
**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 13, 2021

CHENIERE ENERGY PARTNERS, L.P.

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

Delaware
(State or other jurisdiction
of incorporation)

001-33366
(Commission
File Number)

20-5913059
(IRS Employer
Identification No.)

700 Milam Street, Suite 1900
Houston, Texas 77002
(Address of principal executive offices) (Zip Code)

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

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Units Representing Limited Partner Interests	CQP	NYSE American

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Securities Act.

Item 7.01 Regulation FD Disclosure.

On September 13, 2021, Cheniere Energy Partners, L.P. (the “Partnership”) issued a press release announcing that it intends to offer, subject to market and other conditions, Senior Notes due 2032 (the “2032 Notes”). A copy of the press release is attached as Exhibit 99.1 to this report and incorporated herein by reference.

On September 13, 2021, the Partnership issued a press release announcing that it had commenced a cash tender offer and consent solicitation (the “Tender Offer”) on the terms and subject to the conditions set forth in the Partnership’s Offer to Purchase and Consent Solicitation Statement, dated September 13, 2021, for any and all of the \$1.1 billion in aggregate principal amount of its outstanding 5.625% Senior Notes due 2026 (the “2026 CQP Notes”). On September 13, 2021, the Partnership also issued a conditional notice of redemption for any and all of the 2026 CQP Notes less any amounts tendered in connection with the Tender Offer. The 2026 CQP Notes will be redeemed in accordance with the indenture governing the 2026 CQP Notes, which provides for a redemption price equal to 102.813% plus accrued and unpaid interest thereon to the redemption date. The foregoing does not constitute a notice of redemption with respect to the 2026 CQP Notes. A copy of the press release is attached as Exhibit 99.2 to this report and incorporated herein by reference.

Sabine Pass Liquefaction, LLC (“SPL”), a wholly owned subsidiary of the Partnership, intends to issue a notice of partial redemption (the “SPL Notice of Redemption”) with respect to its 6.250% senior secured notes due 2022 (the “2022 SPL Notes”) at a redemption price equal to the greater of (i) 100.0% of the principal amount of the 2022 SPL Notes and (ii) the sum of the present values of the remaining scheduled payments of principal and interest on the 2022 SPL Notes from the redemption date to December 15, 2021 (not including any portion of such payments of interest accrued as of the redemption date), discounted back to the redemption date on a semi-annual basis at the treasury rate plus 50 basis points; plus, in each case, accrued and unpaid interest on the 2022 SPL Notes, if any, to the redemption date (the “Redemption Price”) pursuant to the Indenture, dated as of February 1, 2013, as supplemented by the Third Supplemental Indenture, dated as of November 25, 2013, among SPL, the guarantors party thereto and The Bank of New York Mellon, as Trustee. Pursuant to the SPL Notice of Redemption, SPL intends to give holders of the 2022 SPL Notes notice that it will redeem \$318 million aggregate principal amount of the outstanding 2022 SPL Notes on October 13, 2021 at the Redemption Price. Following the redemption, \$682 million in aggregate principal amount of the 2022 SPL Notes will remain outstanding. During the fourth quarter of 2021, SPL intends to redeem the remaining \$682 million of the outstanding 2022 SPL Notes. The redemption of the remaining 2022 SPL Notes is expected to be funded via a combination of \$482 million of proceeds from the issuance of a series of private placement senior secured notes (the “Private Placement Notes”) to be issued pursuant to note purchase agreements and a \$200 million draw on the Partnership’s credit facility.

This Current Report on Form 8-K does not constitute an offer to sell, or a solicitation of an offer to buy, the 2032 Notes, it does not constitute an offer to purchase, or a solicitation of an offer to sell, the 2026 CQP Notes or 2022 SPL Notes and it shall not constitute an offer, solicitation or sale in any jurisdiction in which such offering would be unlawful.

