

Cheniere Energy Partners, L.P.  
Form 8-K  
November 22, 2013

**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 18, 2013**

**CHENIERE ENERGY PARTNERS, L.P.**  
**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**  
**of incorporation)**

**1-33366**  
**(Commission**  
**File Number)**

**20-5913059**  
**(IRS Employer**  
**Identification No.)**

**700 Milam Street, Suite 800, Houston, Texas,**

**77002**

(Address of principal executive offices)

(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:

- .. 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))

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

On November 18, 2013, Sabine Pass Liquefaction, LLC ( SPL ), a wholly owned subsidiary of Cheniere Energy Partners, L.P. (the Partnership ), entered into a Purchase Agreement (the Purchase Agreement ) with Morgan Stanley & Co. LLC, as representative of the initial purchasers named therein (the Initial Purchasers ), to issue and sell to the Initial Purchasers \$1.0 billion aggregate principal amount of its 6.25% Senior Secured Notes due 2022 (the Notes ). The sale of the Notes will not be registered under the Securities Act of 1933, as amended (the Securities Act ), and the Notes will be sold on a private placement basis in reliance on Section 4(2) of the Securities Act and Rule 144A and Regulation S thereunder. The sale of the Notes to the Initial Purchasers pursuant to the Purchase Agreement is expected to close on November 25, 2013.

***Purchase Agreement***

The Purchase Agreement contains customary representations, warranties and agreements by SPL and customary conditions to closing and indemnification obligations of SPL and the Initial Purchasers. The foregoing description of the Purchase Agreement is not complete and is qualified in its entirety by reference to the full text of the Purchase Agreement, which is filed as Exhibit 1.1 hereto and is incorporated by reference herein.

The Initial Purchasers and certain of their affiliates have provided from time to time, and may provide in the future, certain investment and commercial banking and financial advisory services to SPL and the Partnership in the ordinary course of business, for which they have received and may continue to receive customary fees and commissions.

**Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.**

The information included in Item 1.01 of this report is incorporated by reference into this Item 2.03.

**Item 9.01 Financial Statements and Exhibits.**

d) Exhibits

| <b>Number</b> | <b>Description</b>   |
|---------------|--|
| 1.1           | Purchase Agreement, dated as of November 18, 2013, between Sabine Pass Liquefaction, LLC and Morgan Stanley & Co. LLC. |

**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 22, 2013

By: /s/ H. Davis Thames  
Name: H. Davis Thames  
Title: Senior Vice President and Chief Financial Officer

**EXHIBIT INDEX**

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