

CHENIERE ENERGY INC
Form 4
September 15, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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)
09/13/2011

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock					312,149	D	
Common Stock					2,000	I	By Wife

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (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 Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Convertible Loan <u>(1)</u> <u>(2)</u>	\$ 5	09/13/2011		J ⁽¹⁾⁽²⁾	0 <u>(1)</u> <u>(2)</u>	09/13/2011	08/15/2018	Common Stock	1,681,77

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 09/15/2011

__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).

- 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"). Scorpion made a loan to the Issuer in August 2008 in the amount of \$8,500,000. At the time of issuance, the loan was convertible into the Issuer's Series B Preferred Stock. The Series B Preferred Stock was only convertible into common stock upon the sale of such shares in connection with an underwritten public offering. Thus, the Reporting Person could never own the shares of common stock. At a stockholders meeting on June 16, 2011, the stockholders of the Issuer approved the direct issuance of common stock with full voting rights upon conversion of the loan held by Scorpion.
- (1) Consistent with the stockholder approval, the Issuer amended the loan on September 13, 2011 to eliminate the conversion into the Series B Preferred Stock and to provide for the direct conversion of such loan, at the option of Scorpion, into shares of Common Stock of the Issuer at a price of \$5.00 per share. The Reporting Person disclaims beneficial ownership of the loan and the shares of Common Stock of the Issuer into which the loan is convertible except to the extent of the Reporting Person's 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. The current

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dollar amount outstanding under the loan is listed in Box 9, and the aggregate number of shares of common stock into which the loan is currently convertible is listed in Box 7.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.