

**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): June 12, 2009

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.)

700 Milam Street Suite 800 Houston, Texas
(Address of principal executive offices)

77002
(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 1.01 Entry into a Material Definitive Agreement.

Director Compensation. On June 12, 2009, the Board of Directors (the “Board”) of Cheniere Energy, Inc. (the “Company”) approved the recommendation of the Governance and Nominating Committee to compensate each non-employee director of the Company in the amount of \$160,000 for services for the period from the current year’s Annual Meeting of Stockholders (June 12, 2009) until the next year’s Annual Meeting of Stockholders (the “Annual Period”). Additional compensation of \$20,000 for the Annual Period was approved for each of the chairman of the Audit Committee, the chairman of the Compensation Committee and the Lead Director. Additional compensation of \$10,000 for the Annual Period was approved for the chairman of the Governance and Nominating Committee. Compensation will be paid, at the election of the director, either 100% in shares of restricted stock of the Company or 50% in cash and 50% in shares of restricted stock of the Company. If a director elects to receive 50% of his or her compensation in cash, such cash payments will be made quarterly as of the 15th day of August, November, February and May, beginning on August 15, 2009. Payment in the form of restricted stock will be made June 15, 2009 (the “Date of Grant”), and the number of shares granted will be determined by the closing price of the Company’s common stock as reported on the NYSE Amex on the Date of Grant. Vesting of the restricted stock will occur in full on the first anniversary of the Date of Grant. A summary of the compensation to be paid to non-employee directors is attached hereto as Exhibit 10.1.

Amendment No. 4 to the 2003 Stock Incentive Plan. Amendment No. 4 to the Cheniere Energy, Inc. Amended and Restated 2003 Stock Incentive Plan, as amended (the “2003 Plan”) was adopted by the Board and the Company’s stockholders, as described in Item 5.02 below, which description is incorporated in this Item 1.01 by reference.

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

Amendment No. 4 to the 2003 Stock Incentive Plan. The Board unanimously adopted, subject to stockholder approval, Amendment No. 4 (“Amendment No. 4”) to the 2003 Plan. Amendment No. 4 increases the number of shares of common stock available for issuance under the 2003 Plan from 11,000,000 shares to 21,000,000 shares (subject to adjustment for stock dividends, stock splits and certain other changes in capitalization, pursuant to the terms of the 2003 Plan), increases the maximum number of shares that can be granted to any one individual during a calendar year from 1,000,000 to 3,000,000 shares of common stock, increases the aggregate cash awards that may be payable to an individual during any calendar year from \$10 million to \$25 million and adds an additional business criterion relating to contracted LNG quantity to the list of permissible business criteria pursuant to which performance awards may be granted under the 2003 Plan. The Board presented Amendment No. 4 to the stockholders and recommended that the stockholders approve Amendment No. 4 at the Annual Meeting of Stockholders (the “Annual Meeting”). Amendment No. 4 received an affirmative vote of the majority of the shares entitled to vote on such matter and present at the Annual Meeting and was approved by the stockholders effective as of June 12, 2009. Information regarding Amendment No. 4 was reported in the Company’s 2009 Proxy Statement and Amendment No. 4 was filed as Appendix B to the Company’s 2009 Proxy Statement. The foregoing description of Amendment No. 4 is qualified in its entirety by the actual amendment, a copy of which is attached hereto as Exhibit 10.2 and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits (filed herewith)

<u>Exhibit Number</u>	<u>Description</u>
10.1	Summary of Compensation to Non-Employee Directors
10.2	Amendment No. 4 to the Cheniere Energy, Inc. Amended and Restated 2003 Stock Incentive Plan

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: June 15, 2009

By: /s/ Meg A. Gentle

Name: Meg A. Gentle

Title: Senior Vice President and Chief Financial Officer

Summary of Compensation to Non-Employee Directors

On June 12, 2009, the Board of Directors (the "Board") of Cheniere Energy, Inc. (the "Company") approved the recommendation of the Governance and Nominating Committee to compensate each non-employee director of the Company \$160,000 for services for the period from the current year's Annual Meeting of Stockholders (June 12, 2009) until the next year's Annual Meeting of Stockholders (the "Annual Period"). Additional compensation of \$20,000 for the Annual Period was approved for the chairman of the Audit Committee, the chairman of the Compensation Committee and the Lead Director. Additional compensation of \$10,000 for the Annual Period was approved for the chairman of the Governance and Nominating Committee. Compensation will be paid, at the election of the director, either 100% in shares of restricted stock of the Company or 50% in cash and 50% in shares of restricted stock of the Company. If a director elects to receive 50% of his or her compensation in cash, such cash payments will be made quarterly as of the 15th day of August, November, February and May, beginning on August 15, 2009. Payment in the form of restricted stock will be made on June 15, 2009 (the "Date of Grant"), and the number of shares granted will be determined by the closing price of the Company's common stock as reported on the NYSE Amex on the Date of Grant. Vesting of the restricted stock will occur in full on the first anniversary of the Date of Grant.

