

CHENIERE ENERGY INC  
Form 8-K/A  
January 27, 2004

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington D.C. 20549

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**FORM 8-K/A**  
**(Amendment No. 1)**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): January 26, 2004

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**CHENIERE ENERGY, INC.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation)

1-16383  
(Commission File Number)

95-4352386  
(IRS Employer  
Identification Number)

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**333 Clay Street**

**77002**

**Suite 3400**

**(Zip Code)**

**Houston, Texas**

**(Address of principal executive offices)**

**(713) 659-1361**

**(Registrant's telephone number, including area code)**

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**EXPLANATORY NOTE**

This amendment to the Form 8-K is being furnished for the purpose of correcting certain disclosures contained in the Registrant's press release issued on January 26, 2004 and certain disclosures contained in Item 5 to the Form 8-K filed on January 26, 2004. This 8-K/A supersedes the original report in its entirety.

**ITEM 5. Other Events and Regulation FD Disclosure**

On January 26, 2004, Cheniere Energy, Inc. completed a private placement to certain accredited investors of 1,100,000 shares of its common stock, priced at \$13.50 per share. T. R. Winston & Company, Inc. acted as Cheniere's placement agent with respect to the private placement and received a fee equal to 6.5% of the gross proceeds.

A copy of the press release regarding the private placement is attached hereto as Exhibit 99.1. This Current Report on Form 8-K/A may contain forward-looking statements that are made pursuant to the safe-harbor provisions of the Private Securities Litigation Reform Act of 1995. Words such as "intends" and similar expressions are intended to identify forward-looking statements. These forward-looking statements are not guarantees of future performance and are subject to risks and uncertainties, including those contained in our Annual Report on Form 10-K.

**ITEM 7. Financial Statements and Exhibits**

(c) Exhibits.

99.1\*      Press Release dated January 26, 2004.

\*      Filed 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:    January 27, 2004

By:      /s/    Don A. Turkleson

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Name:    Don A. Turkleson  
Title:    Chief Financial Officer