

CHENIERE ENERGY INC
Form 4
April 18, 2012

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
BRANDOLINI NUNO

(Last) (First) (Middle)

245 FIFTH AVENUE, 25TH FLOOR

(Street)

NEW YORK, NY 10016

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CHENIERE ENERGY INC [LNG]

3. Date of Earliest Transaction (Month/Day/Year)
04/16/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | | | | | 297,149 | D | |
| Common Stock | | | | | 2,000 | I | By Wife |
| Common Stock | 04/16/2012 | | J | 1,681,771 A | \$ 5 1,681,771 | I | By Scorpion Capital Partners, L.P. |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|
| | | | | | | Date Exercisable | Expiration Date | |
| | | | | Code | V (A) (D) | | | Title |
| Convertible Loan ⁽¹⁾ | \$ 5 | 04/16/2012 | | J ⁽¹⁾ | \$ 8,409,859.06 ⁽¹⁾ | 04/16/2012 | 08/15/2018 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BRANDOLINI NUNO 245 FIFTH AVENUE, 25TH FLOOR NEW YORK, NY 10016 | | X | | |

Signatures

/s/ Cara E. Carlson under POA by Nuno Brandolini 04/18/2012

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The Reporting Person is one of two managers of a limited liability company which is the general partner of Scorpion Capital Partners, L.P. (Scorpion). Immediately prior to the transactions described by this Form 4, the outstanding convertible balance on the loan from Scorpion to a subsidiary of the Issuer was \$8,409,859.06 and such convertible balance was convertible into 1,681,771 shares of Common Stock of the Issuer. On April 16, 2012, a subsidiary of the Issuer made a payment in full on the loan of \$8,409,859.06, by delivering to Scorpion 1,681,771 shares of Common Stock of the Issuer. The Reporting Person disclaims beneficial ownership of the convertible loan and the shares of Common Stock of the Issuer into which the loan was converted except to the extent of his pecuniary interest therein. The filing of this Form 4 shall not be construed as an admission that the Reporting Person is the beneficial owner of any such loan or shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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