

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

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 1900
 (Street)

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

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

HOUSTON, TX 77002

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

(City) (State) (Zip)

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 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.

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)

Edgar Filing: Cheniere Energy Partners LP Holdings, LLC - Form 4

| 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. 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.