreciation, depletion and amortization	11,510	1,870	24,346	6,393
Restructuring charges	(147)	—	78,704	—
General and administrative expenses	42,702	36,946	122,678	122,046
Total operating costs and expenses	63,864	47,307	251,332	164,587
Loss from operations	(63,212)	(46,669)	(244,188)	(163,940)
Loss on Early Extinguishment of Debt	24	—	(10,691)	—
Derivative gain	2,328	—	4,652	—
Interest expense	(52,596)	(24,172)	(130,648)	(104,557)
Interest income	2,396	15,680	20,337	82,635
Other income (expense)	193	1,291	(4,710)	660
Income tax provision	—	—	—	—
Minority interest	4,083	1,222	8,777	3,425
Net loss	$(106,784)	$ (52,648)	$(356,471)	$(181,777)
Net loss per common share—basic and diluted	$ (2.23)	$ (1.14)	$ (7.53)	$ (3.60)
Weighted average number of common shares outstanding—basic and diluted	47,856	46,274	47,365	50,537

	December 31, 2008	December 31, 2007
Cash and Cash Equivalents	$ 102,192	$ 296,530
Restricted Cash and Cash Equivalents	301,550	228,085
Other Current Assets	12,850	75,997
Non-Current Restricted Cash, Cash Equivalents and Treasury Securities	159,312	542,148
Property, Plant and Equipment, Net	2,170,158	1,645,112
Debt Issuance Costs, Net	57,676	44,005
Goodwill	76,844	76,844
Other Assets	41,488	53,578
Total Assets	$2,922,070	$2,962,299
Current Liabilities	$ 66,133	$ 173,101
Long-Term Debt, including related party	3,164,727	2,757,000
Deferred Revenue	37,500	40,000
Other Liabilities	8,141	8,637
Minority Interest	250,162	285,675
Stockholders' (Deficit) Equity	(604,593)	(302,114)
Total Liabilities and Stockholders' (Deficit) Equity	$2,922,070	$2,962,299

(1) Please refer to the Cheniere Energy, Inc. Annual Report on Form 10-K for the year ended December 31, 2008, filed with the Securities and Exchange Commission.

CONTACTS:
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