

CHENIERE ENERGY INC
Form SC 13G/A
February 14, 2006

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

OMB APPROVAL
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SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)

CHENIERE ENERGY, INC.
(Name of Issuer)

Common Stock, par value \$0.003 per share
(Title of Class of Securities)

16411R208
(CUSIP Number)

December 31, 2005
(Date of Event which Requires Filing of this Statement)

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures previously provided in a prior cover page.

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The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP NO. 16411R208

1 Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only)

Seneca Capital Investments, LLC

Douglas A. Hirsch

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only

4 Citizenship or Place of Organization.

Seneca Capital Investments, LLC - Delaware

Douglas A. Hirsch - United States

5 Sole Voting Power

Seneca Capital Investments, LLC - 0 shares

Douglas A. Hirsch - 0 shares

6 Shared Voting Power

Number

of Shares

Seneca Capital Investments, LLC - 2,226,200 shares

Beneficially

Douglas A. Hirsch - 2,362,300 shares

Owned by

Refer to Item 4 below.

7 Sole Dispositive Power

Each

Seneca Capital Investments, LLC - 0 shares

Reporting

Douglas A. Hirsch - 0 shares

8 Shared Dispositive Power

Person With

Seneca Capital Investments, LLC - 2,226,200 shares

Douglas A. Hirsch - 2,362,300 shares

Refer to Item 4 below.

9 Aggregate Amount Beneficially Owned by Each Reporting Person

Seneca Capital Investments, LLC - 2,226,200 shares

Douglas A. Hirsch - 2,362,300 shares

Refer to Item 4 below.

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- 10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) o N/A
11 Percent of Class Represented by Amount in Row (9)*

Seneca Capital Investments, LLC - 4.1%

Douglas A. Hirsch - 4.4%

Refer to Item 4 below.

- 12 Type of Reporting Person (See Instructions)

Seneca Capital Investments, LLC - OO (Limited Liability Company)

Douglas A. Hirsch - IN

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* All percentage ownership reported in this Schedule 13G is based on 54,138,808 shares of Common Stock issued and outstanding as of October 31, 2005, as reported by the issuer in its Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2005, filed with the Securities and Exchange Commission on November 4, 2005. Each of the Reporting Persons disclaims beneficial ownership of the shares reported herein except to the extent of its or his pecuniary interest therein.

Item 1.

- (a) Name of Issuer
Cheniere Energy, Inc.
- (b) Address of Issuer's Principal Executive Offices
717 Texas Avenue, Suite 3100, Houston, Texas 77002

Item 2.

- (a) Name of Person Filing
Seneca Capital Investments, LLC
- (b) Address of Principal Business Office or, if none, Residence
Seneca Capital Investments, LLC

950 Third Avenue, 29th Floor

New York, NY 10022

Douglas A. Hirsch

c/o Seneca Capital Investments, LLC

950 Third Avenue, 29th Floor

New York, NY 10022
- (c) Citizenship
Seneca Capital Investments, LLC - Delaware

Douglas A. Hirsch - United States
- (d) Title of Class of Securities
Common Stock, par value \$0.003 per share
- (e) CUSIP Number
16411R208

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance Company as defined in Section 3(a)(19) of the Act

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- (d) o Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
- (e) o An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) o An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) o A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) o A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) o A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) o Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount Beneficially Owned**
Seneca Capital Investments, LLC - 2,226,200 shares

Douglas A. Hirsch - 2,362,300 shares
- (b) Percent of Class
Seneca Capital Investments, LLC - 4.1%

Douglas A. Hirsch - 4.4%
- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote
Seneca Capital Investments, LLC - 0 shares

Douglas A. Hirsch - 0 shares
 - (ii) shared power to vote or to direct the vote
Seneca Capital Investments, LLC - 2,226,200 shares

Douglas A. Hirsch - 2,362,300 shares
 - (iii) sole power to dispose or to direct the disposition of
Seneca Capital Investments, LLC - 0 shares

Douglas A. Hirsch - 2,362,300 shares
 - (iv) shared power to dispose or to direct the disposition of
Seneca Capital Investments, LLC - 2,226,200 shares

Douglas A. Hirsch - 2,362,300 shares

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** Shares reported for Seneca Capital Investments, LLC represent shares held of record by Seneca Capital L.P., Seneca Capital II, L.P., Seneca Capital International, Ltd. and Acorn Overseas Security Company. Seneca Capital Investments, LLC has voting and investment control over such shares. Shares reported for Douglas A. Hirsch represent shares held of record by Seneca Capital L.P., Seneca Capital II, L.P., Seneca Capital International, Ltd., Acorn Overseas Security Company and a limited liability company of which Mr. Hirsch is a managing member of the investment advisor (which investment advisor has voting and investment control over the shares held by such limited liability company). Mr. Hirsch is the managing member of Seneca Capital Investments, LLC (which has voting and investment control over the shares held by Seneca Capital L.P., Seneca Capital II, L.P., Seneca Capital International, Ltd. and Acorn Overseas Security Company).

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

February 13, 2006

Seneca Capital Investments, LLC

By: /s/ Douglas A. Hirsch

Douglas A. Hirsch

Managing Member

Douglas A. Hirsch

/s/ Douglas A. Hirsch

Douglas A. Hirsch, individually