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CHENIERE ENERGY INC  
 Form S-8  
 June 09, 2006

As filed with the Securities and Exchange Commission on June 9, 2006

Registration No.

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.  
 AMENDED AND RESTATED  
 2003 STOCK INCENTIVE PLAN  
 (Full Title of the Plan)  
 -----

Don A. Turkleson  
 Chief Financial Officer  
 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)	Propose aggregat pric
Common Stock, par value \$.003 per share, including associated rights attached thereto	3,000,000 shares	\$38.94	\$116,

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- (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 \$.003 per share ("Common Stock") under the Cheniere Energy, Inc. 2003 Stock Incentive Plan ("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. The aggregate number of shares issuable pursuant to the Plan and registered pursuant to this and the earlier registration statement is 11,000,000 shares of Common Stock.
- (2) 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.
- (3) Estimated solely for purposes of calculating the registration fee pursuant to 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 by the American Stock Exchange on June 6, 2006.

### INCORPORATION BY REFERENCE OF PRIOR REGISTRATION STATEMENT

The contents of Registration Statement Nos. 333-112379 and 333-127266 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 issuable pursuant to the Cheniere Energy, Inc. Amended and Restated 2003 Stock Incentive Plan is 11,000,000 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, 2005, filed with the SEC on March 13, 2006;

(b) Our Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2006, filed with the SEC on May 5, 2006;

(c) Our Definitive Proxy Statement on Schedule 14A, filed with the SEC on April 7, 2006;

(e) Our Current Reports on Form 8-K filed on January 5, 2006, February 23, 2006, March 15, 2006, March 29, 2006, April 3, 2006, April 6, 2006 and April 13, 2006;

(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;

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(g) The description of our common stock set forth in our Registration Statement on Form S-3 (Registration Statement No. 333-11454), filed with the SEC on September 3, 2004, including any subsequent amounts 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.

### 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.

### 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)).

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- 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. Amended and Restated 2003 Stock Incentive Plan., dated September 8, 2005 (incorporated by reference to Exhibit 10.14 of the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2005, as filed with the SEC on November 4, 2005 (SEC File No. 001-16383)).
- 4.10\* Amendment No. 1 to Cheniere Energy, Inc. Amended and Restated 2003 Stock Incentive Plan.
- 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 Hein & Associates LLP
- 23.4\* Consent of Sharp Petroleum Engineering Inc.
- 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 9th day of June, 2006.

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

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and Zurab S. Kobiashvili, each as 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 and 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.

Name and Signature -----	Title -----	Date -----
/s/ CHARIF SOUKI ----- Charif Souki	Chief Executive Officer and Chairman of the Board (Principal Executive Officer)	June 9, 2006
/s/ STANLEY C. HORTON ----- Stanley C. Horton	President and Chief Operating Officer (Principal Executive Officer)	June 9, 2006
/s/ WALTER L. WILLIAMS ----- Walter L. Williams	Vice Chairman of the Board and Director	June 9, 2006
/s/ DON A. TURKLESON ----- Don A. Turkleson	Senior Vice President, Chief Financial Officer & Secretary (Principal Financial Officer)	June 9, 2006
/s/ CRAIG K. TOWNSEND ----- Craig K. Townsend	Vice President and Chief Accounting Officer (Principal Accounting Officer)	June 9, 2006
/s/ Vicky A. Bailey ----- Vicky A. Bailey	Director	June 9, 2006
/s/ NUNO BRANDOLINI ----- Nuno Brandolini	Director	June 9, 2006
/s/ KEITH F. CARNEY ----- Keith F. Carney	Director	June 9, 2006
/s/ PAUL J. HOENMANS ----- Paul J. Hoenmans	Director	June 9, 2006
/s/ DAVID B. KILPATRICK ----- David B. Kilpatrick	Director	June 9, 2006

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/s/ J. ROBINSON WEST      Director

June 9, 2006

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J. Robinson West

### EXHIBIT INDEX

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