

Edgar Filing: Cheniere Energy Partners, L.P. - Form 8-K

Cheniere Energy Partners, L.P.  
Form 8-K  
February 21, 2017

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): February 14, 2017

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

Delaware 001-33366 20-5913059  
(State or other jurisdiction of incorporation) (Commission File Number) (I.R.S. Employer Identification No.)

700 Milam Street  
Suite 1900 77002  
Houston, Texas  
(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 3.03 Material Modification to Rights of Security Holders.**

The information set forth under Item 5.03 of this Current Report on Form 8-K under the heading “Amendment to Conversion Mechanic” is incorporated by reference into this Item 3.03.

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On February 14, 2017, Cheniere Energy Partners GP, LLC, the general partner of Cheniere Energy Partners, L.P. (the “Partnership”), adopted the Fourth Amended and Restated Agreement of Limited Partnership of the Partnership (the “Partnership Agreement”). The Partnership Agreement was adopted to (i) provide for economic and tax uniformity for the common units issuable upon conversion of Class B Units (as defined in the Partnership Agreement) under certain circumstances and certain other tax law updates and (ii) amend and clarify the earliest date upon which the Class B Units are convertible into common units in certain circumstances.

**Amendment to Provide Uniformity**

The allocation provisions in the Partnership Agreement were amended to provide for Class B Unit participation in allocations of Partnership items, effective as of January 1, 2016, to help ensure economic and tax uniformity of the common units issuable upon conversion of the Class B Units.

**Amendment to Conversion Mechanic**

The mandatory and optional conversion mechanics in the Partnership Agreement were amended to provide that the Class B Units cannot mandatorily convert into common units (except in certain circumstances) prior to the first business day following the record date with respect to the Partnership’s first distribution of Available Cash (as defined in the Partnership Agreement) from Operating Surplus (as defined in the Partnership Agreement) after the Train 3 Substantial Completion Date (as defined in the Partnership Agreement), but in any case no earlier than the first business day following the record date with respect to the Partnership’s distribution of Available Cash from Operating Surplus with respect to the quarter ended June 30, 2017.

The description of the Partnership Agreement in this Current Report on Form 8-K is not complete and is qualified in its entirety by reference to the full text of the Partnership Agreement, which is filed as Exhibit 3.1 hereto and incorporated by reference herein.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On February 14, 2017, the holders of all of the Class B Units delivered written consents to the Partnership approving the matters described under the heading “Amendment to Conversion Mechanic” in Item 5.03 of this Current Report on Form 8-K. The information set forth under Item 5.03 of this Current Report on Form 8-K under the heading “Amendment to Conversion Mechanic” is incorporated by reference into this Item 5.07.

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Item 9.01 Financial Statements and Exhibits.

d) Exhibits

Exhibit Number	Description
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3.1*	Fourth Amended and Restated Agreement of Limited Partnership of Cheniere Energy Partners, L.P.
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\*Filed herewith

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, 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: February 21, 2017 By: /s/ Michael J. Wortley  
Name: Michael J. Wortley  
Title: Executive Vice President and  
Chief Financial Officer

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EXHIBIT INDEX

Exhibit Number Description

3.1\* Fourth Amended and Restated Agreement of Limited Partnership of Cheniere Energy Partners, L.P.

\*Filed herewith