Forward Looking Statements

This current report contains certain statements that may include “forward-looking statements” within the meanings 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, statements regarding the Partnership’s and SPL’s financing strategy, including the redemption of the 2026 CQP Notes or 2022 SPL Notes, the issuance of the Private Placement Notes, and the draw on the Partnership’s credit facility. Although the Partnership 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. The Partnership’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 the Partnership’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, the Partnership does not assume a duty to update these forward-looking statements.

The information contained in this Item 7.01 of this Current Report on Form 8-K is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that Section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
99.1*	<u>Press Release, dated September 13, 2021, entitled “Cheniere Partners Announces Offering of \$1.2 Billion Senior Notes due 2032.”</u>
99.2*	<u>Press Release, dated September 13, 2021, entitled “Cheniere Partners Announces Cash Tender Offer and Consent Solicitation.”</u>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

* 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

Dated: September 13, 2021

By: /s/ Zach Davis
Name: Zach Davis
Title: Senior Vice President and Chief Financial Officer

CHENIERE ENERGY PARTNERS, L.P. NEWS RELEASE

Cheniere Partners Announces Offering of \$1.2 Billion Senior Notes due 2032

Houston, Texas – September 13, 2021 – Cheniere Energy Partners, L.P. (“Cheniere Partners”) (NYSE American: CQP) announced today that it intends to offer, subject to market and other conditions, \$1.2 billion principal amount of Senior Notes due 2032 (the “CQP 2032 Notes”).

Cheniere Partners intends to use the proceeds from the offering (after deducting the initial purchasers’ discounts, estimated fees and expenses), together with cash on hand, to refinance all of Cheniere Partners’ outstanding senior notes due 2026 (the “CQP 2026 Notes”) and a portion of Sabine Pass Liquefaction, LLC’s senior notes due 2022 (the “SPL 2022 Notes”) and to pay fees and expenses in connection with the refinancing. This press release does not constitute an offer to purchase or a solicitation of an offer to sell the CQP 2026 Notes or SPL 2022 Notes. The CQP 2032 Notes will rank pari passu in right of payment with the existing senior notes at CQP, including the CQP 2026 Notes, the senior notes due 2029 and the senior notes due 2031.

The offer of the CQP 2032 Notes has not been registered under the Securities Act of 1933, as amended (the “Securities Act”), and the CQP 2032 Notes may not be offered or sold in the United States absent registration under the Securities Act or an applicable exemption from the registration requirements of the Securities Act. This press release shall not constitute an offer to sell or a solicitation of an offer to buy, nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale of these securities would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

Forward-Looking Statements

This press release contains certain statements that may include “forward-looking statements.” All statements, other than statements of historical or present facts or conditions, included herein are “forward-looking statements.” Included among “forward-looking statements” are, among other things, statements regarding Cheniere Partners’ business strategy, plans and objectives, including the use of proceeds from the offering. Although Cheniere Partners 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 Partners’ 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 Partners’ 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 Partners does not assume a duty to update these forward-looking statements.

Cheniere Partners Contacts

Investors

Randy Bhatia 713-375-5479

Media Relations

Eben Burnham-Snyder 713-375-5764

Jenna Palfrey 713-375-5491

CHENIERE ENERGY PARTNERS, L.P. NEWS RELEASE

Cheniere Partners Announces Cash Tender Offer and Consent Solicitation

Houston, Texas – September 13, 2021 – Cheniere Energy Partners, L.P. (“Cheniere Partners”) (NYSE American: CQP) announced today that it has commenced a cash tender offer to purchase any and all of the \$1.1 billion aggregate principal amount of its outstanding 5.625% Notes due 2026 (the “Notes”) on the terms set forth in the table below.

