

CHENIERE ENERGY INC  
Form S-8 POS  
February 19, 2004

As filed with the Securities and Exchange Commission on February 19, 2004

Registration No. 333-112379

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549

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**POST-EFFECTIVE AMENDMENT NO. 1**  
**TO**  
**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

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**CHENIERE ENERGY, INC.**

(Exact name of Registrant as specified in its charter)

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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)

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**CHENIERE ENERGY, INC.**

**2003 STOCK INCENTIVE PLAN**

(Full Title of the Plan)

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**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)

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*Copy to:*

**Geoffrey K. Walker**

**Andrews Kurth LLP**

**600 Travis, Suite 4200**

**Houston, Texas 77002**

**(713) 220-4757**



**EXPLANATORY NOTE**

On January 30, 2004, we filed with the Securities and Exchange Commission a Registration Statement on Form S-8 (Registration No. 333-112379) to register 1,000,000 shares of common stock, par value \$0.003 per share, to be issued under the Cheniere Energy, Inc. 2003 Stock Incentive Plan. We are filing this Post-Effective Amendment No. 1 to substitute Item 5 filed herewith for Item 5 as originally filed.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 5. Interests of Named Experts and Counsel.**

The validity of the shares of common stock registered in the Registration Statement on Form S-8 (Registration No. 333-112379) has been passed upon for the Registrant by Andrews Kurth LLP whose opinion is attached to the Registration Statement as Exhibit 5. Geoffrey K. Walker, a partner in Andrews Kurth LLP, owns 5,000 shares of common stock of the Registrant.

**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 this Post-Effective Amendment No. 1 to Form S-8 and has duly caused this Post-Effective Amendment No. 1 to Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on this 19<sup>th</sup> day of February, 2004.

CHENIERE ENERGY, INC.

By: /s/ CHARIF SOUKI

Name: Charif Souki  
 Title: President, Chief Executive Officer

and Chairman of the Board

Pursuant to the requirements of the Securities Act, this Post-Effective Amendment No. 1 to Form S-8 has been signed by the following persons in the capacities and on the dates stated.

<u>Name and Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ CHARIF SOUKI</u> Charif Souki	President, Chief Executive Officer and Chairman of the Board (Principal Executive Officer)	February 19, 2004
*	Vice Chairman of the Board and Director	February 19, 2004
<u>Walter L. Williams</u>		
<u>/s/ DON A. TURKLESON</u> Don A. Turkleson	Vice President & Chief Financial Officer, Secretary & Treasurer (Principal Financial and Accounting Officer)	February 19, 2004
*	Director	February 19, 2004
<u>Nuno Brandolini</u>		
*	Director	February 19, 2004
<u>Keith F. Carney</u>		
*	Director	February 19, 2004
<u>Paul J. Hoenmans</u>		
*	Director	February 19, 2004
<u>David B. Kilpatrick</u>		

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Director

February 19, 2004

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J. Robinson West

\*By: /s/ DON A. TURKLESON

Attorney in Fact

February 19, 2004

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Don A. Turkleson