

Cheniere Energy Partners, L.P.  
Form 424B5  
May 29, 2013  
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**Filed Pursuant to Rule 424(b)(5)  
Registration No. 333-183780**

**PROSPECTUS SUPPLEMENT**

**(To Prospectus dated October 10, 2012)**

## **Cheniere Energy Partners, L.P.**

**Up to \$500,000,000 of Common Units**

We are selling common units representing limited partner interests of Cheniere Energy Partners, L.P. having an aggregate offering price of up to \$500,000,000. On May 29, 2013, we entered into an equity distribution agreement with Mizuho Securities USA Inc. under which we may offer and sell our common units from time to time through Mizuho Securities as sales agent or principal. The agent sales of our common units, if any, will be made by means of ordinary brokers' transactions, in block transactions or as otherwise agreed with us. If we sell common units to Mizuho Securities as principal, we will enter into a separate agreement with Mizuho Securities and we will describe this agreement in a separate prospectus supplement or pricing supplement. We expect to use any net proceeds (after deducting the sales agent's commission and our offering expenses), including our general partner's proportionate capital contribution, from any sale of common units offered by this prospectus supplement for general business purposes, including liquefaction project development costs.

Our common units trade on the NYSE MKT under the symbol CQP. The last reported trading price of our common units on the NYSE MKT on May 24, 2013 was \$30.14 per common unit.

*Investing in our common units involves risks. See Risk Factors on page S-4 of this prospectus supplement and page 1 of the accompanying prospectus.*

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is accurate or complete. Any representation to the contrary is a criminal offense.**

Mizuho Securities will receive from us a fixed commission rate of up to 2.0% of the gross sales price per common unit, depending upon the number of common units sold.

Our common units are expected to be delivered to purchasers on the third business day following the date of sale through the book-entry facilities of The Depository Trust Company.

**Mizuho Securities**

Prospectus Supplement dated May 29, 2013

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**ABOUT THIS PROSPECTUS SUPPLEMENT**

This document is in two parts. The first part is the prospectus supplement, which describes the specific terms of this offering. The second part is the accompanying prospectus, which gives more general information, some of which may not apply to this offering. Generally, when we refer to the prospectus, we are referring to both parts combined. If information in this prospectus supplement conflicts with information in the accompanying prospectus, you should rely on the information in this prospectus supplement.

**You should rely only on the information contained or incorporated by reference into this prospectus supplement, the accompanying prospectus and any free writing prospectus filed with the Securities and Exchange Commission, or SEC. We have not authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it.**



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**We are not making an offer of the securities covered by this prospectus supplement in any state where the offer is not permitted. You should assume that the information appearing in this prospectus supplement, the accompanying prospectus, any free writing prospectus relating to this offering of common units and any document incorporated by reference is accurate only as of the date on the front cover of those documents. Our business, financial condition, results of operations and prospects may have changed since those dates.**

We are not making an offer to sell our common units in any jurisdiction where the offer is not permitted.

The information in this prospectus supplement is not complete. You should carefully read this prospectus supplement and the accompanying base prospectus, including the information incorporated by reference herein and therein, before you invest, as these documents contain information you should consider when making your investment decision.

None of Cheniere Energy Partners, Mizuho Securities, or any of their respective representatives is making any representation to you regarding the legality of an investment in our common units by you under applicable laws. You should consult with your own advisors as to legal, tax, business, financial and related aspects of an investment in the common units.

**CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS**

Some information contained in this prospectus supplement, the accompanying prospectus and in the documents we incorporate by reference herein may contain certain statements (other than statements of historical fact) that constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act. Forward-looking statements generally can be identified by the use of terms or phrases such as achieve, anticipate, believe, contemplate, develop, estimate, expect, forecast, plan, potential, project, propose, strategy and similar by the use of future tense. However, these are not the exclusive means of identifying forward-looking statements.

Where any forward-looking statement includes a statement of the assumptions or bases underlying such forward-looking statement, we caution that, while we believe these assumptions or bases to be reasonable and to be made in good faith, assumed facts or bases almost always vary from actual results, and the difference between assumed facts or bases and actual results could be material, depending on the circumstances. It is important to note that actual results could differ materially from those projected by such forward-looking statements.

Although we believe that the expectations in our forward-looking statements are reasonable, we cannot give any assurance that those expectations will be correct. Our operations are subject to numerous uncertainties, risks and other influences, many of which are outside our control and any of which could materially affect our results of operations and ultimately prove the statements we make to be inaccurate.

