

Cheniere Energy Partners LP Holdings, LLC
Form SC 13D/A
December 09, 2016

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

SCHEDULE 13D
UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 5)*

CHENIERE ENERGY PARTNERS LP

HOLDINGS, LLC

(Name of Issuer)

Common Shares

(Title of Class of Securities)

I6411W108

(CUSIP Number)

Michael J. Wortley

700 Milam Street

Suite 1900

Houston, Texas 77002

(713) 375-5000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

December 9, 2016

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report this acquisition that is the subject of this Schedule 13D, and is filing this Schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box:

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (**Act**) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

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1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Cheniere Energy, Inc. 95-4352386

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 185,600,000 Common Shares

8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 185,600,000 Common Shares
10 SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

185,600,000 Common Shares
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) N/A

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

80.1%¹
14 TYPE OF REPORTING PERSON

CO corporation

¹ The percentages relating to common shares reported herein are based on 231,700,000 common shares outstanding as of October 27, 2016, as reported in the Form 10-Q filed with the Securities and Exchange Commission by the Issuer on November 3, 2016.

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Explanatory Note

This Amendment No. 5 to Schedule 13D amends and supplements the information set forth in the Schedule 13D filed by Cheniere Energy, Inc. with the United States Securities and Exchange Commission on December 20, 2013, as amended by Amendment No. 1 to Schedule 13D filed on November 19, 2014, as amended and restated in its entirety by Amendment No. 2 to Schedule 13D filed on May 13, 2016, as amended by Amendment No. 3 to Schedule 13D filed on August 12, 2016, and as further amended by Amendment No. 4 to Schedule 13D filed on September 30, 2016 (collectively, the **Schedule 13D**).

Except as set forth herein, this Amendment No. 5 does not modify any of the information previously reported in the Schedule 13D. All capitalized terms contained herein but not otherwise defined shall have the meanings ascribed to such terms in the Schedule 13D.

Item 4. Purpose of the Transaction.

Item 4 is hereby amended and restated as follows:

The Reporting Person acquired the Common Shares for investment and strategic purposes.

As part of the Reporting Person's ongoing evaluation of this investment and investment alternatives, including the consolidation or acquisition of assets, the Reporting Person may, from time to time, formulate plans or proposals with respect to such matters, and hold discussions with or make formal proposals to the board of directors of the Issuer, other holders of Common Shares or other third parties regarding such matters.

As previously reported, on September 29, 2016, representatives of the Reporting Person delivered a proposal to the Board of Directors of the Issuer to acquire all of the outstanding Common Shares of the Issuer not already owned by the Reporting Person in exchange for shares of common stock of the Reporting Person, par value \$.003 (the **Cheniere Stock**), at an exchange ratio of 0.5049 shares of Cheniere Stock for each Common Share of the Issuer. Following discussions with a conflicts committee (the **Conflicts Committee**) established by the Board of Directors of the Issuer, on September 30, 2016, the Reporting Person increased its offer to an exchange ratio of 0.54 shares of Cheniere Stock for each Common Share of the Issuer. Following the rejection of the improved offer by the Conflicts Committee on November 14, 2016, the discussions between the Reporting Issuer and the Conflicts Committee reached an impasse, and on December 8, 2016, a representative of the Conflicts Committee was informed that no acceptable definitive agreement could be reached at this time.

The Reporting Person may, either directly or through one or more affiliates, from time to time or at any time and subject to market and general economic conditions and other factors, purchase additional Common Shares in the open market, in privately negotiated transactions or otherwise and/or resume discussions with the Conflicts Committee regarding the proposal described above. In addition, the Reporting Person may, in one or more transactions, seek to consolidate assets held by the Reporting Person and its affiliates, including the assets owned by the Issuer.

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SIGNATURES

After reasonable inquiry and to the best of each of the undersigned's knowledge and belief, each of the undersigned hereby certifies that the information set forth in this statement is true, complete and correct.

December 9, 2016

CHENIERE ENERGY, INC.

By: /s/ Michael J. Wortley
Michael J. Wortley
Title: Executive Vice President and Chief
Financial Officer