<u>Series of Notes</u>	<u>CUSIP Numbers</u>	<u>Aggregate Principal Amount Outstanding</u>	<u>Tender Consideration(1)</u>	<u>Early Tender Premium(2)</u>	<u>Total Consideration(1)(2)</u>
5.625% Notes due 2026	16411Q AD3 U16353 AB7	\$1,100,000,000	\$ 980.00	\$ 50.00	\$ 1,030.00

- (1) Per \$1,000 principal amount of Notes validly tendered (and not validly withdrawn) and accepted for purchase by Cheniere Partners. Excludes accrued and unpaid interest, which will be paid on Notes accepted for purchase by Cheniere Partners as described below.
- (2) Includes the \$50 early tender premium for Notes validly tendered at or prior to the Early Tender Deadline (as defined below) (and not validly withdrawn) and accepted for purchase by Cheniere Partners.

In connection with the tender offer, Cheniere Partners is soliciting consents from holders of the Notes to amend certain provisions of the indenture governing the Notes (the “Proposed Amendment”). The Proposed Amendment would amend the indenture with respect to the Notes to reduce the minimum notice period to optionally redeem the Notes.

Cheniere Partners will not be obligated to accept for purchase any Notes pursuant to the tender offer unless certain conditions are satisfied or waived by Cheniere Partners, including (1) entry by Cheniere Partners at or prior to the Expiration Date (as defined below) (or Early Tender Deadline, if Cheniere Partners elects to have an early settlement) into a definitive contract providing for the receipt by Cheniere Partners, on terms satisfactory to it in its sole discretion subject to applicable law, of a minimum of \$1,200,000,000 in gross proceeds from one or more debt financings and (2) the receipt by Cheniere Partners at or prior to the final settlement date (or early settlement date, if Cheniere Partners elects to have an early settlement) of a minimum of \$1,200,000,000 in gross proceeds from one or more debt financings upon fulfillment of customary conditions. The tender offer is not conditioned on any minimum amount of Notes being tendered or receipt of requisite consents to adopt the proposed amendments. Subject to applicable law, Cheniere Partners may amend, extend or terminate the tender offer in its sole discretion.

The tender offer and consent solicitation is being made solely pursuant to the terms and conditions set forth in an Offer to Purchase and Consent Solicitation Statement, dated September 13, 2021. Holders of the Notes are urged to carefully read the Offer to Purchase and Consent Solicitation Statement before making any decision with respect to the tender offer and consent solicitation.

The tender offer and consent solicitation will expire at 12:01 a.m., New York City time, on October 12, 2021, unless extended, earlier expired or terminated by Cheniere Partners (such time and date, as the same may be extended, earlier expired or terminated by Cheniere Partners in its sole discretion, subject to applicable law, the “Expiration Date”). Tendered Notes may be withdrawn and consents delivered may be revoked at or prior to 5:00 p.m., New York City time, on September 24, 2021 by following the procedures in the Offer to Purchase and Consent Solicitation Statement, but may not thereafter be validly withdrawn and validly revoked, except as provided for in the Offer to Purchase and Consent Solicitation Statement or required by applicable law.

Holders of Notes must validly tender and not validly withdraw their Notes and validly deliver and not validly revoke their consents at or prior to 5:00 p.m., New York City time, on September 24, 2021 (such time and date, as the same may be extended by Cheniere Partners in its sole discretion, subject to applicable law, the “Early Tender Deadline”) in order to be eligible to receive the total consideration, which includes the early tender premium for the Notes of \$50.00 per \$1,000 principal amount of Notes tendered. Holders who validly tender their Notes and deliver their consents after the Early Tender Deadline and at or prior to the Expiration Date will be eligible to receive only the tender consideration, as set forth in the table above. Accrued and unpaid interest will be paid on all Notes validly tendered and accepted for purchase from the last interest payment date up to, but not including, the applicable settlement date.

