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

Form S-1

**REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933**

CHENIERE ENERGY PARTNERS, L.P.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

2813
(Primary Standard Industrial
Classification Code Number)

20-5913059
(I.R.S. Employer
Identification Number)

**717 Texas Avenue, Suite 3100
Houston, Texas 77002
(713) 659-1361**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Don A. Turkleson
Chief Financial Officer
717 Texas Avenue, Suite 3100
Houston, Texas 77002
(713) 659-1361**

(Name, address, including zip code, and telephone number including area code, of agent for service)

Copies to:

**Geoffrey K. Walker
Andrews Kurth LLP
600 Travis, Suite 4200
Houston, Texas 77002
(713) 220-4200**

**Joshua Davidson
Sean T. Wheeler
Baker Botts L.L.P.
One Shell Plaza
910 Louisiana Street
Houston, Texas 77002
(713) 229-1234**

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-139572

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Proposed Maximum Aggregate Offering Price ⁽¹⁾⁽²⁾⁽³⁾	Amount of Registration Fee ⁽³⁾
Common Units representing limited partner interests	\$326,025,000	\$742

- (1) Includes common units issuable upon exercise of the underwriters' over-allotment option.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(o) under the Securities Act of 1933.
- (3) Based on the initial public offering price of \$21.00 per common unit. The registrant previously paid registration fees of \$32,301 under a registration statement on Form S-1, as amended (File No. 333-139572), with respect to common units having a proposed maximum aggregate offering price of \$301,875,000. The maximum aggregate offering price of the additional securities registered hereby is \$24,150,000, and the registration fee payable in respect thereof is \$742. Such amount will be paid promptly in accordance with the rules of the Securities and Exchange Commission.

The Registration Statement shall become effective upon filing with the Securities and Exchange Commission, in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

EXPLANATORY NOTE

This registration statement relates to the registrant's Registration Statement on Form S-1 (Registration No. 333-139572) filed with the Securities and Exchange Commission (the "Commission") on December 21, 2006, as amended, which covers up to 14,375,000 Common Units representing limited partner interests in the registrant and was declared effective by the Commission on March 20, 2007 (as amended, the "Prior Registration Statement"). This registration statement is being filed pursuant to Rule 462(b) and General Instruction V of Form S-1, both as promulgated under the Securities Act of 1933, as amended, to cover up to an additional 1,150,000 Common Units. The contents of the Prior Registration Statement are incorporated by reference into, and shall be deemed part of, this registration statement.

PART II INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibit and Financial Statement Schedules

All exhibits filed with or incorporated by reference into the Prior Registration Statement are incorporated by reference into, and shall be deemed to be a part of, this registration statement. In addition, the following exhibits are filed herewith:

(a) The following documents are filed as exhibits to this registration statement.

<u>Exhibit No.</u>	<u>Description</u>
5.1	Opinion of Andrews Kurth LLP as to the legality of the securities being registered.
8.1	Opinion of Andrews Kurth LLP relating to tax matters.
23.1	Consent of UHY LLP.
23.2	Consents of Andrews Kurth LLP (included in Exhibit 5.1 and Exhibit 8.1).
23.3	Consent of Stone & Webster Management Consultants, Inc.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on March 20, 2007.

CHENIERE ENERGY PARTNERS, L.P.

By: Cheniere Energy Partners GP, LLC,
its general partner

By: /s/ STANLEY C. HORTON

Name: Stanley C. Horton
Title: President and Chief Operating Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons on behalf of the general partner of the Registrant in the capacities and on the dates indicated.

Signature	Title	Date
* _____ Charif Souki	Director, Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	March 20, 2007
/s/ STANLEY C. HORTON _____ Stanley C. Horton	Director, President and Chief Operating Officer	March 20, 2007
* _____ Don A. Turkleson	Director, Senior Vice President and Chief Financial Officer (Principal Financial Officer)	March 20, 2007
* _____ Craig K. Townsend	Vice President and Chief Accounting Officer (Principal Accounting Officer)	March 20, 2007
* _____ Meg Gentle	Director	March 20, 2007
* _____ Walter Williams	Director	March 20, 2007

*By: /s/ STANLEY C. HORTON
Stanley C. Horton
Attorney-in-Fact

EXHIBIT INDEX

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[Andrews Kurth LLP Letterhead]

March 20, 2007

Cheniere Energy Partners L.P.
717 Texas Avenue, Suite 3100
Houston, Texas 77002

Gentlemen:

We have acted as special counsel to Cheniere Energy Partners L.P., a Delaware limited partnership (the "Partnership"), and Cheniere LNG Holdings, LLC, a Delaware limited liability company (the "Selling Unitholder"), in connection with the registration under the Securities Act of 1933, as amended (the "Securities Act"), of the offering and sale of up to an aggregate of 1,150,000 common units representing limited partner interests in the Partnership (the "Common Units") by the Partnership and the Selling Unitholders.

