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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): March 1, 2013

**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 7.01. Regulation FD Disclosure.**

On March 1, 2013, Cheniere Energy Partners, L.P. closed on its previously announced registered direct offering.

The information included in this Item 7.01 of 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 and such information shall not be incorporated by reference into any filing under the Exchange Act or the Securities Act of 1933, as amended, except as expressly set forth by specific reference in such filing.

**Item 9.01 Financial Statements and Exhibits.**

d) Exhibits

**Exhibit**

| <b><u>Number</u></b> | <b><u>Description</u></b>                               |
|----------------------|---|
| 5.1*                 | Opinion of Andrews Kurth LLP.                           |
| 23.1                 | Consent of Andrews Kurth LLP (included in Exhibit 5.1). |

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\* Filed 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: March 1, 2013

By: /s/ Meg A. Gentle

Name: Meg A. Gentle

Title: Senior Vice President and  
Chief Financial Officer

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## EXHIBIT INDEX

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| 5.1*                             | Opinion of Andrews Kurth LLP.                           |
| 23.1                             | Consent of Andrews Kurth LLP (included in Exhibit 5.1). |

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\* Filed herewith.

March 1, 2013

Cheniere Energy Partners, L.P.  
700 Milam, Suite 800  
Houston, Texas 77002

Ladies and Gentlemen:

We have acted as special counsel to Cheniere Energy Partners, L.P., a Delaware limited partnership (the “Issuer”), in connection with the sale by the Issuer of an aggregate 17,590,360 common units representing limited partner interests in the Issuer (the “Units”) pursuant to the Common Unit Purchase Agreement, dated February 24, 2013 (the “Purchase Agreement”), between the Issuer and the purchasers listed on Schedule I attached thereto (the “Purchasers”).

This opinion is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act of 1933, as amended (the “Securities Act”).

In rendering the opinion set forth herein, we have examined and relied on originals or copies, certified or otherwise identified to our satisfaction, of the following:

(a) the Registration Statement on Form S-3 (File No. 333-183780) relating to the offering and sale, among other securities of the Issuer, of the Units, filed by the Issuer under the Securities Act with the Securities and Exchange Commission (the “SEC”) on September 7, 2012, as amended by Amendment No. 1 thereto filed with the SEC on September 19, 2012 and Amendment No. 2 thereto filed with the SEC on October 10, 2012, and including the base prospectus included in such registration statement (the “Base Prospectus”) and the other information set forth in the Incorporated Documents (as defined below) and incorporated by reference in such registration statement and therefore deemed to be a part thereof (such registration statement, as so amended at the most recent time it became effective, and including the Base Prospectus and such other information incorporated by reference in such registration statement, being referred to herein as the “Registration Statement”);

(b) the prospectus supplement dated February 24, 2013, relating to the Units in the form filed with the SEC pursuant to Rule 424(b) of the General Rules and Regulations under the Securities Act (such prospectus supplement, together with the Base Prospectus and the Incorporated Documents, being referred to herein as the “Prospectus”);

(c) each of the Issuer’s reports that have been filed with the SEC and are incorporated by reference in the Registration Statement (the “Incorporated Documents”);

(d) the executed Purchase Agreement;

(e) the Certificate of Limited Partnership of the Issuer, as filed with the Secretary of State of the State of Delaware on November 21, 2006, certified as of a recent date by the Secretary of State of the State of Delaware and certified by a duly authorized officer of Cheniere Energy Partners GP, LLC, a Delaware limited liability company (the "General Partner"), as the general partner of the Issuer, as in effect on each of the dates of adoption of the resolutions specified in paragraph (i) below, the date of the Purchase Agreement and the date hereof;

(f) the Third Amended and Restated Agreement of Limited Partnership of the Issuer, dated as of August 9, 2012, certified by a duly authorized officer of the General Partner, as the general partner of the Issuer, as in effect on each of the dates of adoption of the resolutions specified in paragraph (i) below, the date of the Purchase Agreement and the date hereof;

(g) the Certificate of Formation of the General Partner, as filed with the Secretary of State of the State of Delaware on November 21, 2006, certified as of a recent date by the Secretary of State of the State of Delaware, and certified by a duly authorized officer of the General Partner as in effect on each of the dates of adoption of the resolutions specified in paragraph (i) below, the date of the Purchase Agreement and the date hereof;

(h) the Third Amended and Restated Limited Liability Company Agreement of the General Partner, dated as of August 9, 2012, certified by a duly authorized officer of the General Partner as in effect on each of the dates of adoption of the resolutions specified in paragraph (i) below, the date of the Purchase Agreement and the date hereof;

(i) resolutions of the Board of Directors of the General Partner, dated February 21, 2013 and February 24, 2013, and resolutions of the Conflicts Committee of the Board of Directors of the General Partner, dated February 21, 2013, each certified by a duly authorized officer of the General Partner to be true, complete and correct copies thereof;

(j) certificates dated as of recent dates, received by us from the Secretary of State of the State of Delaware, as to the valid existence and good standing of each of the Issuer and the General Partner; and

(k) such other documents as we have deemed necessary or appropriate as a basis for the opinion set forth below.

We have also examined originals or copies, certified, or otherwise identified to our satisfaction, of such records of the Issuer and the General Partner and such other agreements, certificates of public officials, certificates of officers and other representatives of the Issuer, the General Partner and others, and such other documents, certificates and records as we have deemed necessary or appropriate, and we have made such investigations of law, as we have deemed appropriate as a basis for the opinion expressed below.

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In rendering the opinion expressed below, we have assumed and have not verified (i) the legal capacity of all natural persons, (ii) the genuineness of the signatures on all documents that we have examined, (iii) the conformity to the originals of all documents supplied to us as certified or photostatic or faxed copies and (iv) the authenticity of the originals of such documents. In conducting our examination of executed documents or documents to be executed, we have assumed, without independent investigation, that all parties thereto, other than the Issuer and the General Partner, had or will have the power, corporate or other, to enter into and perform all obligations thereunder, and we have also assumed, without independent investigation, the due authorization by all requisite action, limited partnership or other, and execution and delivery by such parties of such documents and the validity and binding effect thereof on such parties. As to any facts material to the opinion expressed herein which we have not independently established or verified, we have relied upon oral or written statements and representations of officers and other representatives of the General Partner and others.

Based upon the foregoing, and having due regard for such legal considerations as we deem relevant, and subject to the limitations, qualifications, exceptions and assumptions set forth herein, we are of the opinion that the Units, when issued and delivered against payment therefor as provided in the Purchase Agreement, will be validly issued, fully paid and nonassessable (except as such nonassessability may be affected by Sections 17-607 and 17-804 of the Delaware Revised Uniform Limited Partnership Act).

We express no opinion other than as to the Delaware Revised Uniform Limited Partnership Act and the Delaware Limited Liability Company Act (each of which is deemed to include the applicable provisions of the Delaware Constitution and reported judicial opinions interpreting those laws).

We hereby consent to the filing of this opinion with the SEC as an exhibit to a Current Report on Form 8-K of the Issuer and to the reference to this firm under the heading "Legal Matters" in the Prospectus. 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 SEC. This opinion is expressed as of the date hereof, and we disclaim any undertaking to advise you of any subsequent changes in the facts stated or assumed herein, or of any subsequent changes in law.

Very truly yours,

/s/ Andrews Kurth LLP

Andrews Kurth LLP