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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 2, 2012

**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.)

**700 Milam Street**  
**Suite 800**  
**Houston, Texas**  
(Address of principal executive offices)

**77002**  
(Zip Code)

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

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))
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**Item 2.02 Results of Operations and Financial Condition.**

On November 2, 2012, Cheniere Energy Partners, L.P. (the "Partnership") issued a press release announcing the Partnership's results of operations for the third quarter ended September 30, 2012. The press release is attached hereto as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein in its entirety.

The information included in this Item 2.02 of Current Report on Form 8-K, 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 9.01 Financial Statements and Exhibits.**

d) Exhibits

**Exhibit****Number      Description**

99.1\*      Press Release, dated November 2, 2012.

\* Furnished herewith.

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## 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: November 2, 2012

By: /s/ Meg A. Gentle

Name: Meg A. Gentle

Title: Chief Financial Officer

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**EXHIBIT INDEX**

| <b><u>Exhibit<br/>Number</u></b> | <b><u>Description</u></b>              |
|----------------------------------|--|
| 99.1*                            | Press Release, dated November 2, 2012. |

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\* Furnished herewith.

## CHENIERE ENERGY PARTNERS, L.P. NEWS RELEASE

### Cheniere Energy Partners Reports Third Quarter 2012 Results

**Houston, Texas - November 2, 2012** - For the three and nine months ended September 30, 2012, Cheniere Energy Partners, L.P. ("Cheniere Partners") (NYSE MKT: CQP) reported a net loss of \$42.4 million and \$86.6 million, respectively, compared to a net loss of \$14.5 million and \$23.6 million for the comparable 2011 periods. Results for the three and nine months ended September 2012 were primarily impacted by increases in certain expenses related to the liquefaction facilities we are developing and constructing adjacent to the Sabine Pass LNG terminal (the "Liquefaction Project").

#### Overview of Recent Significant Events

- In July 2012, we closed on a \$3.6 billion senior secured credit facility that will be used to fund a portion of the costs of developing, constructing and placing into service LNG trains 1 and 2 of the Liquefaction Project. We also received from Cheniere Energy, Inc. the remaining \$333 million of its \$500 million equity commitment in our Class B Units.
- In August 2012, Blackstone CQP Holdco LP ("Blackstone") purchased its initial \$500 million of Class B Units from us, and we issued a full notice to proceed to Bechtel to construct LNG trains 1 and 2 of the Liquefaction Project. As of October 31, 2012, Blackstone purchased \$800 million additional Class B Units for an aggregate investment of \$1.3 billion.
- In September 2012, we sold 8.0 million common units in an underwritten public offering at a price of \$25.07 per common unit for net cash proceeds of approximately \$194 million.
- In October 2012, Sabine Pass LNG, L.P. ("Sabine Pass LNG") repurchased approximately 97% of the outstanding \$550 million 7.25% Senior Secured Notes due 2013 through a tender offer. The repurchase was funded from an equity contribution from Cheniere Partners and from newly issued \$420 million 6.50% Senior Secured Notes due in 2020.

#### Results

Cheniere Partners reported income from operations of \$0.8 million and \$43.9 million for the three and nine months ended September 30, 2012, compared to income from operations of \$29.5 million and \$107.6 million for the comparable periods in 2011. The decrease in income from operations of \$28.7 million for the quarter ended September 30, 2012, compared to the comparable period in 2011, was primarily due to increased general and administrative costs incurred to manage the construction of the Liquefaction Project, partially offset by decreased development costs due to the costs of LNG trains 1 and 2 of the Liquefaction Project satisfying the criteria for capitalization in June 2012. The general and administrative expenses incurred to manage the construction of the Liquefaction Project primarily resulted from a management services agreement entered into by Sabine Pass Liquefaction, LLC ("Sabine Pass Liquefaction"), in which Sabine Pass Liquefaction is required to pay a monthly fee based upon the capital expenditures incurred in the previous month for the Liquefaction Project to Cheniere Energy, Inc. These payments are being funded from proceeds received from the Liquefaction Project's equity and debt financings. The decrease in income from operations of \$63.7 million for the nine months ended September 30, 2012, compared to the comparable period in 2011, was primarily due to increased development expenses, increased costs incurred to manage the construction of the Liquefaction Project and decreased revenues (including affiliate).

Revenues for the nine months ended September 30, 2012, compared to the comparable 2011 period, were negatively impacted by decreased LNG cargo export loading fee revenue, decreased revenues earned under the variable capacity rights agreement with Cheniere Marketing, and a loss on LNG inventory needed to restore the heating value of vaporized LNG to meet natural gas pipeline specifications.