Some of the forward-looking statements contained in this prospectus supplement, the accompanying prospectus and in the documents we incorporate by reference herein include, but are not limited to, the following:

statements regarding our ability to pay distributions to our unitholders;

statements regarding our expected receipt of cash distributions from Sabine Pass LNG, L.P., Sabine Pass Liquefaction, LLC or Cheniere Creole Trail Pipeline, L.P.;

statements regarding future levels of domestic and international natural gas production, supply or consumption or future levels of liquefied natural gas, or LNG, imports into or exports from North America and other countries worldwide, regardless of the source of such information, or the transportation or demand for and prices related to natural gas, LNG or other hydrocarbon products;

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statements regarding any financing transactions or arrangements, or ability to enter into such transactions;

statements relating to the construction of our natural gas liquefaction trains, or Trains, or modifications to the Creole Trail Pipeline, including statements concerning the engagement of any engineering, procurement and construction, or EPC, contractor or other contractor and the anticipated terms and provisions of any agreement with any such EPC or other contractor, and anticipated costs related thereto;

statements regarding any agreement to be entered into or performed substantially in the future, including any revenues anticipated to be received and the anticipated timing thereof, and statements regarding the amounts of total LNG regasification, liquefaction or storage capacities that are, or may become, subject to such commercial arrangements;

statements regarding counterparties to our commercial contracts, construction contracts and other contracts;

statements regarding our planned construction of additional Trains, including the financing of such Trains;

statements that our Trains, when completed, will have certain characteristics, including amounts of liquefaction capacities;

statements regarding our business strategy, our strengths, our business and operation plans or any other plans, forecasts, projections or objectives, including anticipated revenues and capital expenditures, any or all of which are subject to change;

statements regarding legislative, governmental, regulatory, administrative or other public body actions, requirements, permits, investigations, proceedings or decisions; and

any other statements that relate to non-historical or future information.

Certain factors, risks and uncertainties could cause actual results to differ materially from our expectations as discussed under the heading **Risk Factors** below and as otherwise described in our periodic filings with the SEC incorporated by reference herein.

We caution you not to place undue reliance on these forward-looking statements, which speak only as of the date of this prospectus supplement or, in any document we incorporate by reference, the date of that document. All such forward-looking statements are expressly qualified in their entirety by the cautionary statements in this section, and other than as required under the securities laws, we undertake no obligation to publicly update or revise any forward-looking statements or provide reasons why actual results may differ.

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**SUMMARY**

*This summary highlights information contained elsewhere in this prospectus supplement and the accompanying prospectus. It does not contain all of the information that you should consider before making an investment decision. You should carefully read this prospectus supplement, the accompanying prospectus, and the documents incorporated by reference for a more complete understanding of our business and this offering. Please read "Risk Factors" on page S-4 of this prospectus supplement, the "Risk Factors" section of our Annual Report on Form 10-K, as amended, for the year ended December 31, 2012 and the risk factors included in our Current Report on Form 8-K filed with the SEC on May 29, 2013 for more information about important factors that you should consider before investing in our common units.*

*Throughout this prospectus supplement, when we use the terms "Cheniere Energy Partners," "our partnership," "we," "our," "us" or similar references, we are referring to Cheniere Energy Partners, L.P. and its consolidated subsidiaries. References in this prospectus supplement to our "general partner" refer to Cheniere Energy Partners GP, LLC.*

**Cheniere Energy Partners, L.P.**

We are a Delaware limited partnership formed by Cheniere Energy, Inc. Through our wholly owned subsidiary, Sabine Pass LNG, L.P., we own and operate the regasification facilities at the Sabine Pass LNG terminal located on the Sabine Pass deep water shipping channel less than four miles from the Gulf Coast. The Sabine Pass LNG terminal includes existing infrastructure of five LNG storage tanks with capacity of approximately 16.9 Bcfe, two docks that can accommodate vessels of up to 265,000 cubic meters and vaporizers with regasification capacity of approximately 4.0 Bcf/d. Approximately one-half of the receiving capacity at the Sabine Pass LNG terminal is contracted to two multinational energy companies. We are developing natural gas liquefaction facilities at the Sabine Pass LNG terminal adjacent to the existing regasification facilities through a wholly owned subsidiary, Sabine Pass Liquefaction, LLC. We plan to construct up to six Trains, which are in various stages of development. Nominal capacity for each Train is expected to be approximately 4.5 million metric tons per annum of LNG.

