
**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): April 16, 2007

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.)

**717 Texas Avenue
Suite 3100
Houston, Texas**
(Address of principal executive offices)

77002
(Zip Code)

Registrant's telephone number, including area code: (713) 659-1361

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 13e-4(c) 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 April 19, 2007, Cheniere Energy Partners, L.P. (the "Partnership") issued a press release announcing that the underwriters of the Partnership's initial public offering exercised their over-allotment option on April 16, 2007 for 2,025,000 common units, which resulted in net proceeds of approximately \$39,400,000 to the selling unitholder, Cheniere LNG Holdings, LLC, a wholly-owned subsidiary of Cheniere Energy, Inc. The press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein in its entirety.

The information furnished in this Item 7.01, including the attached Exhibit 99.1, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 8.01 Other Events.

On April 19, 2007, Cheniere Energy Partners, L.P. declared a cash distribution per common unit of \$0.028 payable on May 15, 2007 to unitholders of record as of May 1, 2007. The press release is attached hereto as Exhibit 99.2 to this Current Report on Form 8-K and is incorporated herein in its entirety.

Item 9.01 Financial Statements and Exhibits.

d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release, dated April 19, 2007.
99.2	Press Release, dated April 19, 2007.

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: April 19, 2007

By: /s/ Craig K. Townsend
Name: Craig K. Townsend
Title: Vice President and Chief Accounting Officer

EXHIBIT INDEX

Exhibit Number	Description
99.1	Press Release, dated April 19, 2007.
99.2	Press Release, dated April 19, 2007.

**CHENIERE ENERGY, INC. & CHENIERE ENERGY PARTNERS, L.P. JOINT
NEWS RELEASE**

CONTACTS:
Cheniere Energy, Inc.
Cheniere Energy Partners, L.P.
Christina Cavarretta
Manager Investor Relations
713-265-0208

Cheniere Announces Exercise of Over-Allotment Option on Cheniere Energy
Partners, L.P. Initial Public Offering

Houston, Texas – April 19, 2007— Cheniere Energy, Inc. (AMEX: LNG) and Cheniere Energy Partners, L.P. (AMEX: CQP) announced today that the underwriters of the Cheniere Energy Partners, L.P. initial public offering have exercised their over-allotment option for 2,025,000 common units, which resulted in net proceeds of approximately \$39,400,000 to the selling unitholder, Cheniere LNG Holdings, LLC, a wholly-owned subsidiary of Cheniere Energy, Inc.

On March 26, 2007, Cheniere Energy Partners, L.P. and Cheniere LNG Holdings, LLC sold 13,500,000 common units at \$21.00 per unit. Citi, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Credit Suisse Securities (USA) LLC acted as joint book-running managers and representatives of the underwriters. In addition, RBC Capital Markets Corporation, Sanders Morris Harris Inc., Stifel, Nicolaus & Company, Incorporated, Howard Weil Incorporated, Pritchard Capital Partners LLC and FIG Partners, LLC Energy Capital Group acted as co-managers for the offering.

This announcement does not constitute an offer to sell, or the solicitation of an offer to buy any security and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale would be unlawful.

Cheniere Energy, Inc. is developing a network of three LNG receiving terminals and related natural gas pipelines along the Gulf Coast of the United States. The three terminals will have an aggregate send-out capacity of 9.9 billion cubic feet per day. Cheniere is pursuing related LNG business opportunities both upstream and downstream of the terminals. Cheniere is also the founder and holds a 30% limited partner interest in a fourth LNG receiving terminal. Additional information about Cheniere Energy, Inc. may be found on its website www.cheniere.com.

Cheniere Energy Partners, L.P. owns 100 percent of the Sabine Pass LNG receiving terminal currently being constructed in western Cameron Parish, Louisiana on the Sabine Pass Channel. Additional information about Cheniere Energy Partners, L.P. may be found on its website www.cheniereenergypartners.com.