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## Liquefaction Project Update

We continue to make progress on the Liquefaction Project, which is being developed for up to four LNG trains, each with a nominal production capability of approximately 4.5 mtpa.

In July 2012, we secured financing of approximately \$5.6 billion, including \$2.0 billion of equity and \$3.6 billion of debt commitments, for the development, construction and placing into service LNG trains 1 and 2. We have issued a full notice to proceed to Bechtel and construction has commenced for LNG trains 1 and 2. LNG exports from the Sabine Pass LNG terminal are anticipated to commence in late 2015, with LNG train 2 commencing operations approximately six to nine months thereafter.

Commencement of construction for LNG trains 3 and 4 is subject, but not limited to, entering into an engineering, procurement and construction agreement ("EPC"), reaching a positive final investment decision and obtaining financing. We have engaged Bechtel to complete front-end engineering and design work for LNG trains 3 and 4 and have begun negotiating a lump sum turnkey EPC contract, which is expected to be finalized by the end of the fourth quarter. Construction of LNG trains 3 and 4 is expected to begin in 2013.

## **Summary Liquefaction Project Timeline**

| <b>Milestone</b>                       | <b>Target Date</b>      |                         |
|--|-------------------------|-------------------------|
|  | <b>Trains 1 &amp; 2</b> | <b>Trains 3 &amp; 4</b> |
| ▪ DOE export authorization             | Received                | Received                |
| ▪ Definitive commercial agreements     | Completed 7.7 mtpa      | Completed 8.3 mtpa      |
| - BG Gulf Coast LNG, LLC               | 4.2 mtpa                | 1.3 mtpa                |
| - Gas Natural Fenosa                   | 3.5 mtpa                |                         |
| - KOGAS                                |                         | 3.5 mtpa                |
| - GAIL (India) Ltd.                    |                         | 3.5 mtpa                |
| ▪ EPC contract                         | Complete                | 4Q12                    |
| ▪ Financing commitments                |                         | 1Q13                    |
| - Equity                               | Received                |                         |
| - Debt                                 | Received                |                         |
| ▪ FERC authorization                   | Received                | Received                |
| - Certificate to commence construction | Received                | 2013                    |
| ▪ Commence construction                | Complete                | 2013                    |
| ▪ Commence operations                  | 2015/2016               | 2016/2017               |

## 2012 Distributions

We estimate that the annualized distribution to common unitholders for fiscal year 2012 will be \$1.70 per unit. We will pay a cash distribution per common unit of \$0.425 to unitholders of record as of November 1, 2012, and the related general partner distribution on November 14, 2012.

Cheniere Partners owns 100 percent of the Sabine Pass LNG terminal located on the Sabine Pass Channel in western Cameron Parish, Louisiana. The Sabine Pass LNG terminal has regasification and send-out capacity of 4.0 billion cubic feet per day (Bcf/d) and storage capacity of 16.9 billion cubic feet equivalent (Bcfe).

For additional information, please refer to the Cheniere Energy Partners, L.P. website at [www.cheniereenergypartners.com](http://www.cheniereenergypartners.com) and Quarterly Report on Form 10-Q for the period ended September 30, 2012, filed with the Securities and Exchange Commission.

This press release 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, (i) statements regarding Cheniere Partners' business strategy, plans and objectives, including the construction and operation of liquefaction facilities (ii) statements regarding our expectations regarding regulatory authorizations and approvals, (iii) statements expressing beliefs and expectations regarding the development of Cheniere Partners' LNG terminal and liquefaction business, (iv) statements regarding the business operations and prospects of third parties, (v) statements regarding potential financing arrangements, and (vi) statements regarding future discussions and entry into contracts. 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.

**(Financial Table Follows)**

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**Cheniere Energy Partners, L.P.**  
**Selected Financial Information**  
(in thousands, except per unit data)<sup>(1)</sup>