**Principal Executive Offices**

Our headquarters are located at 700 Milam Street, Suite 800 in Houston, Texas. Our phone number is (713) 375-5000, and our website is accessed at [www.cheniereenergypartners.com](http://www.cheniereenergypartners.com). Information on our website is not incorporated into this prospectus supplement or our other securities filings and is not a part of this prospectus supplement.

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**The Offering**

<b>Common units offered by us to the public</b>	Common units having an aggregate offering price of up to \$500,000,000.
<b>Use of proceeds</b>	We expect to use any net proceeds (after deducting the sales agent's commission and our offering expenses), including our general partner's proportionate capital contribution, from any sale of common units offered by this prospectus supplement for general business purposes, including liquefaction project development costs.
<b>Cash distributions</b>	<p>We must distribute all of our cash on hand at the end of each quarter, less any reserves established by our general partner. We refer to this as available cash, and we define its meaning in our partnership agreement. Our partnership agreement also requires that we distribute all of our available cash from operating surplus each quarter in the following manner:</p> <p><i>first</i>, 98% to the common unitholders and 2% to our general partner, until each common unit has received the initial quarterly distribution of \$0.425 plus any arrearages from prior quarters;</p> <p><i>second</i>, 98% to the subordinated unitholders and 2% to our general partner, until each subordinated unit has received the initial quarterly distribution of \$0.425;</p> <p><i>third</i>, 98% to all unitholders (excluding Class B unitholders), pro rata, and 2% to our general partner, until each unit has received an aggregate distribution equal to \$0.489;</p> <p><i>fourth</i>, 85% to all unitholders (excluding Class B unitholders), pro rata, and 15% to our general partner, until each unitholder has received a total of \$0.531 per unit for that quarter;</p> <p><i>fifth</i>, 75% to all unitholders (excluding Class B unitholders), pro rata, and 25% to our general partner, until each unitholder has received a total of \$0.638 per unit for that quarter; and</p> <p><i>thereafter</i>, 50% to all unitholders (excluding Class B unitholders), pro rata, and 50% to our general partner.</p> <p>Cash distributions on the common units will generally be made within 45 days after the end of each quarter.</p>

**Limited voting rights**



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Our general partner manages and operates us. Unlike the holders of common stock in a corporation, you will have only limited voting rights on matters affecting our business. You will have no right to elect our general partner or its directors on an annual or other continuing basis. Our general partner may not be removed except by a vote of the holders of at least 66 2/3% of the outstanding units (which include Class B Units), including any units owned by our general partner and its affiliates, voting together as a single class. Assuming an offering price of \$30.14 (the last reported sales price for our common units on the NYSE MKT on May 24, 2013), upon completion of this offering, our general partner and its affiliates will

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own an aggregate of approximately 55.3% of our outstanding units. Please read "The Partnership Agreement - Voting Rights" in the accompanying prospectus.

**Material tax consequences**

For a discussion of material federal income tax consequences that may be relevant to prospective unitholders who are individual citizens or residents of the United States, please read "Material Tax Consequences" in this prospectus supplement and in the accompanying prospectus.

**NYSE MKT symbol**

CQP

**Risk factors**

Please read "Risk Factors" on page S-4 of this prospectus supplement, the "Risk Factors" section of our Annual Report on Form 10-K, as amended, for the year ended December 31, 2012 and the risk factors included in our Current Report on Form 8-K filed with the SEC on May 29, 2013 for more information about important factors that you should consider before investing in our common units.

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**RISK FACTORS**

The securities offered by this prospectus supplement involve a high degree of risk. You should consider carefully all of the risk factors described in our Annual Report on Form 10-K, as amended, for the year ended December 31, 2012 and in our Current Report on Form 8-K filed with the SEC on May 29, 2013, together with all other documents incorporated by reference into this prospectus supplement. Our business, financial condition, results of operations or ability to make distributions on our common units could be materially and adversely affected by any of these risks if any of them were to occur. In such case, the trading price of our common units could decline, and you could lose all or part of your investment.

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**USE OF PROCEEDS**

We expect to use any net proceeds (after deducting the sales agent's commission and our offering expenses), including our general partner's proportionate capital contribution, from any sale of common units offered by this prospectus supplement for general business purposes, including liquefaction project development costs.

