

**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)

**700 Milam Street, Suite 800  
Houston, Texas 77002**  
(Address of Principal Executive Offices)

**95-4352386**  
(I.R.S. Employer  
Identification Number)

**77002**  
(Zip Code)

**Cheniere Energy, Inc. Amended and Restated 2003 Stock Incentive Plan**  
(Full title of the plan)

**Meg A. Gentle**  
**Senior Vice President and Chief Financial Officer**  
**Cheniere Energy, Inc.**  
**700 Milam Street, Suite 800**  
**Houston, Texas 77002**  
**(713) 375-5000**  
(Name, address, including zip code, and telephone number, including area code, of agent for service)

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer   
Non-accelerated filer

Accelerated filer   
Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered (1)	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$0.003 per share, including associated rights attached thereto	10,000,000 shares	\$3.835(2)	\$38,350,000	\$2,139.93

- (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, par value \$0.003 per share (the "Common Stock"), under the Cheniere Energy, Inc. 2003 Stock Incentive Plan, as amended to date (the "Plan"), together with an indeterminate amount of Plan interests. The number of previously registered shares had 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. Registration Statement No. 333-127266 previously registered 6,000,000 additional shares of Common Stock that may be issued under the Plan and included an indeterminate number of shares that may be issuable by reason of stock splits, stock dividends or similar transactions. Registration Statement No. 333-134886 previously registered 3,000,000 additional shares of Common Stock under the Plan that may be issued under the Plan and included an indeterminate number of shares that may be issuable by reason of stock splits, stock dividends or similar transactions. The aggregate number of shares issuable pursuant to the Plan and registered pursuant to this and the earlier registration statements is 21,000,000 shares of Common Stock.
- (2) Estimated solely for the purpose of determining the amount of the registration fee in accordance with Rule 457(c) and (h)(1) under the Securities Act of 1933, as amended, based on the average of the high and low prices reported on the NYSE Amex on June 12, 2009

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## INCORPORATION BY REFERENCE OF PRIOR REGISTRATION STATEMENT

The contents of Registration Statement Nos. 333-112379, 333-127266 and 333-134886 are incorporated herein by reference, except for Items 3, 5 and 8, which are included below. The number of shares contained in Registration Statement No. 333-112379 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 now issuable pursuant to the Cheniere Energy, Inc. Amended and Restated 2003 Stock Incentive Plan, as amended to date (the "Plan"), is 21,000,000 shares of Common Stock.

### **Item 3. Incorporation of Documents by Reference**

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

- (a) The Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2008, filed with the Commission on February 27, 2009;
- (b) The Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2009, filed with the Commission on May 8, 2009;
- (c) The Company's Current Reports on Form 8-K, filed with the Commission on February 27, 2009, March 4, 2009, April 6, 2009, May 5, 2009, May 29, 2009 and June 15, 2009 (excluding any information furnished pursuant to Item 2.02 or Item 7.01 on any Current Report on Form 8-K);
- (d) All other reports filed pursuant to Sections 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), since the end of the fiscal year covered by the Annual Report referred to in (a) above;
- (e) The description of the Company's common stock, par value \$0.003 per share, in our Registration Statement on Form 8-A, filed with the Commission on March 2, 2001; and
- (f) The description of the Company's rights to purchase Series A Junior Participating Preferred Stock in our Registration Statement on Form 8-A, filed with the Commission on November 1, 2004, as amended by Amendment No. 1 thereto, filed with the Commission on January 24, 2005, and as further amended by Amendment No. 2 thereto, filed with the Commission on October 24, 2008.

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

Any statement contained in this registration statement or in a document incorporated or deemed to be incorporated herein by reference shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained herein or in any subsequently filed document, which also is, or is deemed to be, incorporated by reference herein, modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

