

Cheniere Energy Partners, L.P.
Form 8-K
September 20, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): September 20, 2012

CHENIERE ENERGY PARTNERS, L.P.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

1-33366
(Commission
File Number)

20-5913059
(I.R.S. Employer
Identification No.)

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700 Milam Street Suite 800

Houston, Texas
(Address of principal executive offices)

Registrant's telephone number, including area code: (713) 375-5000

77002
(Zip Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 7.01. Regulation FD Disclosure.

On September 20, 2012, Cheniere Energy Partners, L.P. (the Partnership) issued a press release announcing the pricing of its previously announced underwritten public offering of 8,000,000 common units representing limited partner interests of the Partnership at a price of \$25.07 per common unit. The Partnership has also granted the underwriters an option to purchase up to an aggregate of 1,200,000 additional common units from the Partnership to cover any over-allotments. The offering is expected to close on September 25, 2012. A copy of the press release announcing the upsizing and pricing of the offering is attached as Exhibit 99.1 to this report and is incorporated herein by reference.

The information presented herein under this Item 7.01 shall not be deemed filed under the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as may be expressly set forth by specific reference to this Item 7.01 in such a filing.

Item 9.01. Financial Statements and Exhibits.

d) Exhibits.

| Exhibit Number | Description |
|---------------------------|---|
| 99.1* | Press release dated September 20, 2012. |

* Furnished Herewith

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CHENIERE ENERGY PARTNERS, L.P.

By: CHENIERE ENERGY PARTNERS GP, LLC,
its general partner

Date: September 20, 2012

By: /s/ Meg A. Gentle
Name: Meg A. Gentle
Title: Senior Vice President and
Chief Financial Officer

EXHIBIT INDEX

| Exhibit Number | Description |
|---------------------------|---|
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* Furnished Herewith