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**MATERIAL TAX CONSEQUENCES**

The tax consequences to you of an investment in our common units will depend in part on your own tax circumstances. For a discussion of the principal federal income tax considerations associated with our operations and the purchase, ownership and disposition of our common units, please read **Material Tax Consequences** in the accompanying prospectus. Please also read **Item 1A. Risk Factors Risks Relating to Tax Matters** in our most recent Annual Report on Form 10-K, as amended, and **Risk Factors** on page 1 of the accompanying prospectus for a discussion of the tax risks related to purchasing and owning our common units. The following discussion is limited as described under the caption **Material Tax Consequences** in the accompanying prospectus. You are urged to consult with your own tax advisor about the federal, estate or gift, state, local and foreign tax consequences particular to your circumstances.

**Partnership Status**

The anticipated after-tax economic benefit of an investment in our common units depends largely on our being treated as a partnership for federal income tax purposes. We have not requested, and do not plan to request, a ruling from the Internal Revenue Service with respect to our partnership status. In order to be treated as a partnership for federal income tax purposes, at least 90% of our gross income must be from specific qualifying sources, such as the transportation, storage, and processing of crude oil, natural gas and products thereof or other passive types of income such as interest and dividends. We believe based upon our current operations that we are treated as a partnership for federal income tax purposes. For a more complete description of this qualifying income requirement, please read **Material Tax Consequences Partnership Status** in the accompanying prospectus.

If we were treated as a corporation for federal income tax purposes, we would pay federal income tax on our taxable income at the corporate tax rate, which is currently a maximum of 35%, and would likely pay state income tax at varying rates. Distributions to you would generally be taxed again as corporate distributions, and no income, gains, losses or deductions would flow through to you. Because a tax would be imposed upon us as a corporation, our cash available for distribution to you would be substantially reduced. Therefore, treatment of us as a corporation would result in a material reduction in the anticipated cash flow and after-tax return to the unitholders, likely causing a substantial reduction in the value of our common units.

**Tax Rates**

Under current law, the highest marginal U.S. federal income tax rate applicable to ordinary income of individuals is 39.6% and the highest marginal U.S. federal income tax rate applicable to long-term capital gains (generally, gains from the sale or exchange of certain investment assets held for more than one year) of individuals is 20%. These rates are subject to change by new legislation at any time.

A 3.8% Medicare tax on net investment income earned by certain individuals, estates and trusts applies to taxable years beginning after December 31, 2012. For these purposes, net investment income generally includes a unitholder's allocable share of our income and gain realized by a unitholder from a sale of common units. In the case of an individual, the tax is imposed on the lesser of (1) the unitholder's net investment income or (2) the amount by which the unitholder's modified adjusted gross income exceeds \$250,000 (if the unitholder is married and filing jointly or a surviving spouse), \$125,000 (if the unitholder is married and filing separately) or \$200,000 (in any other case).

**Tax Exempt Organizations and Other Investors**

Ownership of common units by tax-exempt entities, regulated investment companies and non-U.S. investors raises issues unique to such persons. Please read **Material Tax Consequences Tax-Exempt Organizations and Other Investors** in the accompanying prospectus.

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**PLAN OF DISTRIBUTION**

On May 29, 2013, we and Mizuho Securities USA Inc. entered into an equity distribution agreement under which we may offer and sell common units having an aggregate offering price of up to \$500,000,000 from time to time through Mizuho Securities as sales agent or as principal. We have filed the equity distribution agreement as an exhibit to a Current Report on Form 8-K, which is incorporated by reference in this prospectus supplement. The agented sale of our common units, if any, will be made by means of ordinary brokers' transactions, in block transactions or as otherwise agreed with us. We may also enter into a separate agreement to sell our common units to Mizuho Securities as principal at a price agreed at the time of sale.

Mizuho Securities will sell, on our behalf, our common units subject to the terms and conditions of the agreement between us and Mizuho Securities on a daily basis or as otherwise agreed upon by us and Mizuho Securities. We will provide instructions to Mizuho Securities with respect to the manner of distribution of our common units. We may dispose of our common units pursuant to one or more pre-arranged written trading plans. The manner, amount and timing of the sales under any such plan will be dependent upon a number of factors.

We will receive the net proceeds of any sale of our common units for which Mizuho Securities acts as sales agent or principal after deducting the commissions owed to Mizuho Securities and any transaction fees imposed by any governmental or self-regulatory organization. We will pay Mizuho Securities a fixed commission rate of up to 2.0% on the gross proceeds received from sales of our common units.

