

Edgar Filing: CHENIERE ENERGY INC - Form SC 13D/A

CHENIERE ENERGY INC
Form SC 13D/A
March 15, 2001

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 5)*

Cheniere Energy, Inc.

(Name of Issuer)

Common Stock, par value \$.003 per share

(Title of Class of Securities)

16411R109

(CUSIP Number)

BSR Investments, Ltd.
c/o Don A. Turkleson
333 Clay Street
Suite 3400
Houston, Texas 77002-4102
(713) 659-1361

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

February 28, 2001

(Date of Event which Requires
Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [].

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom are to be sent.

*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 disclosures provided in a prior cover page.

The information required on 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).

(Page 1 of 4 Pages)

Edgar Filing: CHENIERE ENERGY INC - Form SC 13D/A

SCHEDULE 13D

 CUSIP NO. 16411R109

 NAMES OF REPORTING PERSONS
 1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

 BSR Investments, Ltd.
 (I.R.S. Identification No. not applicable)

 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
 2 (a)
 (b)

 SEC USE ONLY
 3

 SOURCE OF FUNDS*
 4 WC

 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
 TO ITEMS 2(d) or 2(e)
 5

 CITIZENSHIP OR PLACE OF ORGANIZATION
 6 British Virgin Islands

| | | | |
|-----------|--|---|-----------------------------------|
| | | 7 | SOLE VOTING POWER Common Stock |
| NUMBER OF | | | |
| SHARES | | | 1,454,495 |

| | | | |
|--------------|--|---|-------------------------------------|
| | | 8 | SHARED VOTING POWER Common Stock |
| BENEFICIALLY | | | |
| OWNED BY | | | 0 |

| | | | |
|-----------|--|---|--|
| | | 9 | SOLE DISPOSITIVE POWER Common Stock |
| EACH | | | |
| REPORTING | | | 1,454,495 |

| | | | |
|--------|--|----|--|
| | | 10 | SHARED DISPOSITIVE POWER Common Stock |
| PERSON | | | |
| WITH | | | 0 |

 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 Common Stock

 1,454,495

 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
 (SEE INSTRUCTIONS)

Edgar Filing: CHENIERE ENERGY INC - Form SC 13D/A

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
13 Common Stock

11.2%

TYPE OF REPORTING PERSON*
14 CO

(Page 2 of 4 Pages)

The Schedule 13D is amended to make the following changes to certain items:

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION. (all numbers reflect the 1-for-4 stock split effective October 18, 2000).

Add the following:

On December 22, 2000, BSR purchased 50,000 Units in a private transaction. A "Unit" consists of one share of Common Stock and a one-sixth warrant to purchase one share of Common Stock with an exercise price of \$3.00 per share. The aggregate purchase price for the 50,000 Units purchased by BSR was \$100,000, or \$2.00 per Unit. BSR acquired the Units with working capital of BSR.

Between February 20, 2001 and March 1, 2001, BSR purchased 115,000 shares of Common Stock on the open market at \$3.00 per share.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER. (all numbers reflect the 1-for-4 stock split effective October 18, 2000).

Replace (a) and (b) with the following:

(a) BSR owns of record 1,289,644 shares of Common Stock and presently exercisable warrants to purchase up to 41,667 shares on or before December 31, 2001, 100,000 shares on or before September 15, 2002, 13,750 shares on or before September 30, 2002 and 1,100 shares on or before April 13, 2003, all at an exercise price of \$6.00 per share. BSR also owns of record presently exercisable warrants to purchase up to 8,334 shares on or before December 31, 2003 at an exercise price of \$3.00 per share. In the aggregate, BSR beneficially owns 1,454,495 shares of Common Stock, representing approximately 11.2% of the issued and outstanding shares of Common Stock, based on information provided in Cheniere's Form 8-A filed on March 2, 2001, that states that Cheniere had 12,797,393 shares of Common Stock issued and outstanding as of February 28, 2001.

Nicole Souki does not beneficially own any Common Stock (other than in her capacity as an executive officer or director of BSR) and she does not have the right to acquire any Common Stock (other than in her capacity as an executive officer or director of BSR).

(b) BSR currently has the sole power to vote or direct the vote and to dispose or direct the disposition of 1,289,644 shares of the Common Stock referred to in paragraph (a). If BSR were to exercise its warrants to purchase Common Stock with respect to all shares, it would have the sole power to vote or direct the vote and to dispose or direct the disposition of 1,454,495 shares of Common Stock.

Nicole Souki does not have the power to vote or to direct the vote or to dispose or to direct the disposition of any shares of the Common Stock beneficially owned by BSR (other than in her capacity as an executive officer or director of BSR).

Edgar Filing: CHENIERE ENERGY INC - Form SC 13D/A

(Page 3 of 4 Pages)

Add the following to (c):

On December 22, 2000, BSR purchased 50,000 Units (which included 50,000 Shares of Common Stock and 8,334 warrants to purchase one share of Common Stock) pursuant to a private transaction.

Between February 20, 2001 and March 1, 2001, BSR purchased 115,000 shares of Common Stock on the open market at \$3.00 per share.

Other than such transactions, BSR has not effected any transactions in the Common Stock during the past sixty days. Nicole Souki has not effected any transactions in the Common Stock during the past sixty days.

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 accurate.

Dated: March 13, 2001.

BSR INVESTMENTS, LTD.

By: /s/ NICOLE SOUKI

Nicole Souki
President, Secretary and
Chief Financial Officer

ATTENTION: INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACT CONSTITUTE
FEDERAL CRIMINAL VIOLATIONS (SEE 18 U.S.C. 1001).

(Page 4 of 4 Pages)