**CHENIERE ENERGY, INC.
AMENDED AND RESTATED
2003 STOCK INCENTIVE PLAN
AMENDMENT NO. 4**

WHEREAS, the Board of Directors (the "Board") of Cheniere Energy, Inc. (the "Company") and the stockholders of the Company (the "Stockholders") previously adopted and approved the Cheniere Energy, Inc. Amended and Restated 2003 Stock Incentive Plan (the "Restated Plan") and Amendment No. 1 to the Restated Plan, the Board previously adopted and approved Amendment No. 2 to the Restated Plan, and the Board and the Stockholders previously adopted and approved Amendment No. 3 to the Restated Plan (Amendment Nos. 1, 2 and 3 collectively with the Restated Plan, the "Current Plan"); and

WHEREAS, the Board has determined that it would be in the best interests of the Company to amend the Current Plan further (i) to increase the number of authorized shares under the Current Plan by an additional 10,000,000 shares so that a total of 21,000,000 shares of common stock, \$.003 par value, of the Company is authorized under the Current Plan (ii) to increase the maximum number of shares that can be granted to any one individual during a calendar year, (iii) to increase the aggregate cash Awards that may be payable to an individual during any calendar year and (iv) to add "contracted LNG quantity" to the list of permissible business criteria pursuant to which Performance Awards may be granted under the Current Plan;

NOW, THEREFORE, the Current Plan hereby is amended, effective on the date of approval by the Stockholders, as follows:

1. The first sentence of Section 1.2 of the Current Plan entitled "Shares Subject to the Plan" ("Article 1.2") shall be replaced in its entirety by the following:
"The aggregate number of shares of Common Stock that may be issued under the Plan shall not exceed 21,000,000."
2. The second sentence of Section 1.2 of the Current Plan shall be replaced in its entirety by the following:
"No one Participant shall be granted Awards under the Plan during any calendar year covering or relating to more than 3,000,000 shares of Common Stock."
3. The first sentence of Section 1.9 of the Current Plan shall be replaced in its entirety by the following:
"In addition to the limitation on individual stock and stock-related Awards contained in Section 1.2 of the Plan, no individual shall receive payments for cash Awards under the Plan during any calendar year aggregating in excess of \$25,000,000."
4. Section 8.2(b) of the Current Plan shall be replaced in its entirety to read as follows:
(b) Business Criteria. One or more of the following business criteria for the Company, on a consolidated basis, and/or for specified subsidiaries, divisions or business or geographical units of the Company (except with respect to the total stockholder return and earnings per share criteria), shall be used by the Committee in establishing performance goals for Performance Awards granted to a Participant: (A) earnings per share; (B) increase in revenues; (C) increase in cash flow; (D) increase in cash flow return; (E) return on net assets; (F) return on assets; (G) return on investment; (H) return on equity; (I) economic value added; (J) gross

margin; (K) net income; (L) pretax earnings; (M) pretax earnings before interest, depreciation and amortization; (N) earnings before taxes and depreciation; (O) pretax operating earnings after interest expense and before incentives, service fees, and extraordinary or special items; (P) operating income; (Q) stock price measures (including growth measures and total stockholder return); (R) price per share of Common Stock; (S) debt reduction; (T) contracted LNG quantity; and (U) any of the above goals determined on the absolute or relative basis or as compared to the performance of a published or special index deemed applicable by the Committee including, but not limited to, the Standard & Poor's 500 Stock Index or a group of comparable companies.

5. Except as modified herein, the Plan is hereby specifically ratified and affirmed.

This Amendment No. 4 to the Current Plan is adopted by the Company effective as of the 12th day of June, 2009.

CHENIERE ENERGY, INC.

By: /s/ Meg A. Gentle

Meg A. Gentle

Senior Vice President and Chief Financial Officer