

Cheniere Energy Partners, L.P.

Form 4

June 28, 2013

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

## OMB APPROVAL

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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)  
**05/28/2013**

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 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  
 \_\_\_\_X\_\_\_\_ 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 (D) Price			

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)**

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	(A) or Disposed of (D) (Instr. 3, 4, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title		Amount or Number of Shares
Class B Units <sup>(1)</sup>	<u>(1)</u>	05/28/2013	A		12,000,000		<u>(1)</u>	<u>(1)</u>	COMMON UNITS		<u>0</u> <sup>(1)</sup>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHENIERE ENERGY INC 700 MILAM STREET SUITE 800 HOUSTON, TX 77002		X		
Cheniere Class B Units Holdings, LLC 700 MILAM STREET SUITE 800 HOUSTON, TX 77002		X		

## Signatures

/s/ Cara E. Carlson, Secretary, for Cheniere Energy, Inc. 06/28/2013

\*\*Signature of Reporting Person Date

/s/ Cara E. Carlson, Secretary, for Cheniere Class B Units Holdings, LLC

06/28/2013

\*\*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) On May 28, 2013, Cheniere Class B Units Holdings, LLC ("CBUH"), an indirect wholly-owned subsidiary of Cheniere Energy, Inc. ("CEI"), acquired an additional 12,000,000 Class B Units from the Issuer for \$15.00 per unit. Under certain circumstances specified in the Third Amended and Restated Agreement of Limited Partnership for the Issuer, such 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 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 Form 8-K filed by Issuer on August 9, 2012).

(2) CEI directly owns 100% of Cheniere LNG, Inc., which owns 100% of Cheniere LNG Terminals, LLC, which owns 100% of Cheniere LNG Holdings, LLC, which owns 100% of CBUH. CEI disclaims beneficial ownership of the securities 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.

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.