



04009064

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

3570
OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2005

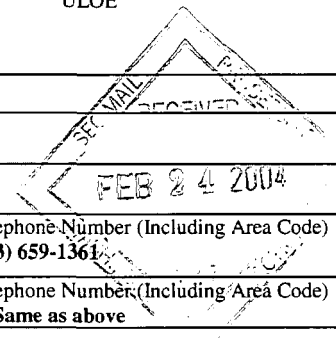
SEC USE ONLY
Prefix Serial
Date Received

Name of Offering (check if this is an amendment and name has changed, and indicate change.)
Cheniere Energy, Inc. offering of common stock
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE
Type of Filing: New Filing Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (check if this is an amendment and name has changed, and indicate change.)
Cheniere Energy, Inc., a Delaware corporation
Address of Executive Offices (Number and Street, City, State, Zip Code)
717 Texas Avenue, Suite 3100, Houston, Texas 77002
Telephone Number (Including Area Code)
(713) 659-1361
Address of Principal Business Operations (Number and Street, City, State, Zip Code)
(if different from Executive Offices) **N/A**
Telephone Number (Including Area Code)
Same as above
Brief Description of Business



LNG receiving terminal development, and oil and gas exploration and development

Type of Business Organization
 corporation limited partnership, already formed Other (please specify)
business trust limited partnership, to be formed

PROCESSED

FEB 27 2004

THOMSON FINANCIAL

Actual or Estimated Date of Incorporation or Organization:
Month: 0 3 Year: 8 3
 Actual Estimated

Jurisdiction of Incorporated or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:
CN for Canada; FN for other foreign jurisdiction)

D E

GENERAL INSTRUCTIONS

Federal

Who Must File: All issues making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at the address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuer relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of a available state exemption unless such exemption is predicated on the filing of a federal notice

W

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:
- Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuer and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Souki, Charif

Business or Residence Address (Number and Street, City, State, Zip Code)

717 Texas Avenue, Suite 3100, Houston, Texas 77002

Check box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Williams, Walter L.

Business or residence Address (Number and Street, City, State, Zip Code)

717 Texas Avenue, Suite 3100, Houston, Texas 77002

Check box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Brandolini, Nuno

Business or Residence Address (Number and Street, City, State, Zip Code)

717 Texas Avenue, Suite 3100, Houston, Texas 77002

Check box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Carney, Keith F.

Business or Residence Address (Number and Street, City, State, Zip Code)

717 Texas Avenue, Suite 3100, Houston, Texas 77002

Check box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Hoemans, Paul J.

Business or Residence Address (Number and Street, City, State, Zip Code)

717 Texas Avenue, Suite 3100, Houston, Texas 77002

Check box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Kilpatrick, David B.

Business or residence Address (Number and Street, City, State, Zip Code)

717 Texas Avenue, Suite 3100, Houston, Texas 77002

Check box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

West, J. Robinson

Business or residence Address (Number and Street, City, State, Zip Code)

717 Texas Avenue, Suite 3100, Houston, Texas 77002

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuer and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Turkleson, Don A.

Business or residence Address (Number and Street, City, State, Zip Code)

717 Texas Avenue, Suite 3100, Houston, Texas 77002

Check box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Gross, Jonathan S.

Business or residence Address (Number and Street, City, State, Zip Code)

717 Texas Avenue, Suite 3100, Houston, Texas 77002

Check box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Meyer, Keith M.

Business or residence Address (Number and Street, City, State, Zip Code)

717 Texas Avenue, Suite 3100, Houston, Texas 77002

Check box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

B. INFORMATION ABOUT OFFERING

- | | | | |
|----|---|--------------------------|---|
| | | Yes | No |
| 1. | Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?.....
Answer also in Appendix, Column 2, if filling under ULOE. | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 2. | What is the minimum investment that will be accepted from any individual?..... | | N/A |
| 3. | Does the offering permit joint ownership of a single unit?..... | <input type="checkbox"/> | No
<input checked="" type="checkbox"/> |
| 4. | Enter the information requested for each person who has been or will be paid or give, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. | | |

Full Name (Last name first, if individual)

T.R. Winston & Company, LLC

Business or Residence Address (Number and Street, City, State, Zip Code)

1999 Avenue of the Stars, Suite 2530, Los Angeles, CA 90067

Name of Associated Broker or Dealer

John W. Galchie, Jr.

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) All States

[AL]	[AK]	[AZ]	[AR]	<input checked="" type="checkbox"/> [CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	<input checked="" type="checkbox"/> [NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

State in which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

State in which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(Use blanks sheet, or copy and use additional copies of this sheet, as necessary)

C. OFFERING PRICE, NUMBER OR INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for the exchange and already exchanged.

