

CHENIERE ENERGY INC
Form SC 13D/A
October 10, 2008

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 2)*
Cheniere Energy, Inc.**

(Name of Issuer)
Common Stock, \$0.003 par value

(Title of Class of Securities)
16411R208

(CUSIP Number)
Dennis O. Garris
Alston & Bird LLP
The Atlantic Building
950 F. Street N.W.
Washington, D.C. 20004
202-756-3300

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)
22nd September, 2008

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 16411R208

NAMES OF REPORTING PERSONS:

1 SRM Global Master Fund Limited Partnership

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2 (a)
(b)

SEC USE ONLY:

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4 WC

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

5

CITIZENSHIP OR PLACE OF ORGANIZATION:

6 Cayman Islands

SOLE VOTING POWER:

7

NUMBER OF 0

SHARED VOTING POWER:

SHARES BENEFICIALLY OWNED BY 8 4,246,605

SOLE DISPOSITIVE POWER:

EACH REPORTING 9

PERSON 0

WITH SHARED DISPOSITIVE POWER:

10

4,246,605

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11

4,246,605

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

13

8.38%(1)*

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

14

PN

(1) The percentages used in this Schedule 13D are calculated based upon a total of 50,692,153 shares of common stock of the Company, par value \$0.003 per share (Shares), stated to be issued and outstanding as of July 31, 2008, as reflected in the Company s Quarterly Report on Form 10-Q filed on August 11, 2008.

(*) See explanatory note.

CUSIP No. 16411R208

NAMES OF REPORTING PERSONS:

1 SRM Global Fund General Partner Limited

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2 (a)
(b)

SEC USE ONLY:

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4 OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

5

CITIZENSHIP OR PLACE OF ORGANIZATION:

6 Cayman Islands

SOLE VOTING POWER:

7

NUMBER OF 0

SHARED VOTING POWER:

SHARES BENEFICIALLY OWNED BY 8

4,246,605

SOLE DISPOSITIVE POWER:

EACH REPORTING 9

PERSON 0

WITH SHARED DISPOSITIVE POWER:

10

4,246,605

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11

4,246,605

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

13

8.38%*

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

14

CO

(*) See explanatory note.

CUSIP No. 16411R208

NAMES OF REPORTING PERSONS:

1 SRM Fund Management (Cayman) Limited

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2 (a)
(b)

SEC USE ONLY:

3

SOURCE OF FUNDS (SEE INSTRUCTIONS):

4 OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

5

CITIZENSHIP OR PLACE OF ORGANIZATION:

6 Cayman Islands

SOLE VOTING POWER:

7

NUMBER OF 0

SHARED VOTING POWER:

SHARES BENEFICIALLY OWNED BY 8

4,246,605

SOLE DISPOSITIVE POWER:

EACH REPORTING 9

PERSON 0

WITH SHARED DISPOSITIVE POWER:

10

4,246,605

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

11

4,246,605

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

13

8.38%*

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

14

CO

(*) See explanatory note.

NAMES OF REPORTING PERSONS

1

Jonathan Wood

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

00

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Cayman Islands

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

4,246,605

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 9

0

WITH SHARED DISPOSITIVE POWER

10

4,246,605

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

4,246,605

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

13

8.38%*

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

CO

(*) See explanatory note.

Explanatory Note: On the date of the last amendment to this Schedule 13D (dated November 7, 2006), the Master Fund owned 5,246,605 Shares which represented 9.5% of the outstanding Shares. Since then, according to the Issuer's publicly filed reports with the SEC, the Issuer repurchased Shares which caused the Master Fund's 5,246,605 Shares to represent 11.09% of the outstanding Shares as of July 31, 2007.¹ On April 30, 2007, according to the Issuer's Form 10-Q for the quarter ended March 31, 2007, the Master Fund's 5,246,605 Shares represented 11.0% of the outstanding Shares of the Issuer due to the Issuer issuing additional Shares. According to the Issuer's public filings with the SEC, the Issuer issued Shares after that date and, as of September 21, 2008, the Master Fund's 5,246,605 Shares represented 10.3% of the Issuer's outstanding shares.³ Since the date of the last amendment to this Schedule 13D, the Master Fund has not acquired nor disposed of any Shares except as reported below. The changes in the Master Fund's percentage ownership were due entirely to the Issuer changing the number of its outstanding Shares.

This Amendment No. 2 (Amendment No. 2) amends and supplements the statement on Schedule 13D initially filed on October 19, 2006 (the Original Filing) as amended and restated most recently by the amendment filed on November 7, 2006 to reflect a sale of 1 million Shares on September 22, 2008. Information reported in the Original Filing remains in effect except to the extent that it is amended, restated or superseded by information contained in this Amendment No. 2. Capitalized terms used and not defined in this Amendment No. 2 have the meanings set forth in the Original Filing.