We will report quarterly the number of our common units sold through or to Mizuho Securities pursuant to the agreement between us and Mizuho Securities and the compensation paid by us to Mizuho Securities with respect to the sales of our common units. We will be responsible for all discounts, selling commissions, stock transfer taxes and transaction fees, if any, applicable to the sale of our common units and fees and disbursements of counsel for us incurred in connection with any such sale.

Certain broker-dealers will participate as selling group agents or dealers in connection with the sale of our common units.

Settlement for sales of our common units will occur on the third trading day following the date on which any sales are made. On each settlement date, our common units will be delivered through the book-entry facilities of The Depository Trust Company or by such other means of delivery as may be agreed by the parties, in return for payment of the net proceeds from the sale of such common units.

Subject to the terms and conditions of the agreement between us and Mizuho Securities and in accordance with the instructions provided by us, Mizuho Securities will use its commercially reasonable efforts consistent with its sales and trading practices to sell our common units on our behalf. In connection with the sale of our common units, Mizuho Securities may be deemed to be an underwriter within the meaning of the Securities Act, and the compensation paid to Mizuho Securities may be deemed to be underwriting commissions or discounts. In the agreement between us and Mizuho Securities, we have agreed to provide indemnification and contribution to Mizuho Securities against certain civil liabilities, including liabilities relating to material misstatements and omissions under the Securities Act.

The agreement between us and Mizuho Securities for the sale of our common units will terminate when all of the common units subject to the agreement have been sold. In addition, we may terminate the agreement upon advance written notice.

We estimate that the total expenses of the offering payable by us, other than commissions payable to Mizuho Securities, will be approximately \$175,000.

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### **Conflicts of Interest**

Mizuho Securities USA Inc. and its affiliates have, from time to time, performed, and may in the future perform, various financial advisory and commercial and investment banking services for us and our affiliates, for which they have received and in the future will receive customary compensation and expense reimbursement. An affiliate of Mizuho Securities USA Inc. is a lender under the term loan credit facility of Sabine Pass Liquefaction, LLC, our wholly owned subsidiary.

### **FINRA**

In compliance with the guidelines of the Financial Industry Regulatory Authority, Inc., or FINRA, the maximum discount or commission to be received by any FINRA member or independent broker-dealer may not exceed 8% of the aggregate offering price of the common units offered pursuant to this prospectus supplement. Because FINRA views the common units offered hereby as interests in a direct participation program, this offering is being made in compliance with Rule 2310 of the FINRA Rules.

### **Notice to Prospective Investors in the EEA**

In relation to each member state of the European Economic Area that has implemented the Prospectus Directive (each, a relevant member state), other than Germany, with effect from and including the date on which the Prospectus Directive is implemented in that relevant member state (the relevant implementation date), an offer of securities described in this prospectus may not be made to the public in that relevant member state other than:

to any legal entity which is a qualified investor as defined in the Prospectus Directive;

to fewer than 100 or, if the Relevant Member State has implemented the relevant provision of the 2010 PD Amending Directive, 150, natural or legal persons (other than qualified investors as defined in the Prospectus Directive), as permitted under the Prospectus Directive, subject to obtaining the prior consent of the relevant Dealer or Dealers nominated by the Issuer for any such offer; or

in any other circumstances falling within Article 3(2) of the Prospectus Directive; provided that no such offer of securities shall require us or Mizuho Securities to publish a prospectus pursuant to Article 3 of the Prospectus Directive.

For purposes of this provision, the expression an offer of securities to the public in any relevant member state means the communication in any form and by any means of sufficient information on the terms of the offer and the securities to be offered so as to enable an investor to decide to purchase or subscribe for the securities, as the expression may be varied in that member state by any measure implementing the Prospectus Directive in that member state, and the expression Prospectus Directive means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in the Relevant Member State), and includes any relevant implementing measure in the Relevant Member State, and includes any relevant implementing measure in each relevant member state. The expression 2010 PD Amending Directive means Directive 2010/73/EU.

We have not authorized and do not authorize the making of any offer of securities through any financial intermediary on their behalf, other than offers made by Mizuho Securities with a view to the final placement of the securities as contemplated in this prospectus. Accordingly, no purchaser of the securities, other than Mizuho Securities, is authorized to make any further offer of the securities on behalf of us or Mizuho Securities.