Type of security	Aggregate Offering Price	Amount Already Sold
Debt	\$ _____	\$ _____
Equity	\$ <u>14,850,000*</u>	\$ <u>14,850,000*</u>
<input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants).....	\$ _____	\$ _____
Partnership Interests.....	\$ _____	\$ _____
Other (Specify _____).....	\$ _____	\$ _____
Total.....	\$ <u>14,850,000*</u>	\$ <u>14,850,000*</u>

Answer also Appendix, column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount Of Purchases
Accredited Investors	<u>16</u>	\$ <u>14,850,000</u>
Non-accredited Investors	_____	\$ _____
Total (for filings under Rule 504 only)	_____	\$ _____

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the sale of securities in this offering. Classify securities by type listed in Part C – Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505.....	_____	\$ _____
Regulation A.....	_____	\$ _____
Rule 504.....	_____	\$ _____
Total.....	_____	\$ _____

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to originations expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	<input type="checkbox"/>	\$ _____
Printing and Engraving Costs	<input type="checkbox"/>	\$ _____
Legal Fees.....	<input checked="" type="checkbox"/>	\$ <u>20,000</u>
Accounting Fees	<input type="checkbox"/>	\$ _____
Engineering Fees.....	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' separately).....	<input checked="" type="checkbox"/>	\$ <u>965,250</u>
Other: Expenses (identify) _____	<input type="checkbox"/>	\$ _____
Total.....	<input checked="" type="checkbox"/>	\$ <u>985,250</u>

* Securities were sold in units consisting of one share of common stock.

C. OFFERING PRICE, NUMBER OR INVESTORS, EXPENSES AND USE OF PROCEEDS

b. Enter the difference between the aggregate offering price given in response to Part C – Question 1 and total expenses furnished in response to Part C – Question 4.a. This difference is the “adjusted gross proceeds to the issuer.”..... \$ 13,864,750

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box in the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C – Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments to Others
Salaries and fees.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase of real estate.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase, rental or leasing and installation of machinery and equipment.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Construction or leasing of plant buildings and facilities	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Acquisition of other business (including the value of securities Involved in this offering that may be used in exchange for the Assets or securities of another issuer pursuant to a merger)	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Repayment of indebtedness	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Working capital.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ <u>13,864,750</u>
Other (specify):	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Column totals.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ <u>13,864,750</u>
Total Payments Listed (column totals added).....		<input type="checkbox"/> \$ <u>13,864,750</u>

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U. S Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) Cheniere Energy, Inc.	Signature <i>Don A. Turkleson</i>	Date <i>2-23-04</i>
Name of Signer (Print or Type) Don A. Turkleson	Title of Signer (Print or Type) Chief Financial Officer	

ATTENTION
International misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

Securities Act-Forms

E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?..... Yes No

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) Cheniere Energy, Inc.	Signature <i>Don A. Turkleson</i>	Date <i>2.27.04</i>
Name (Print or Type) Don A. Turkleson	Title (Print or Type) Chief Financial Officer	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Securities Act Forms

APPENDIX

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of Security and aggregate offering price offered in state (Part C-Item 1) Common Stock	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification Under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA		X	\$13,162,500	12	\$13,162,500	0			X
CO									
DE									
DC									
FL									
GA									
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA									
MI									
MN									
MS									
MO									
MT									

Securities Act Forms

APPENDIX

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)			Type of Security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification Under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)
State	Yes	No	Common Stock	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
NE									
NV									
NH									
NJ									
NM									
NY		X	\$337,500	3	\$337,500	0			X
NC									
ND									
OH									
OK									
OR									
PA									
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA									
WA									
WV									
WI									
WY									
PR									

Note: One accredited investor in the Netherlands acquired \$1,350,000 of Common Stock.

TO THE COMMISSIONER OF CORPORATIONS OF
THE STATE OF CALIFORNIA

CONSENT TO SERVICE OF PROCESS

FILED
FEB 24 2004

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, Don A. Turkleson
(a corporation, partnership or limited liability company organized under
the laws of the State of Delaware), (an individual), (other
) hereby irrevocably appoints the Commissioner of Corporations of the
State of California, or the Commissioner's successor in office, to be the undersigned's
attorney to receive service of any lawful process in any noncriminal suit, action or
proceeding against the undersigned, or the undersigned's successor, executor, or
administrator which arises under the California Corporate Securities Law of 1968 or any
rule or order thereunder after this consent has been filed, with the same force and
validity as if served personally on the undersigned.

For the purpose of compliance with the Corporations Code of the State of California,
notice of the service and a copy of the process should be sent by registered or certified
mail to the undersigned at the following address:

Don A. Turkleson, Cheniere Energy, Inc., 717 Texas Avenue, Suite 3100, Houston, Texas 77002
(Name and Address)

Dated: February 23, 2004.

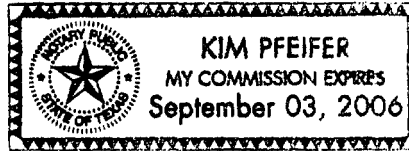
By Don A. Turkleson
title Vice President & Chief Financial Officer

State of ~~CALIFORNIA~~ ^{TEXAS})
County of HARRIS)

On Feb. 23, 2004, before me, (here insert name and title of the officer), personally
appeared Don A. Turkleson, Vice President & Chief Financial Officer personally known to me (or proved to me on
the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to
the within instrument and acknowledged to me that he/she/they executed the same in
his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the
instrument the person(s), or the entity upon behalf of which the person(s) acted, executed
the instrument.

WITNESS my hand and official seal.

Signature Kim Pfeifer (Seal)



Any certificate of acknowledgement taken in another state shall be sufficient in the
State of California if it is taken in accordance with the laws of the place where the
acknowledgement is made.