The Schedule 13D is amended to make the following changes to certain items:

ITEM 3. Source and Amount of Funds or Other Consideration

Item 3 is replaced in its entirety with the following:

As of October 3, 2008 the Master Fund is deemed to beneficially own an aggregate of 4,246,605 Shares. As of October 3, 2008, the aggregate purchase price for the 4,246,605 Shares that the Reporting Persons is deemed to beneficially own is \$138,870,295.

The Master Fund obtained funds to make the purchases of Shares described below from its working capital, which includes funds that had been contributed to the Master Fund by its limited partners. No funds were borrowed by the Master Fund in order to complete the Share purchases described below.

The information set forth in Item 4 of this Schedule 13D is incorporated by reference into this Item 3.

This Schedule 13D is being filed to reflect sales by the Master Fund of a total of 1,000,000 Shares in the last 60 days in open market transactions, namely:

Date	Number of Shares	Price
September 22, 2008	1,000,000	\$2.83

ITEM 5. Interest in Securities of the Issuer

Item 5 is amended and restated as follows:

(a)-(b) The Master Fund directly beneficially owns **4,246,605** Shares, representing **8.38%** of the outstanding Common Stock of the Issuer. The General Partner is the general partner of the Master Fund, and accordingly, the General Partner has the power to cause the Master Fund to vote, or to dispose of, securities which that entity beneficially owns. The Investment Manager is the investment manager of the Master Fund, and accordingly, the Investment Manager has the power to cause the Master Fund to vote, or to dispose of, securities which that entity beneficially owns. Jonathan Wood is a director and majority owner of the Investment Manager. Therefore, for purposes of Section 13 of the Securities Exchange Act of 1934, as amended, (i) the Master Fund is the beneficial owner of, with shared voting and dispositive power over, a total of **4,246,605** Shares and (ii) each of the General Partner, the Investment Manager and Jonathan Wood is the beneficial owner of, with shared voting and dispositive power over, a total of **4,246,605** Shares.

Based upon the information as to outstanding shares as at **July 31, 2008** contained in the Company's Report on Form 10-Q for the period ended June 30, 2008 filed on August 11, 2008, the Shares of which each of the Master Fund, the General Partner and the Investment Manager is the beneficial owner constitute **8.38%** of the outstanding Shares.

(c) Other than as reported in Item 3, the Reporting Persons have not engaged in any transactions in the Shares.

¹ Based on
47,275,468

outstanding
Shares of the
Issuer as stated
in its Form 10-Q
for the quarter
ended June 30,
2007 filed on
August 8, 2007.

² Based on
50,692,153
outstanding
Shares of the
Issuer as stated
in its Form 10-Q
for the quarter
ended June 30,
2008 filed on
August 11,
2008.

ITEM 7. MATERIALS TO BE FILED AS EXHIBITS

Item 7 is amended by adding the following at the end thereof:

Exhibit

Number Description

2 Joint Filing Agreement, dated as of October 3, 2008, among SRM Global Master Fund Limited Partnership, SRM Global Fund General Partner Limited, SRM Fund Management (Cayman) Limited and Jonathan Wood.

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints each of Philip Price, David W. Bernstein and Philippe Y. Blanchard his true and lawful attorney-in-fact and agent, with full power of substitution and re-substitution, to sign in any and all capacities any and all amendments to this Statement on Schedule 13D and to file these amendments and all exhibits to them with the Securities and Exchange Commission, granting to such attorneys-in-fact and agents, and each of them, full power and authority to do all other acts and execute all other documents that they, or any of them, deem necessary or desirable in connection with the foregoing, as fully as the undersigned might or could do in person.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: October 5, 2008

SRM GLOBAL MASTER FUND LIMITED PARTNERSHIP

By: SRM Global Fund General Partner Limited,
its General Partner

By: /s/ Philip Price
Name: Philip Price
Title: Authorised Signatory

SRM GLOBAL FUND GENERAL PARTNER LIMITED

By: /s/ Philip Price
Name: Philip Price
Title: Authorised Signatory

**SRM FUND MANAGEMENT
(CAYMAN) LIMITED**

By: /s/ Philip Price
Name: Philip Price
Title: Director

JONATHAN WOOD

By: /s/ Jonathan Wood

INDEX TO EXHIBITS

Exhibit Number	Description
2	Joint Filing Agreement, dated as of October 5, 2008, among SRM Global Master Fund Limited Partnership, SRM Global Fund General Partner Limited, SRM Fund Management (Cayman) Limited and Jonathan Wood.