### **Notice to Prospective Investors in the United Kingdom**

Our partnership may constitute a collective investment scheme as defined by section 235 of the Financial Services and Markets Act 2000 (FSMA) that is not a recognised collective investment scheme for the





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purposes of FSMA ( CIS ) and that has not been authorized or otherwise approved. As an unregulated scheme, it cannot be marketed in the United Kingdom to the general public, except in accordance with FSMA. This prospectus is only being distributed in the United Kingdom to, and is only directed at:

- (i) if our Partnership is a CIS and is marketed by a person who is an authorized person under FSMA, (a) investment professionals falling within Article 14(5) of the Financial Services and Markets Act 2000 (Promotion of Collective Investment Schemes) (Exemptions) Order 2001, as amended (the CIS Promotion Order ) or (b) high net worth companies and other persons falling within Article 22(2)(a) to (d) of the CIS Promotion Order; or
- (ii) otherwise, if marketed by a person who is not an authorized person under FSMA, (a) persons who fall within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the Financial Promotion Order ) or (b) Article 49(2)(a) to (d) of the Financial Promotion Order; and
- (iii) in both cases (i) and (ii) to any other person to whom it may otherwise lawfully be made, (all such persons together being referred to as relevant persons ).

Our partnership's common units are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such common units will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.

An invitation or inducement to engage in investment activity (within the meaning of Section 21 of FSMA) in connection with the issue or sale of any common units which are the subject of the offering contemplated by this prospectus will only be communicated or caused to be communicated in circumstances in which Section 21(1) of FSMA does not apply to our partnership.

**Notice to Prospective Investors in Switzerland**

This prospectus is being communicated in Switzerland to a small number of selected investors only. Each copy of this prospectus is addressed to a specifically named recipient and may not be copied, reproduced, distributed or passed on to third parties. Our common units are not being offered to the public in Switzerland, and neither this prospectus, nor any other offering materials relating to our common units may be distributed in connection with any such public offering. We have not been registered with the Swiss Financial Market Supervisory Authority FINMA as a foreign collective investment scheme pursuant to Article 120 of the Collective Investment Schemes Act of June 23, 2006 (CISA). Accordingly, our common units may not be offered to the public in or from Switzerland, and neither this prospectus, nor any other offering materials relating to our common units may be made available through a public offering in or from Switzerland. Our common units may only be offered and this prospectus may only be distributed in or from Switzerland by way of private placement exclusively to qualified investors (as this term is defined in the CISA and its implementing ordinance).

**Notice to Prospective Investors in Germany**

This document has not been prepared in accordance with the requirements for a securities or sales prospectus under the German Securities Prospectus Act (Wertpapierprospektgesetz), the German Capital Investment Act (Vermögensanlagengesetz), or the German Investment Act (Investmentgesetz). Neither the German Federal Financial Services Supervisory Authority (Bundesanstalt für Finanzdienstleistungsaufsicht BaFin) nor any other German authority has been notified of the intention to distribute our common units in Germany. Consequently, our common units may not be distributed in Germany by way of public offering, public advertisement or in any similar manner and this document and any other document relating to the offering, as well as information or statements contained therein, may not be supplied to the public in Germany or used in connection with any offer for subscription of our common units to the public in Germany or any other means of public marketing. Our common units are being offered and sold in Germany only to qualified investors which are

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referred to in Section 3, paragraph 2 no. 1, in connection with Section 2, no. 6, of the German Securities Prospectus Act, Section 2 no. 4 of the German Capital Investment Act, and in Section 2 paragraph 11 sentence 2 no.1 of the German Investment Act. This document is strictly for use of the person who has received it. It may not be forwarded to other persons or published in Germany.

The offering does not constitute an offer to sell or the solicitation of an offer to buy our common units in any circumstances in which such offer or solicitation is unlawful.

**Notice to Prospective Investors in the Netherlands**

Our common units may not be offered or sold, directly or indirectly, in the Netherlands, other than to qualified investors (gekwalificeerde beleggers) within the meaning of Article 1:1 of the Dutch Financial Supervision Act (Wet op het financieel toezicht).

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**LEGAL MATTERS**

Andrews Kurth LLP, Houston, Texas, will act as legal counsel to us. Vinson & Elkins LLP, Houston, Texas will act as legal counsel to Mizuho Securities.

**EXPERTS**

The consolidated financial statements of Cheniere Energy Partners, L.P. appearing in Cheniere Energy Partners, L.P.'s Annual Report (Form 10-K) for the year ended December 31, 2012 (including the schedule appearing therein) have been audited by Ernst & Young LLP, independent registered public accounting firm, as set forth in their report thereon included therein, and incorporated herein by reference. Such consolidated financial statements are incorporated herein by reference in reliance upon such report given on the authority of such firm as experts in accounting and auditing.

