

Cheniere Energy Partners, L.P.

Form 4

December 09, 2015

**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,  
2015  
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)

NEW YORK, NY 10128

(City) (State) (Zip)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/07/2015

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

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

**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)
Units Representing Limited Partner Interests	12/07/2015		M	3,000	A <u>(1)</u>	3,375	D
Units Representing Limited Partner Interests	12/07/2015		D	3,000	D \$ 21.87	375	D
Units Representing	12/07/2015		M	750	A <u>(2)</u>	1,125	D

Limited  
Partner  
Interests

Units  
Representing  
Limited  
Partner  
Interests

12/07/2015

D

375

D

\$  
21.87

750

D

Units  
Representing  
Limited  
Partner  
Interests

12/07/2015

M

750

A

(3)

1,500

D

Units  
Representing  
Limited  
Partner  
Interests

12/07/2015

D

375

D

\$  
21.87

1,125

D

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)

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 Underlying Security (Instr. 3 and 4)	8. Additional Information (Instr. 5)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Underlying Security
PHANTOM UNITS	(1)	12/07/2015		M		3,000		12/07/2015	12/07/2015	COMMON UNITS	
PHANTOM UNITS	(2)	12/07/2015		M		750		12/07/2015	12/07/2015	COMMON UNITS	
PHANTOM UNITS	(3)	12/07/2015		M		750		12/07/2015	12/07/2015	COMMON UNITS	
PHANTOM UNITS	(4)	12/07/2015		A		3,000		(5)	(5)	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/ Sean N. Markowitz under POA by Vincent Pagano Jr. 12/09/2015

\_\_\_\_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 12/7/2012, the Reporting Person was granted 12,000 phantom units payable in cash and previously reported on a Form 4. Twenty-five percent of this grant vested on 12/7/2015, the third anniversary of the grant date. Each phantom unit is the economic equivalent of one common unit of the Issuer.
  - (2) On 12/7/2013, the Reporting Person was granted 3,000 phantom units payable one-half in common units and one-half in cash and previously reported on a Form 4. Twenty-five percent of this grant vested on 12/7/2015, the second anniversary of the grant date. Each phantom unit is the economic equivalent of one common unit of the Issuer.
  - (3) On 12/7/2014, the Reporting Person was granted 3,000 phantom units payable one-half in common units and one-half in cash and previously reported on Form 4. Twenty-five percent of this grant vested on 12/7/2015, the first anniversary of the grant date. Each phantom unit is the economic equivalent of one common unit of the Issuer.
  - (4) On 12/7/2015, the Reporting Person was granted 3,000 phantom units payable one-half in common units and one-half in cash. Each phantom unit is the economic equivalent of one common unit of the Issuer.
  - (5) The phantom units vest twenty-five percent on each of the first, second, third and fourth anniversaries of the grant date.

### Remarks:

EXHIBIT LIST: EX-24 Power of Attorney for: /s/ Sean N. Markowitz under POA by Vincent Pagano Jr.

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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