This press release contains certain statements that may include “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. All statements, other than statements of historical facts, included herein are “forward-looking statements.” Included among “forward-looking statements” are, among other things, (i) statements regarding the Cheniere entities’ business strategy, plans and objectives and (ii) statements expressing beliefs and expectations regarding the development of the Cheniere entities’ LNG receiving terminal business. Although the Cheniere entities believe that the expectations reflected in these forward-looking statements are reasonable, they do involve assumptions, risks and uncertainties, and these expectations may prove to be incorrect. The Cheniere entities’ actual results could differ materially from those anticipated in these forward-looking statements as a result of a variety of factors, including those discussed in Cheniere entities’ periodic reports that are filed with and available from the Securities and Exchange Commission. You should not place undue reliance on these forward-looking statements, which speak only as of the date of this press release. Other than as required under the securities laws, the Cheniere entities do not assume a duty to update these forward-looking statements.

CHENIERE ENERGY PARTNERS L.P. NEWS RELEASE

CONTACTS:
Cheniere Energy, Inc.
Christina Cavarretta
Manager Investor Relations
713-265-0208

Cheniere Energy Partners Declares Initial Prorated Quarterly
Distribution of \$0.028

Houston, Texas – April 19, 2007 – Cheniere Energy Partners, L.P. (AMEX: CQP) today declared a cash distribution per common unit of \$0.028 (\$1.70 annualized) payable on May 15, 2007, to unitholders of record as of May 1, 2007.

The distribution reflects the pro rata share of the partnership's minimum quarterly distribution of \$ 0.425 cents and covers the time period from the closing of the partnership's initial public offering on March 26, 2007, through March 31, 2007.

Cheniere Energy Partners, L.P. owns 100 percent of the Sabine Pass LNG receiving terminal currently being constructed by Cheniere in western Cameron Parish, Louisiana on the Sabine Pass Channel. Additional information about Cheniere Energy Partners L.P. may be found on its website: www.cheniereenergypartners.com.

US Income Tax Withholding on MLP Distributions Received by Non-US Unit Holders

Publicly traded partnerships that earn net income in a calendar year that is effectively connected with the conduct of a US trade or business are generally required to withhold US income tax from distributions paid to foreign persons. The portion of our quarterly cash distributions that are paid by CQP to foreign persons will generally be subject to US withholding tax. Nominees receiving quarterly cash distributions from us that are otherwise subject to US income tax withholding which are to be paid directly to (or for the account of) any foreign person directly by such nominees, are treated as the tax withholding agent with respect to our quarterly cash distributions and the obligation to withhold tax from such distributions will be imposed solely on such nominees.

We have determined that the minimum quarterly cash distributions received by foreign persons in 2007 are exempt from US income tax withholding under applicable Internal Revenue service guidelines. Nominees receiving quarterly cash distributions from us on behalf of foreign persons in 2007 may rely on this determination in meeting their withholding tax obligations for the 2007 calendar year. We will provide similar guidance to nominees on an annual basis as required under the applicable Internal Revenue Service guidelines.

This press release contains certain statements that may include "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. All statements, other than statements of historical facts, included herein are "forward-looking statements." Included among "forward-looking statements" are, among other things, (i) statements regarding Cheniere's business strategy, plans and objectives and (ii) statements expressing beliefs and expectations regarding the development of Cheniere's LNG receiving terminal business. Although Cheniere believes that the expectations reflected in these forward-looking statements are reasonable, they do involve assumptions, risks and uncertainties, and these expectations may prove to be incorrect. Cheniere's actual results could differ materially from those anticipated in these forward-looking statements as a result of a variety of factors, including those discussed in Cheniere's periodic reports that are filed with and available from the Securities and Exchange Commission. You should not place undue reliance on these forward-looking statements, which speak only as of the date of this press release. Other than as required under the securities laws, Cheniere does not assume a duty to update these forward-looking statements.