

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

HOUSTON, TX 77002
 (City) (State) (Zip)

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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 | 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 (D) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------------------------------|------------------------------|------------------|------------|------------|------|---|------------|-----|------------------|-----------------|--------------|----------------------------|
| Class B Units ⁽¹⁾ | <u>(1)</u> | 05/28/2013 | A | | | | 12,000,000 | | <u>(1)</u> | <u>(1)</u> | COMMON UNITS | 0 ⁽¹⁾ |

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.