

CHENIERE ENERGY INC

Form 4

April 18, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(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)
			Code	V	Amount	(A) or (D)	Price
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 A Underlying S (Instr. 3 and
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Convertible Loan <u>(1)</u>	\$ 5	04/16/2012		J <u>(1)</u>	\$ 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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