

CHENIERE ENERGY INC  
Form 4  
April 18, 2012

**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)  
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				(A) or (D) Price	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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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 Underlying Security (Instr. 3 and 4)
						Date Exercisable	Expiration Date	
				Code	V	(A)	(D)	Title
Convertible Loan <sup>(1)</sup>	\$ 5	04/16/2012		J <sup>(1)</sup>	\$ 8,409,859.06 <u>(1)</u>	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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