### **Item 5. Interests 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 22,000 shares of our Common Stock.

**Item 8. Exhibits**

<b>Exhibit Number</b>	<b>Description</b>
4.1	Restated Certificate of Incorporation of Cheniere Energy, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2004, filed with the Commission on August 10, 2004).
4.2	Certificate of Amendment of Restated Certificate of Incorporation of Cheniere Energy, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K, filed with the Commission on February 8, 2005).
4.3*	Certificate of Amendment of Restated Certificate of Incorporation of Cheniere Energy, Inc.
4.4	Amended and Restated By-laws of Cheniere Energy, Inc. (incorporated by reference to Exhibit 4.3 to the Company's Registration Statement on Form S-8, filed with the Commission on January 30, 2004).
4.5	Amendment No. 1 to Amended and Restated By-Laws of Cheniere Energy, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2005, filed with the Commission on May 6, 2005).
4.6	Amendment No. 2 to Amended and Restated By-laws of Cheniere Energy, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K, as filed with the Commission on September 12, 2007).
4.7	Specimen Common Stock Certificate of Cheniere Energy, Inc. (incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-1, filed with the Commission on August 27, 1996 (SEC File No. 333-10905)).
4.8	Certificate of Designation of Series A Junior Participating Preferred Stock (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K, as filed with the Commission on October 14, 2004).
4.9	Rights Agreement by and between Cheniere Energy, Inc. and U.S. Stock Transfer Corp., as Rights Agent, dated as of October 14, 2004 (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K, as filed with the Commission on October 14, 2004).
4.10	First Amendment to Rights Agreement by and between Cheniere Energy, Inc. and U.S. Stock Transfer Corp., as Rights Agent, dated January 24, 2005 (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K, as filed with the Commission on January 24, 2005).
4.11	Second Amendment to Rights Agreement by and between Cheniere Energy, Inc. and Computershare Trust Company, N.A. (formerly U.S. Stock Transfer Corp.), as Rights Agent, dated as of October 24, 2008 (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K, as filed with the Commission on October 24, 2008).
4.12	Cheniere Energy, Inc. Amended and Restated 2003 Stock Incentive Plan, dated September 8, 2005 (incorporated by reference to Exhibit 10.13 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2005, filed with the Commission on November 4, 2005).
4.13	Amendment No. 1 to the Cheniere Energy, Inc. Amended and Restated 2003 Stock Incentive Plan (incorporated by reference to Exhibit 10.10 to the Company's Registration Statement on Form S-8, filed with the Commission on June 9, 2006 (SEC File No. 333-134886)).

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- 4.14 Amendment No. 2 to the Cheniere Energy, Inc. Amended and Restated 2003 Stock Incentive Plan (incorporated by reference to Exhibit 10.84 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2006, filed with the Commission on February 27, 2007).
  - 4.15 Amendment No. 3 to the Cheniere Energy, Inc. Amended and Restated 2003 Stock Incentive Plan (incorporated by reference to Appendix A to the Company's Definitive Proxy Statement on Schedule 14A, filed with the Commission on April 23, 2008).
  - 4.16 Amendment No. 4 to the Cheniere Energy, Inc. Amended and Restated 2003 Stock Incentive Plan (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K, as filed with the Commission on June 15, 2009).
  - 5.1\* Opinion of Andrews Kurth LLP with respect to legality of common stock.
  - 23.1\* Consent of Andrews Kurth LLP (included as part of Exhibit 5.1).
  - 23.2\* Consent of Ernst & Young LLP.
  - 23.3\* Consent of UHY LLP.
  - 24.1\* Powers of Attorney (set forth on the signature page of this registration statement).

\* Filed herewith.

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 June 15, 2009.

### CHENIERE ENERGY, INC.

By: /s/ Meg A. Gentle  
Meg A. Gentle  
Senior Vice President and Chief Financial Officer

## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Charif Souki, Meg A. Gentle and Timothy J. Neumann his or her true and lawful attorney-in-fact and agent, with full power to act with or without the others and with full power of substitution and resubstitution, to execute in his or her name, place and stead, in any and all capacities, any or all amendments (including pre-effective and post-effective amendments) to this Registration Statement and any registration statement for the same offering filed pursuant to Rule 462 under the Securities Act of 1933, as amended, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent, full power and authority to do and perform in the name of and on behalf of the undersigned, in any and all capacities, each and every act and thing necessary or desirable to be done in and about the premises, to all intents and purposes and as fully as they might or could do in person, hereby ratifying, approving and confirming all that said attorney-in-fact and agent or his substitute may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Charif Souki</u> Charif Souki	Chief Executive Officer, President and Chairman of the Board (Principal Executive Officer)	June 15, 2009
<u>/s/ Meg A. Gentle</u> Meg A. Gentle	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	June 4, 2009
<u>/s/ Jerry D. Smith</u> Jerry D. Smith	Vice President and Chief Accounting Officer (Principal Accounting Officer)	June 8, 2009
<u>/s/ Vicky A. Bailey</u> Vicky A. Bailey	Director	June 15, 2009
<u>/s/ Nuno Brandolini</u> Nuno Brandolini	Director	June 15, 2009

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Keith F. Carney</u> Keith F. Carney	Director	June 15, 2009
<u>/s/ John M. Deutch</u> John M. Deutch	Director	June 4, 2009
<u>/s/ Paul J. Hoenmans</u> Paul J. Hoenmans	Director	June 15, 2009
<u>/s/ David B. Kilpatrick</u> David B. Kilpatrick	Director	June 15, 2009
<u>/s/ Jason G. New</u> Jason G. New	Director	June 11, 2009
<u>/s/ D. Dwight Scott</u> D. Dwight Scott	Director	June 15, 2009
<u>/s/ J. Robinson West</u> J. Robinson West	Director	June 15, 2009
<u>/s/ Walter L. Williams</u> Walter L. Williams	Director	June 11, 2009

