

Cheniere Energy Partners, L.P.
Form 4
June 04, 2014

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 *
Sin Ong Tiong

(Last) (First) (Middle)

C/O RRJ MANAGEMENT (HK)
LIMITED, 802-804 MAN YEE
BLDG 68 DES VOEUX ROAD

(Street)

CENTRAL, K3

(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)
06/03/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 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 Representing Limited Partnership Interests	06/03/2014		S ⁽¹⁾		9,000,000	D	\$ 32.47
					638,554	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

SEC 1474 (9-02)

displays a currently valid OMB control number.

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sin Ong Tiong C/O RRJ MANAGEMENT (HK) LIMITED 802-804 MAN YEE BLDG 68 DES VOEUX ROAD CENTRAL, K3		X		
Novolink Investments Ltd C/O RRJ MANAGEMENT (HK) LIMITED 802-804 MAN YEE BLDG 68 DES VOEUX ROAD CENTRAL, K3		X		
RRJ Capital Master Fund I, L.P. C/O RRJ MANAGEMENT (HK) LIMITED 802-804 MAN YEE BLDG 68 DES VOEUX ROAD CENTRAL, K3		X		
RRJ Capital Ltd C/O RRJ MANAGEMENT (HK) LIMITED 802-804 MAN YEE BLDG 68 DES VOEUX ROAD CENTRAL, K3		X		

Signatures

Novolink Investments Limited, By: /s/ Ong Tiong Sin, Director 06/03/2014
**Signature of Reporting Person Date

RRJ Capital, general partner of RRJ Master Fund I, L.P., By: /s/ Ong Tiong Sin, Director 06/03/2014

Edgar Filing: Cheniere Energy Partners, L.P. - Form 4

<u> </u> **Signature of Reporting Person	Date
RRJ Capital Ltd, By: /s/ Ong Tiong Sin, Director	06/03/2014
<u> </u> **Signature of Reporting Person	Date
Ong Tiong Sin, /s/ Ong Tiong Sin	06/03/2014
<u> </u> **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).
- On June 3, 2014, Mr. Ong Tiong Sin ("Mr. Ong"), through his indirect controlled subsidiary, Novolink Investments Limited (1) ("Novolink"), sold 9,000,000 common units of the Issuer on the open market at a price of \$32.47 per common unit for a total price of \$292,230,000.

- RRJ Capital Master Fund I, L.P. ("RRJ Master") is the sole shareholder of Novolink. RRJ Capital Ltd ("RRJ Capital") is the general partner of RRJ Master and Mr. Ong is the sole shareholder of RRJ Capital. As a result, RRJ Master, RRJ Capital and Mr. Ong may be deemed to have voting and dispositive power over the common units of the Issuer directly held by Novolink and may be deemed to (2) indirectly beneficially own the 638,554 common units. Each of Mr. Ong and RRJ Capital disclaim beneficial ownership of the securities reported on this Form 4 except to the extent of their pecuniary interest therein. The inclusion of the securities in this report shall not be deemed an admission of beneficial ownership of these securities for purposes of Section 13(d) of the Act or for any other purpose including the purposes of Section 16 of the Act.

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.