

CHENIERE ENERGY INC

Form 3

February 01, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Fir Tree, L.L.C.

(Last)

(First)

(Middle)

505 FIFTH AVENUE, 23 RD
FLOOR

(Street)

NEW YORK, NY 10017

(City)

(State)

(Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

01/25/2008

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

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

____ Director ☒ 10% Owner
____ Officer ____ Other
(give title below) (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 Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities Beneficially Owned
(Instr. 4)3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Stock

4,027,312

I

See Footnote (1) (2)

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and Expiration Date
(Month/Day/Year)3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)
Title

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
American Style Call Option (LNG+CH)	Â (3)	03/22/2008	Common Stock	125,000 (1)	\$ 40	I	See Footnote (2)
American Style Call Options (LNG+CI)	Â (3)	03/22/2008	Common Stock	102,000 (1)	\$ 45	I	See Footnote (2)
American Style Call Option (ONP+AJ)	Â (3)	01/17/2009	Common Stock	311,000 (1)	\$ 50	I	See Footnote (2)
American Style Call Option (LNG+FF)	Â (3)	06/21/2008	Common Stock	310,000 (1)	\$ 30	I	See Footnote (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fir Tree, L.L.C. 505 FIFTH AVENUE 23 RD FLOOR NEW YORK, NY 10017	Â	Â X	Â	Â
Camellia Partners, LLC 505 FIFTH AVENUE 23 RD FLOOR NEW YORK, NY 10017	Â	Â X	Â	Â
TANNENBAUM JEFFREY 505 FIFTH AVENUE 23 RD FLOOR NEW YORK, NY 10017	Â	Â X	Â	Â
Fredman Andrew 505 FIFTH AVENUE 23 RD FLOOR NEW YORK, NY 10017	Â	Â X	Â	Â

Signatures

Jeffrey Tannenbaum, Principal of Fir Tree, L.L.C.	02/01/2008
**Signature of Reporting Person	Date
Jeffrey Tannenbaum, Principal of Camellia Partners, LLC	02/01/2008
**Signature of Reporting Person	Date
Jeffrey Tannenbaum	02/01/2008
**Signature of Reporting Person	Date
Andrew Fredman	02/01/2008
**Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 filing of this Form 3 shall not be construed as an admission that Fir Tree, L.L.C., Camellia Partners, LLC, Jeffrey Tannenbaum or Andrew Fredman (the "Reporting Persons") is or was for the purposes of Section 16(a) of the Securities Exchange Act of 1934, as amended, or otherwise the beneficial owner of any of the shares of common stock, \$.003 par value per share (the "Common Stock"), of Cheniere Energy, Inc. (the "Issuer") owned by Fir Tree Value Master Fund, LP, a Cayman Islands exempted limited partnership ("Fir Tree Value"), Fir Tree Capital Opportunity Master Fund, LP, a Cayman Islands exempted limited partnership ("Fir Tree Capital Opportunity") or its affiliates. Pursuant to Rule 16a-1, the Reporting Persons disclaim such beneficial ownership.
- (2) Fir Tree, L.L.C., the general partner of Fir Tree Value and Camellia Partners, LLC, the general partner of Fir Tree Capital Opportunity, hold indirectly the Common Stock through the accounts of Fir Tree Capital Opportunity and Sapling LLC, of which Fir Tree Value is the sole member; Jeffrey Tannenbaum, the principal of Fir Tree, L.L.C. and Camellia Partners, LLC, and Andrew Fredman, another principal of Camellia Partners, LLC, at the time of purchase, controlled the disposition and voting of the Common Stock. Fir Tree, L.L.C. receives a performance-based allocation from Fir Tree Value and its affiliates. Camellia Partners, LLC receives a performance-based allocation from Fir Tree Capital Opportunity and its affiliates.
- (3) The American-style options are currently exercisable.

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.