**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, as amended by a Certificate of Amendment dated February 8, 2005, declaring its advisability and directing that this amendment be submitted for consideration by its stockholders. The resolution is as follows:

**RESOLVED**, that the first sentence of Article FIFTH of the Restated Certificate of Incorporation, as amended, be amended and restated in its entirety to read as follows: FIFTH: "The total number of shares of stock that the Company shall have authority to issue is 245,000,000 shares, consisting of:

- (i) 240,000,000 shares of Common Stock, having a par value of \$.003 per share; and
  - (ii) 5,000,000 shares of Preferred Stock, having a par value of \$.0001 per share."
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 12<sup>th</sup> day of June, 2009.

Cheniere Energy, Inc.

By: /s/ Meg A. Gentle  
Name: Meg A. Gentle  
Title: Senior Vice President and Chief Financial Officer



600 Travis, Suite 4200  
Houston, Texas 77002  
713.220.4200 Phone  
713.220.4285 Fax  
andrewskurth.com

June 16, 2009

Cheniere Energy, Inc.  
700 Milam Street, Suite 800  
Houston, Texas 77002

Ladies and Gentlemen:

We have acted as counsel to Cheniere Energy, Inc., a Delaware corporation (the "Company"), in connection with the preparation and filing of the Registration Statement on Form S-8 (the "Registration Statement"), under the Securities Act of 1933, as amended (the "Securities Act"), relating to the issuance and proposed sale by the Company under the Cheniere Energy, Inc. Amended and Restated 2003 Stock Incentive Plan, as amended to date (the "Plan"), of up to 10,000,000 shares (the "Shares") of the Company's common stock, par value \$0.003 per share (the "Common Stock").

We have examined originals or copies of (i) the Registration Statement, (ii) the Plan, (iii) the Restated Certificate of Incorporation of the Company, as amended, (iv) the Amended and Restated By-laws of the Company, as amended, (v) certain resolutions of the Board of Directors of the Company certified to us to be true and correct by the Corporate Secretary of the Company, and (vi) such other documents and records as we have deemed necessary and relevant for purposes hereof. We have relied upon certificates of public officials and officers of the Company as to certain matters of fact relating to this opinion and have made such investigations of law as we have deemed necessary and relevant as a basis hereof. We have not independently verified any factual matter relating to this opinion.

We have assumed and have not verified the (i) genuineness of all signatures on all documents that we have examined, (ii) legal capacity of all natural persons, (iii) authenticity of all documents submitted to us as originals and (iv) conformity to the authentic originals of all documents supplied to us as certified or photostatic or faxed copies.

Based upon the foregoing, and subject to the limitations and assumptions set forth herein, and having due regard for such legal considerations as we deem relevant, we are of the opinion that the issuance of the Shares in accordance with the Plan has been duly authorized by the Company and, when issued and delivered upon receipt by the Company of lawful consideration under Delaware law in accordance with the Plan, the Shares will be validly issued, fully paid and non-assessable.

Austin      Beijing      Dallas      Houston      London      Los Angeles      New York      The Woodlands      Washington, DC



We express no opinion other than as to the federal laws of the United States of America and the Delaware General Corporation Law (which is deemed to include the applicable provisions of the Delaware Constitution and reported judicial opinions interpreting those laws).

We consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations issued thereunder. Our opinion is rendered as of the date hereof, and we assume no obligation to update or supplement our opinion to reflect any change of fact, circumstance or law after such time as the Registration Statement becomes effective.

Very truly yours,

/s/ ANDREWS KURTH LLP

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Cheniere Energy, Inc. Amended and Restated 2003 Stock Incentive Plan of our report dated February 26, 2009, with respect to the consolidated financial statements and schedule of Cheniere Energy, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2008, and the effectiveness of internal control over financial reporting of Cheniere Energy, Inc. filed with the Securities and Exchange Commission.

/s/ ERNST & YOUNG LLP

Houston, Texas  
June 12, 2009

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Cheniere Energy, Inc. of our report dated February 27, 2007, except for financial statement schedule I as to which the date is February 26, 2008, relating to the consolidated financial statements and financial statement schedule of Cheniere Energy, Inc. and subsidiaries, which appears on page 60 of Cheniere Energy, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2008 and filed with the Securities and Exchange Commission on February 27, 2009.

/s/ UHY LLP  
UHY LLP

Houston, Texas  
June 12, 2009