Cheniere Energy Partners LP Holdings, LLC
Form 4
August 04, 2017

FORM 4

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

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

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
CHENIERE ENERGY INC

(Last) (First) (Middle)
700 MILAM STREET, SUITE 1900

(Street)
HOUSTON, TX 77002

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Cheniere Energy Partners, L.P. [CQP]

3. Date of Earliest Transaction (Month/Day/Year)
08/02/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director
__X__ 10% Owner
_____ Officer (give title below)
_____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Units	08/02/2017		C		92,525,181 (1)	A	(1)	104,488,669	I	See Footnote (2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class B Units	(1)	08/02/2017		C			45,333,334	(1)	(1)	Common Units	92,525,1

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHENIERE ENERGY INC 700 MILAM STREET, SUITE 1900 HOUSTON, TX 77002		X		
Cheniere Energy Partners LP Holdings, LLC 700 MILAM STREET, SUITE 1900 HOUSTON, TX 77002		X		

Signatures

/s/ Sean N. Markowitz, General Counsel and Corporate Secretary for Cheniere Energy, Inc.	08/04/2017
**Signature of Reporting Person	Date
/s/ Sean N. Markowitz, General Counsel and Corporate Secretary for Cheniere Energy Partners LP Holdings, LLC	08/04/2017
**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 August 2, 2017, the 45,333,334 Class B Units representing limited partner interests (the "Class B Units") owned by the reporting persons automatically converted into common units representing limited partner interests ("Common Units") at an accreted conversion ratio of approximately 2.04 Common Units per Class B Unit, which is equal to the Class B Conversion Value of a Class B Unit divided by $15.00.

(2) The Common Units are directly owned by Cheniere Energy Partners LP Holdings, LLC ("CQH") in which Cheniere Energy, Inc. ("CEI") owns an 82.7% interest as of August 2, 2017. CEI disclaims beneficial ownership of the securities owned by CQH 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.
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