As the basis for the opinion hereinafter expressed, we have examined such statutes, including the Delaware Revised Uniform Limited Partnership Act (the "Delaware Act"), regulations, corporate records and documents, certificates of corporate and public officials, and other instruments and documents as we have deemed necessary or advisable for the purposes of this opinion. In making our examination, we have assumed that all signatures on documents examined by us are genuine, the authenticity of all documents submitted to us as originals and the conformity with the original documents of all documents submitted to us as certified, conformed or photostatic copies.

Based on the foregoing and on such legal considerations as we deem relevant, we are of the opinion that the Common Units, when issued and delivered on behalf of the Partnership against payment therefore as described in the Partnership's Registration Statement on Form S-1 (Commission File No. 333-139572), as amended at the effective date thereof and together with the registration statement filed with respect to such registration statement under Rule 462(b) under the Securities Act relating to the Common Units (collectively, the "Registration Statement"), will be duly authorized, validly issued, fully paid and non-assessable.

We express no opinion other than as to the federal laws of the United States of America and the Delaware Act.

We hereby consent to the reference to us under the heading "Validity of the Common Units" in the prospectus forming a part of the Registration Statement and to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we are included in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Securities and Exchange Commission issued thereunder.

Very truly yours,

/s/ Andrews Kurth LLP

[Andrews Kurth LLP Letterhead]

March 20, 2007

Cheniere Energy Partners, L.P.
717 Texas Avenue, Suite 3100
Houston, Texas 77002

RE: REGISTRATION STATEMENT ON FORM S-1

Ladies and Gentlemen:

We have acted as special counsel for Cheniere Energy Partners, L.P. (the "Partnership"), a Delaware limited partnership, with respect to certain legal matters in connection with the offer and sale (the "Offering") of common units representing limited partner interests in the Partnership ("Common Units"). We have also participated in the preparation of a Registration Statement on Form S-1 and the amendments thereto (No. 333-139572) (such registration statement, as amended at the effective date thereof and together with the registration statement filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, being collectively referred to herein as the "Registration Statement") to which this opinion is an exhibit. In connection therewith, we have participated in the preparation of the discussion set forth under the caption "Material Tax Consequences" (the "Discussion") in the Registration Statement.

The Discussion, subject to the qualifications and assumptions stated in the Discussion and the limitations and qualifications set forth herein, constitutes our opinion as to the material United States federal income tax consequences for purchasers of the Common Units pursuant to the Offering.

This opinion letter is limited to the matters set forth herein, and no opinions are intended to be implied or may be inferred beyond those expressly stated herein. We assume no obligation to update or supplement this opinion or any matter related to this opinion to reflect any change of fact, circumstances, or law after the effective date of the Registration Statement. In addition, our opinion is based on the assumption that the matter will be properly presented to the applicable court.

Furthermore, our opinion is not binding on the Internal Revenue Service or a court. In addition, we must note that our opinion represents merely our best legal judgment on the matters presented and that others may disagree with our conclusion. There can be no assurance that the Internal Revenue Service will not take a contrary position or that a court would agree with our opinion if litigated.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the references to our firm and this opinion contained in the Discussion. In giving this consent, we do not admit that we are “experts” under the Securities Act of 1933, as amended, or under the rules and regulations of the Securities and Exchange Commission relating thereto, with respect to any part of the Registration Statement.

Very truly yours,

/s/ Andrews Kurth LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-1 filed pursuant to Rule 462 (b) of (i) our report dated February 9, 2007, relating to the combined financial statements of the Combined Predecessor Entities (ii) our report dated February 9, 2007, relating to the consolidated balance sheet of Cheniere Energy Partners, L.P., and (iii) our report dated February 9, 2007, relating to the balance sheet of Cheniere Energy Partners GP, LLC, included in the Prospectus, which is part of the Registration Statement on Form S-1 (Registration No. 333-139572), as amended, declared effective on March 20, 2007.

We also consent to the reference to us under the heading "Experts" in such Prospectus.

UHY LLP

Houston, Texas
March 20, 2007

CONSENT OF INDEPENDENT ENGINEER

We hereby consent to the incorporation by reference in this Registration Statement on Form S-1 filed pursuant to Rule 462(b) of our Independent Technical Review Report dated February 5, 2007 relating to the Sabine Pass LNG terminal, included in the Registration Statement on Form S-1 (Registration No. 333-139572), as amended, declared effective on March 20, 2007. We also consent to our name in the form and context in which they appear in such Registration Statement.

/s/ Susan Garven

Susan Garven, Vice President
Stone & Webster Management Consultants, Inc.
Houston, Texas
March 20, 2007