#### 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): December 9, 2020

# **CHENIERE ENERGY PARTNERS, L.P.**

(Exact name of registrant as specified in its charter)

Delaware

001-33366

20-5913059

(I.R.S. Employer Identification No.)

(State or other jurisdiction of incorporation)

(Commission File Number)

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:

□ 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)

Dere-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 |
|--|----------------|---|
| <b>Common Units Representing Limited Partner Interests</b> | 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  $\Box$ 

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 Exchange Act.  $\Box$ 

#### Item 1.01. Entry into a Material Definitive Agreement.

On December 9, 2020, 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 up to 30 cargoes scheduled for delivery in 2021 at a price equal to 115% of Henry Hub plus \$0.728 per MMBtu.

### Item 9.01. Financial Statements and Exhibits.

d) Exhibits

| Exhibit No. | Description   |
|-------------|---|
| 10.1*       | Letter Agreement, dated December 9, 2020, 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

Date: December 9, 2020

 By:
 /s/ Zach Davis

 Name:
 Zach Davis

 Title:
 Senior Vice President and Chief

 Financial Officer

# Sabine Pass Liquefaction, LLC

December 9, 2020

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 up to thirty (30) cargoes scheduled for delivery in Contract Year 2021 shall equal USD zero decimal seven two eight per MMBtu (US\$0.728/MMBtu).

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

#### 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

Exhibit 10.1