

Cheniere Energy Partners, L.P.

Form 4

December 10, 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 \*  
**PAGANO VINCENT JR**

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)  
**1060 FIFTH AVENUE**  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
**12/07/2013**

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

**NEW YORK, NY 10128**

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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
COMMON UNITS	12/07/2013		M		3,000	A	\$ 11 3,000
COMMON UNITS	12/07/2013		D		3,000	D	\$ 29.42 0

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  
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SEC 1474  
(9-02)

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

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
PHANTOM UNITS	<u>(1)</u>	12/07/2013		M	3,000	12/07/2013 12/07/2013	COMMON UNITS
PHANTOM UNITS	<u>(2)</u>	12/07/2013		A	3,000	<u>(3)</u> <u>(3)</u>	COMMON UNITS

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PAGANO VINCENT JR 1060 FIFTH AVENUE NEW YORK, NY 10128		X		

## Signatures

/s/ Cara E. Carlson under POA by Vincent Pagano Jr.

12/10/2013

\_\_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).

- On 12/7/2012, the Reporting Person was granted 12,000 phantom units payable in cash and previously reported on a Form 4. Twenty-five
- (1) percent of this grant vested on 12/7/2013, the first anniversary of the grant date. Each phantom unit was the economic equivalent of one Common Unit of the Issuer.
- (2) On 12/7/2013, the Reporting Person was granted 3,000 phantom units. Each phantom unit is the economic equivalent of one Common Unit of the Issuer.
- (3) The phantom units vest twenty-five percent on each of the first, second, third and fourth anniversaries of the grant date, and are payable 50% in cash and 50% in common units.

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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