

Cheniere Energy Partners, L.P.

Form 4

December 18, 2013

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(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.

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information contained in this form are not
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SEC 1474
(9-02)

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

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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
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
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.

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