Cheniere Partners reserves the right, but is under no obligation, at any time after the Early Tender Deadline and before the Expiration Date, to accept for purchase Notes that have been validly tendered and not validly withdrawn at or prior to the Early Tender Deadline on the early settlement date. Cheniere Partners currently expects the early settlement date, if any, to occur on September 27, 2021. If Cheniere Partners chooses to exercise its option to have an early settlement date, Cheniere Partners will purchase any remaining Notes that have been validly tendered and not validly withdrawn after the Early Tender Deadline and at or prior to the Expiration Date, subject to all conditions to the tender offer having been satisfied or waived by Cheniere Partners, on a date following the Expiration Date. The final settlement date is expected to occur promptly following the Expiration Date, and is currently expected to occur on October 13, 2021, unless extended by Cheniere Partners. If Cheniere Partners chooses not to exercise its option to have an early settlement date, Cheniere Partners will purchase all Notes that have been validly tendered and not validly withdrawn at or prior to the Expiration Date, subject to all conditions to the tender offer having been satisfied or waived by Cheniere Partners, on the final settlement date. Tenders of Notes and delivery of consents submitted after the Expiration Date will not be valid.

On the day hereof and subsequent to the commencement of the tender offer and consent solicitation, we intend to issue a notice of redemption for all or a portion of the Notes that remain outstanding following the consummation or termination of the tender offer pursuant to the existing notice period provisions of the Indenture (the “original notice of redemption”), which will be conditioned upon the receipt of the net proceeds from the Debt Financing and the lack of receipt of the requisite consents on or prior to the Early Tender Deadline. Any such redemption would be made in accordance with the terms of the Base Indenture, as supplemented by the Second Supplemental Indenture, pursuant to which the Notes were issued, and as amended by the Fourth Supplemental Indenture, which provides for a redemption price equal to 102.813% plus accrued and unpaid interest thereon to the redemption date. In addition, assuming the execution and delivery of the Supplemental Indenture, we currently intend, in accordance with the terms and conditions of the Indenture, as may be amended as a result of the Proposed Amendment (which would shorten the minimum notice requirement for optional redemptions), to mail a second notice of redemption to the holders of any outstanding Notes on the Early Settlement Date, if any, that will supersede the original notice of redemption, although we have no legal obligation to do so and the selection of any particular redemption date is in our discretion. Neither this statement of intent nor similar statements of such intent included elsewhere in this press release shall constitute a notice of redemption under the Indenture. Any such notice, if made, will only be made in accordance with the provisions of the Indenture.

Cheniere Partners has retained RBC Capital Markets, LLC to act as the dealer manager and solicitation agent and Ipreo LLC to act as the tender and information agent for the tender offer and consent solicitation. For additional information regarding the terms of the tender offer and consent solicitation, please contact RBC Capital Markets, LLC collect at (212) 618-7843 or toll-free at (877) 381-2099. Requests for copies of the Offer to Purchase and Consent Solicitation Statement and questions regarding the tendering of notes and delivery of consents may be directed to Ipreo LLC at (212) 849-3880 (for banks and brokers) or (888) 593-9546 (all others, toll-free) or email ipreo-tenderoffer@ihsmarkit.com.

This press release is for informational purposes only and does not constitute an offer to purchase securities or a solicitation of an offer to sell any securities or an offer to sell or the solicitation of an offer to purchase any securities nor does it constitute an offer or solicitation in any jurisdiction in which such offer or solicitation is unlawful.

None of Cheniere Partners, the tender and information agent, the dealer manager and solicitation agent or the trustee (nor any of their respective directors, officers, employees or affiliates) makes any recommendation as to whether holders should tender their Notes pursuant to the tender offer and deliver any related consents, and no one has been authorized by any of them to make such a recommendation. Holders must make their own decisions as to whether to tender their Notes, and, if so, the principal amount of Notes to tender.

Forward-Looking Statements

This press release contains certain statements that may include “forward-looking statements.” All statements, other than statements of historical or present facts or conditions, included herein are “forward-looking statements.” Included among “forward-looking statements” are, among other things, statements regarding Cheniere Partners’ business strategy, plans and objectives, including statements regarding the intended conduct, timing and terms of the tender offer and consent solicitation, related financing plans and any future actions by Cheniere Partners in respect of the Notes. Although Cheniere Partners 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 Partners’ 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 Partners’ 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 Partners does not assume a duty to update these forward-looking statements.

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