|  | Three Months Ended  |                     | Nine Months Ended   |                     |
|--|---------------------|---------------------|---------------------|---------------------|
|  | September 30,       |                     | September 30,       |                     |
|  | 2012 <sup>(2)</sup> | 2011 <sup>(2)</sup> | 2012 <sup>(2)</sup> | 2011 <sup>(2)</sup> |
| <b>Revenues</b>  |                     |                     |                     |                     |
| Revenues   | \$ 62,429           | \$ 63,669           | \$ 190,154          | \$ 200,514          |
| Revenues—affiliate   | 3,879               | 1,238               | 6,872               | 12,452              |
| Total revenues   | 66,308              | 64,907              | 197,026             | 212,966             |
| <b>Expenses</b>  |                     |                     |                     |                     |
| Operating and maintenance expense  | 6,586               | 6,288               | 19,843              | 15,878              |
| Operating and maintenance expense—affiliate  | 6,476               | 2,612               | 12,414              | 8,723               |
| Depreciation expense   | 10,652              | 10,766              | 31,897              | 32,245              |
| Development expense  | 4,229               | 8,971               | 35,369              | 26,751              |
| Development expense—affiliate  | 102                 | 923                 | 2,365               | 2,746               |
| General and administrative expense   | 4,248               | 867                 | 7,668               | 4,068               |
| General and administrative expense—affiliate   | 33,243              | 4,957               | 43,532              | 14,973              |
| Total expenses   | 65,536              | 35,384              | 153,088             | 105,384             |
| Income from operations   | 772                 | 29,523              | 43,938              | 107,582             |
| <b>Other income (expense)</b>  |                     |                     |                     |                     |
| Interest expense, net  | (43,626)            | (43,319)            | (130,554)           | (130,115)           |
| Derivative gain (loss), net  | 287                 | (716)               | (288)               | (1,164)             |
| Other  | 145                 | 33                  | 289                 | 140                 |
| Total other expense  | (43,194)            | (44,002)            | (130,553)           | (131,139)           |
| Net loss   | \$ (42,422)         | \$ (14,479)         | \$ (86,615)         | \$ (23,557)         |
| <b>Basic and diluted net income per common unit</b>  |                     |                     |                     |                     |
| Basic and diluted net income per common unit   | \$ 0.04             | \$ 0.29             | \$ 0.36             | \$ 0.93             |
| <b>Weighted average number of common units outstanding used for basic and diluted net income per common unit calculation</b> |                     |                     |                     |                     |
| Weighted average number of common units outstanding used for basic and diluted net income per common unit calculation        | 31,997              | 27,408              | 31,449              | 26,867              |

|   | As of September 30,<br>2012 <sup>(3)</sup> | As of December 31,<br>2011 <sup>(3)</sup> |
|---|--|---|
| Cash and cash equivalents                         | \$ 369,100                                 | \$ 81,415                                 |
| Restricted cash and cash equivalents              | 123,297                                    | 13,732                                    |
| LNG Inventory                                     | 5,701                                      | 473                                       |
| Other current assets <sup>(4)</sup>               | 38,269                                     | 13,890                                    |
| Non-current restricted cash and cash equivalents  | 267,201                                    | 82,394                                    |
| Property, plant and equipment, net                | 2,414,003                                  | 1,514,416                                 |
| Debt issuance costs, net                          | 222,144                                    | 17,622                                    |
| Other assets                                      | 31,140                                     | 13,358                                    |
| Total assets                                      | <u>\$ 3,470,855</u>                        | <u>\$ 1,737,300</u>                       |
|   |  |   |
| Current liabilities <sup>(4)</sup>                | \$ 177,531                                 | \$ 51,818                                 |
| Long-term debt, net of discount                   | 2,295,939                                  | 2,192,418                                 |
| Deferred revenue, including affiliate             | 37,220                                     | 37,766                                    |
| Long-term derivative liabilities                  | 29,384                                     | —   |
| Other liabilities <sup>(4)</sup>                  | 306  | 317                                       |
| Total partners' capital (deficit)                 | 930,475                                    | (545,019)                                 |
| Total liabilities and partners' capital (deficit) | <u>\$ 3,470,855</u>                        | <u>\$ 1,737,300</u>                       |

- (1) Please refer to Cheniere Energy Partners, L.P. Quarterly Report on Form 10-Q for the period ended September 30, 2012, filed with the Securities and Exchange Commission.
- (2) Consolidated operating results of Cheniere Energy Partners, L.P. and its consolidated subsidiaries for the three and nine months ended September 30, 2012 and 2011.
- (3) Consolidated balance sheets of Cheniere Energy Partners, L.P. and its consolidated subsidiaries.
- (4) Amounts include transactions between Cheniere Energy Partners, L.P. and Cheniere Energy, Inc. or subsidiaries of Cheniere Energy, Inc.

#### CONTACTS:

Investors: Christina Burke: 713-375-5104, Nancy Bui: 713-375-5280

Media: Diane Haggard: 713-375-5259