**INCORPORATION BY REFERENCE**

The SEC allows us to incorporate by reference information into this document. This means that we can disclose important information to you by referring you to another document filed separately with the SEC. The information incorporated by reference is considered to be part of this prospectus supplement. We incorporate by reference the documents listed below, other than any portions of the respective filings that were furnished (pursuant to Item 2.02 or Item 7.01 of current reports on Form 8-K or other applicable SEC rules) rather than filed:

our Annual Report on Form 10-K for the year ended December 31, 2012, as filed with the SEC on February 22, 2013, as amended by Amendment No. 1 to our Annual Report on Form 10-K, as filed with the SEC on March 1, 2013;

our Quarterly Report on Form 10-Q for the quarter ended March 31, 2013, as filed with the SEC on May 3, 2013, as amended by Amendment No. 1 to our Quarterly Report on Form 10-Q, as filed with the SEC on May 10, 2013;

our Current Reports on Form 8-K, as filed with the SEC on January 3, 2013, January 11, 2013, January 22, 2013, February 4, 2013, February 25, 2013, March 25, 2013, April 16, 2013, April 19, 2013 and May 29, 2013;

the description of our common units contained in our registration statement on Form 8-A filed with the SEC on March 15, 2007, including any amendments and reports filed for the purpose of updating such description; and

all documents filed by us under Section 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this prospectus supplement and until the termination of this offering (excluding any information furnished pursuant to Item 2.02 or Item 7.01 of any current report on Form 8-K).

You may obtain any of the documents incorporated by reference into this prospectus supplement from the SEC through the SEC's website at <http://www.sec.gov>. You may request a copy of any document incorporated by reference into this prospectus supplement (including exhibits to those documents specifically incorporated by reference into this document), at no cost, by visiting our website at <http://www.cheniereenergypartners.com>, or by writing or calling us at the following address:

Cheniere Energy Partners, L.P.

700 Milam Street, Suite 800

Houston, Texas 77002

(713) 375-5000

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Attn: Investor Relations

The information contained on our website is not part of this prospectus supplement.

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**PROSPECTUS**

**Cheniere Energy Partners, L.P.**

**\$3,000,000,000**

**COMMON UNITS**

**PARTNERSHIP SECURITIES**

**DEBT SECURITIES**

**WARRANTS**

**RIGHTS**

By this prospectus, we may from time to time offer and sell in one or more offerings any combination of the following securities:

common units;

other partnership securities;

debt securities, which may be secured or unsecured senior or subordinated debt securities.

warrants to purchase common units, other partnership securities, rights or debt securities; and/or

rights to purchase common units, other partnership securities, warrants or debt securities.

The aggregate initial offering price of all securities sold by us under this prospectus will not exceed \$3,000,000,000.

This prospectus provides a general description of the securities we may offer. Supplements to this prospectus will provide the specific terms of the securities that we actually offer, including the offering prices and the net proceeds that we expect to receive. You should carefully read this prospectus, any applicable prospectus supplement and any information under the headings "Where You Can Find More Information" and "Incorporation by Reference" before you invest in any of these securities. This prospectus may not be used to sell securities unless it is accompanied by a prospectus supplement that describes those securities.

We may sell these securities to or through underwriters or dealers, to other purchasers and/or through agents. Supplements to this prospectus will specify the names of any underwriters or agents.

Our common units are listed and traded on the NYSE MKT under the symbol CQP.

Limited partnerships are inherently different from corporations. Please read Risk Factors on page 1 of this prospectus before you make an investment in our securities.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is October 24, 2012.

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**About this Prospectus**

This prospectus is part of a registration statement that we filed with the Securities and Exchange Commission, or SEC, utilizing a shelf registration process. Under this shelf registration process, we may offer and sell any combination of the securities described in this prospectus in connection with one or more offerings from time to time, up to a total dollar amount of \$3,000,000,000.

This prospectus provides you with a general description of the securities we may offer. Each time we offer to sell securities, we will provide a prospectus supplement that will contain specific information about the terms of that offering and the securities offered by us in that offering. The prospectus supplement may also add, update or change information contained in this prospectus. If there is any inconsistency between the information in this prospectus and any prospectus supplement, you should rely on the information provided in the prospectus supplement. This prospectus does not contain all of the information included in the registration statement. The registration statement filed with the SEC includes exhibits that provide more details about the matters discussed in this prospectus. You should carefully read this prospectus, the related exhibits filed with the SEC and any prospectus supplement, together with the additional information described below under the headings Where You Can Find More Information and Incorporation by Reference.

