Cheniere Energy Partners LP Holdings, LLC Form 4 December 19, 2016

December 19, 2	2010										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION							MMISSION	OMB APPROVAL			
		AILSS			D EXCII D.C. 20549		LCO		OMB Number:	3235-0287	
Check this b if no longer		лт ог (	CHANC	EC IN DI	<b>\\</b> \/\\T	EDCHID OF	Expires:	January 31, 2005			
subject to Section 16. Form 4 or	STATEME	STATEMENT OF CHANGES IN BENEFICIAL OWNERS SECURITIES							Estimated a burden hour response	verage	
Form 5 obligations may continue.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 19401(b).											
(Print or Type Res	sponses)										
1. Name and Add CHENIERE E	S	2. Issuer Name <b>and</b> Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer				
				Energy Pa LLC [C(	artners LP QH]	•		(Check	all applicable)	)	
				arliest Tran /Year) 6	saction		b	DirectorX 10% Owner Officer (give title Other (specify below)			
(Street) 4. If Ameno Filed(Month				h/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
HOUSTON, T	TX 77002						P	Form filed by Mo erson	ore than One Rep	porting	
(City)	(State) (Zij	p)	Table I	- Non-Der	vivative Seco	urities	Acqui	red, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deen Execution any (Month/D	n Date, if	3. Transactic Code (Instr. 8) Code V	4. Securitie on(A) or Disp (Instr. 3, 4 Amount	bosed c	of (D)	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)	
Common Shares representing LLC interests	12/16/2016			Р	925,000	A	<u>(1)</u>	186,525,000	D		

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.

 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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	Number	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	-				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						Ì
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
						Literensuore	2		of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>		Relationsh	nips			
	Director	10% Owner	Officer	Other		
CHENIERE ENERGY INC 700 MILAM ST. SUITE 1900 HOUSTON, TX 77002		Х				
Signatures						
	<b>C</b> 1	10			<b>F</b>	

/s/ Sean N. Markowitz, General Counsel and Corporate Secretary of Cheniere Energy, Inc.

\*\*Signature of Reporting Person

## **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).

Pursuant to Share Purchase and Exchange Agreements, dated as of December 16, 2016, by and between the Reporting Person and certain funds associated with Carlson Capital LP, the Reporting Person purchased an aggregate of 925,000 shares of the Issuer's Common Shares

(1) India associated with Carison Capital EF, the Reporting Ferson parenased an aggregate of 925,000 shares of the Issuer's Common Shares of the Reporting Person ("CEI Shares") in exchange for 481,463 shares of common stock, par value \$0.003 per share, of the Reporting Person ("CEI Shares"), representing an exchange ratio of 1 CQH Share for 0.5205 CEI Shares.

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.

12/19/2016

Date