

CHENIERE ENERGY INC
Form 8-A12B/A
January 24, 2005

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

FORM 8-A/A

AMENDMENT NO. 1

For Registration of Certain Classes of Securities

**Pursuant to Section 12(b) or 12(g) of the
Securities Exchange Act of 1934**

CHENIERE ENERGY, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation or organization)

95-4352386
(I.R.S. Employer Identification No.)

717 Texas Avenue, Suite 3100

Houston, Texas
(Address of principal executive offices)

77002
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

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| Title of each class | Name of each exchange on which |
|-----------------------------------------------------------------------------|--------------------------------|
| to be so registered | each class is to be registered |
| Rights to Purchase Series A Junior Participating Preferred Stock | American Stock Exchange |

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: None.

Securities to be registered pursuant to Section 12(g) of the Act:

(Title of class)

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

Reference is hereby made to the Registration Statement on Form 8-A filed with the Securities and Exchange Commission on November 1, 2004 (the Registration Statement) by Cheniere Energy, Inc., a Delaware corporation (the Company), relating to the rights distributed to the stockholders of the Company (the Rights) in connection with the Rights Agreement (the Rights Agreement), dated as of October 14, 2004, between the Company and U.S. Stock Transfer Corp., as Rights Agent (the Rights Agent).

The Registration Statement is hereby amended by adding the following text after the last paragraph of the Registration Statement:

On January 24, 2005, the Company and the Rights Agent entered into the First Amendment to Rights Agreement, dated January 24, 2005 (the First Amendment). The First Amendment amends the Rights Agreement to increase from \$200 to \$700 the Purchase Price payable upon exercise of a Right under the Rights Agreement.

The preceding summary of the principal terms of the First Amendment is a general description only and is subject to the detailed terms and conditions of the First Amendment, which is incorporated herein by reference to Exhibit 4.1 to this Registration Statement on Form 8-A/A.

ITEM 2. EXHIBITS.

| <u>Exhibit Number</u> | <u>Description of Exhibit</u> |
|---------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 4.1 | First Amendment to Rights Agreement, dated January 24, 2005, by and between the Company and U.S. Stock Transfer Corp., as Rights Agent (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K, filed January 24, 2005). |

Signature

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized.

CHENIERE ENERGY, INC.

By: /s/ Don A. Turkleson
Don A. Turkleson
Senior Vice President, Chief Financial Officer
and Secretary

Date: January 24, 2005

INDEX OF EXHIBITS

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