

Cheniere Energy Partners, L.P.

Form 3

June 13, 2012

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *
Â Cheniere Class B Units
Holdings, LLC

(Last) (First) (Middle)

700 MILAM STREET,Â SUITE
800

(Street)

HOUSTON,Â TXÂ 77002

(City) (State) (Zip)

2. Date of Event Requiring
Statement
(Month/Day/Year)
06/11/20123. Issuer Name **and** Ticker or Trading Symbol
Cheniere Energy Partners, L.P. [CQP]4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)5. If Amendment, Date Original
Filed(Month/Day/Year)6. Individual or Joint/Group
Filing(Check Applicable Line)
X Form filed by One Reporting
Person
____ Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**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.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)Date
ExercisableExpiration
Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

Amount or
Number of4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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				Shares		or Indirect (I) (Instr. 5)
Class B Units ⁽¹⁾	Â ⁽¹⁾	Â ⁽¹⁾	COMMON UNITS	0 ⁽¹⁾	\$ 15	D ⁽²⁾ Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cheniere Class B Units Holdings, LLC 700 MILAM STREET SUITE 800 HOUSTON, TX 77002	Â	Â X	Â	Â

Signatures

/s/ Cara E. Carlson,
Secretary

06/13/2012

 Signature of Reporting
Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 June 11, 2012, Cheniere Class B Units Holdings, LLC (CBUH), an indirect wholly-owned subsidiary of the Reporting Person, acquired 11,111,111 Class B Units from the Issuer for \$15.00 per unit. Under certain circumstances specified in the Second 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 an 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 Second Amended and Restated Agreement of Limited Partnership (attached as Exhibit 3.1 to Form 8 K filed by the Issuer on June 12, 2012).

(2) CEI directly owns 100% of Cheniere LNG, Inc., which owns 100% of Cheniere LNG Terminals, Inc., which owns 100% of Cheniere LNG Holdings, LLC, which owns 100% of CBUH. CEI has disclaimed beneficial ownership of the securities reported on this Form 3 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.