**You should rely only on the information contained or incorporated by reference in this prospectus and in any accompanying prospectus supplement. We have not authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not making an offer of the securities covered by this prospectus in any state where the offer is not permitted. You should assume that the information appearing in this prospectus, any**

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**prospectus supplement and any other document incorporated by reference is accurate only as of the date on the front cover of those documents. Our business, financial condition, results of operations and prospects may have changed since those dates.**

**Under no circumstances should the delivery to you of this prospectus create any implication that the information contained in this prospectus is correct as of any time after the date of this prospectus.**

This prospectus may not be used to sell securities unless it is accompanied by a prospectus supplement that describes those securities.



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**Incorporation by Reference**

The SEC allows us to incorporate by reference information into this document. This means that we can disclose important information to you by referring you to another document filed separately with the SEC. The information incorporated by reference is considered to be part of this prospectus. We incorporate by reference the documents listed below, other than any portions of the respective filings that were furnished (pursuant to Item 2.02 or Item 7.01 of current reports on Form 8-K or other applicable SEC rules) rather than filed:

our Annual Report on Form 10-K for the year ended December 31, 2011, as filed with the SEC on February 24, 2012;

our Quarterly Report on Form 10-Q for the quarter ended March 31, 2012, as filed with the SEC on May 4, 2012;

our Quarterly Report on Form 10-Q for the quarter ended June 30, 2012, as filed with the SEC on August 3, 2012;

our Current Reports on Form 8-K, as filed with the SEC on January 20, 2012, January 26, 2012, January 30, 2012, February 27, 2012, March 7, 2012, April 17, 2012, April 20, 2012, May 7, 2012, May 15, 2012, June 12, 2012, July 12, 2012, July 20, 2012, August 3, 2012 (as amended August 7, 2012), August 6, 2012, August 9, 2012, September 11, 2012 and September 25, 2012; and

the description of our common units contained in our registration statement on Form 8-A filed with the SEC on March 15, 2007, including any amendments and reports filed for the purpose of updating such description.

All documents that we file pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, which we refer to as the Exchange Act, after the date of the initial registration statement and prior to effectiveness of the registration statement and after the date of this prospectus and until our offerings hereunder are completed will be deemed to be incorporated by reference into this prospectus and will be a part of this prospectus from the date of the filing of the document. Any statement contained in a document incorporated or deemed to be incorporated by reference in this prospectus will be deemed to be modified or superseded for purposes of this prospectus to the extent that a statement contained in this prospectus or in any other subsequently filed document that also is or is deemed to be incorporated by reference in this prospectus modifies or supersedes that statement. Any statement that is modified or superseded will not constitute a part of this prospectus, except as modified or superseded.

We will provide to each person, including any beneficial owner to whom a prospectus is delivered, a copy of these filings, other than an exhibit to these filings, unless we have specifically incorporated that exhibit by reference into the filing, upon written or oral request and at no cost. Requests should be made by writing or telephoning us at the following address:

Cheniere Energy Partners, L.P.

700 Milam Street, Suite 800

Houston, Texas 77002

(713) 375-5000

Attn: Investor Relations

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**Where You Can Find More Information**

We have filed a registration statement with the SEC under the Securities Act of 1933, as amended, which we refer to as the Securities Act, that registers the issuance and sale of the securities offered by this prospectus. The registration statement, including the attached exhibits, contains additional relevant information about us. The rules and regulations of the SEC allow us to omit some information included in the registration statement from this prospectus.

We file annual, quarterly, and other reports and other information with the SEC under the Exchange Act. You may read and copy any materials we file with the SEC at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the Public Reference Room. Our SEC filings are also available to the public through the SEC's website at <http://www.sec.gov>.

General information about us, including our annual reports on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K, as well as any amendments and exhibits to those reports, are available free of charge through our website at <http://www.cheniereenergypartners.com> as soon as reasonably practicable after we file them with, or furnish them to, the SEC. Information on our website is not incorporated into this prospectus or our other securities filings and is not a part of this prospectus.

**Cautionary Statement Regarding Forward-Looking Statements**

Some information contained in this prospectus, any prospectus supplement and in the documents we incorporate by reference herein and therein may contain certain statements (other than statements of historical fact) that constitute forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21