

CHENIERE ENERGY INC  
Form 8-K  
April 03, 2007

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

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**FORM 8-K**

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**CURRENT REPORT**

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

**Date of Report (Date of earliest event reported): March 28, 2007**

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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)

**717 Texas Avenue**

**Suite 3100**

**Houston, Texas**  
(Address of principal executive offices)

**1-16383**  
(Commission File Number)

**Registrant's telephone number, including area code: (713) 659-1361**

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

Identification No.)

**77002**  
(Zip Code)

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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):

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- .. 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 13e-4(c) 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))
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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

*Amendment of Outstanding Non-Qualified Stock Options*

On March 28, 2007, the Section 162(m) Subcommittee of the Compensation Committee of the Board of Directors of Cheniere Energy, Inc. (the Company ) approved an amendment to certain outstanding non-qualified stock options (the Options ). Each amendment was evidenced by an agreement substantially in the form of Amendment to Non-Qualified Stock Option Agreement, which is attached hereto as Exhibit 10.1 and incorporated herein by reference. Previously, the terms of the Options provided that, upon termination of employment for any reason, all Options not then vested would not vest and would be forfeited back to the Company. The Options were amended to provide for accelerated vesting in the event of (i) the death or disability of a participant or (ii) termination of a participant within one year of a change of control. The following Options were amended:

<b>Name</b>	<b>No. of Shares Subject to Option</b>	<b>Date of Grant</b>
Charif Souki	900,000	March 14, 2005
Charif Souki	300,000	March 10, 2006
Stanley C. Horton	600,000	April 18, 2005
Jonathon S. Gross	200,000	July 28, 2005
Zurab S. Kobiashvili	200,000	July 27, 2005
Keith M. Meyer	200,000	July 28, 2005
Don A. Turkleson	200,000	July 27, 2005

**Item 9.01 Financial Statements and Exhibits.**

d) Exhibits

<b>Exhibit Number</b>	<b>Description</b>
10.1	Form of Amendment to Non-Qualified Stock Option Agreement (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: April 3, 2007

By: /s/ Don A. Turkleson  
Name: Don A. Turkleson  
Title: Senior Vice President and

Chief Financial Officer

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
10.1	Form of Amendment to Non-Qualified Stock Option Agreement (filed herewith)