

CHENIERE ENERGY INC  
Form 8-K  
December 13, 2011

**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): December 13, 2011**

**CHENIERE ENERGY, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction)**

**1-16383**  
**(Commission)**

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

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of incorporation or organization)

File Number)

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 7.01. REGULATION FD DISCLOSURE.**

On December 13, 2011, Cheniere Energy, Inc., or the Company, issued a press release announcing that it had agreed to sell 33,000,000 shares of its common stock in an underwritten public offering under an effective shelf registration statement. The underwriter will have an option to purchase up to an additional 4,950,000 shares of the Company's common stock to cover any over-allotments. The press release is attached as Exhibit 99.1 to this report and is incorporated herein by reference.

The information included in this Item 7.01 of Current Report on Form 8-K, including the attached Exhibit 99.1, shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except as shall be expressly set forth by specific reference in such filing

**Item 9.01 FINANCIAL STATEMENTS AND EXHIBITS.**

d) Exhibits

**Exhibit**

| <b>Number</b> | <b>Description</b>                      |
|---------------|---|
| 99.1*         | Press release, dated December 13, 2011. |

\* Furnished herewith.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: December 13, 2011

CHENIERE ENERGY, INC.

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

Chief Financial Officer

**EXHIBIT INDEX**

**Exhibit**

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|---------------|---|
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