

Cheniere Energy Partners, L.P.
 Form 4
 December 18, 2013

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 *
CHENIERE ENERGY INC

2. Issuer Name and Ticker or Trading Symbol
**Cheniere Energy Partners, L.P.
 [CQP]**

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
700 MILAM STREET, SUITE 800
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/18/2013

____ Director 10% Owner
 ____ Officer (give title below) ____ Other (specify below)

HOUSTON, TX 77002

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Units | 12/18/2013 | | J(1) | | 1,858,800 (1) | D | (2) |
| | | | | | 11,963,488 | I | |

See Footnotes (3) (4)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: Cheniere Energy Partners, L.P. - Form 4

| 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 Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Class B Units | (5) | 12/18/2013 | | J(1) | 7,043,600 (1) | (5) (5) | COMMON UNITS | 0 (5) |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CHENIERE ENERGY INC
700 MILAM STREET, SUITE 800
HOUSTON, TX 77002

X

Signatures

/s/ Cara E. Carlson, Secretary for Cheniere Energy, Inc.

12/18/2013

__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 securities reported in column 5 of Table I and column 9 of Table II are held directly by Cheniere Energy Partners LP Holdings, LLC ("CQH"), which was, until December 18, 2013, a wholly owned subsidiary of Cheniere Energy, Inc. ("CEI"). On December 18, 2013, CQH completed an initial public offering (the "IPO") of 36,000,000 common shares to the public. The IPO may be deemed to have the effect of reducing CEI's pro rata interest in the Common Units and Class B Units.

(2) The aggregate net proceeds of the IPO was approximately \$668.2 million.

(3) CEI disclaims beneficial ownership of the securities owned by CQH reported on this Form 4 except to the extent of its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of these securities for purposes of Section 16 or for any other purpose.

(4) Prior to the IPO, Cheniere Common Units Holding, LLC ("CCUH"), Cheniere LNG Holdings, LLC, Cheniere LNG, Inc., Cheniere Subsidiary Holdings, LLC, Cheniere Class B Units Holdings, LLC ("CBUH") and certain other Cheniere subsidiaries were liquidated or merged out of existence (in transactions subject to Rule 16a-13) with the result that CQH became the direct owner of all Common Units and all Class B Units of the Issuer formerly owned directly by CCUH and CBUH.

(5) Under certain circumstances specified in the Third Amended and Restated Agreement of Limited Partnership for the Issuer, the Class B Units are convertible into Common Units of the Issuer at a rate equal to the Class B Conversion Value of a Class B Unit (which value will increase at a compounded rate of 3.5% per quarter, subject to an additional upward adjustment for certain equity and debt financings) divided by \$15.00 (as adjusted for splits and combinations). The Class B Units will be convertible only upon certain events. For further information on the events that trigger conversion and other details regarding the conversion, see the terms of the Third Amended and Restated Agreement of Limited Partnership (attached as Exhibit 3.1 to the Form 8 K filed by the Issuer on August 9, 2012).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Edgar Filing: Cheniere Energy Partners, L.P. - Form 4

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.