
**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): November 24, 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 1.01. Entry into a Material Definitive Agreement.

On November 24, 2021, Sabine Pass Liquefaction, LLC, an indirect wholly owned subsidiary of Cheniere Energy Partners, L.P., and Cheniere Marketing International LLP, an indirect wholly owned subsidiary of Cheniere Energy, Inc., entered into a letter agreement for the sale of (i) up to 51 cargoes scheduled to be delivered in 2023, (ii) up to 65 cargoes scheduled to be delivered in 2024, and (iii) up to 59 cargoes scheduled for delivery in 2025, in each case at a price equal to 115% of Henry Hub plus \$1.97 per MMBtu.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

**Exhibit
Number**

Description

10.1* [Letter Agreement, dated November 24, 2021, regarding the Amended and Restated LNG Sale and Purchase Agreement \(FOB\), dated August 5, 2014, between Sabine Pass Liquefaction, LLC and Cheniere Marketing International LLP \(as assignee of Cheniere Marketing, LLC\).](#)

104 Cover Page Interactive Data File (embedded within the Inline XBRL document).

* Filed 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: November 26, 2021

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

Sabine Pass Liquefaction, LLC

November 24, 2021

Cheniere Marketing International LLP
3rd Floor, The Zig Zag Building
70 Victoria Street
London SW1E 6SQ, United Kingdom
Attn: Commercial Operations

Re: Letter Agreement regarding the Base SPA ("**Letter Agreement**")

Dear Sir or Madam:

The Parties have entered into that certain Amended and Restated LNG Sale and Purchase Agreement (FOB) dated August 5, 2014 between Sabine Pass Liquefaction, LLC and Cheniere Marketing International LLP (as assignee of Cheniere Marketing, LLC) (as amended and assigned, the "**Base SPA**"). Capitalized terms used but not defined herein shall have the meanings given them in the Base SPA. This Letter Agreement sets forth the terms of certain sales and purchases of LNG under the Base SPA.

The Parties hereby agree that, notwithstanding Section 9.2 and subject to Section 14 of the Base SPA, the FPC (expressed in USD per MMBtu) applicable to the following number of cargoes shall equal USD one decimal ninety-seven per MMBtu (US\$1.97/MMBtu):

- (a) up to fifty-one (51) cargoes scheduled to be delivered in the 2023 Contract Year;
- (b) up to between sixty-one (61) cargoes and sixty-five (65) cargoes scheduled to be delivered in the 2024 Contract Year, such number to be nominated by Seller during the ADP process for the 2024 Contract Year; and
- (c) up to between fifty-one (51) cargoes and fifty-nine (59) cargoes scheduled to be delivered in the 2025 Contract Year, such number to be nominated by Seller during the ADP process for the 2025 Contract Year.

Please indicate Buyer's agreement with the terms of this Letter Agreement by executing a copy of this Letter Agreement where indicated below and returning it to Seller.

Sincerely,

Sabine Pass Liquefaction, LLC

By: /s/ Zach Davis

Zach Davis
Chief Financial Officer

*700 Milam Street, Suite 1900, Houston, Texas 77002
+1 713-375-5000*

Accepted and Agreed:

Cheniere Marketing International LLP
acting by its managing member, Cheniere Marketing, LLC

By: /s/ Anatol Feygin
Anatol Feygin
Executive Vice President and Chief Commercial Officer

*700 Milam Street, Suite 1900, Houston, Texas 77002
+1 713-375-5000*