

Cheniere Energy Partners, L.P.
Form 8-K
June 15, 2018

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): June 15, 2018

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))

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

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.

Item 8.01 Other Events

Cheniere Energy Partners, L.P. (the “Partnership”) is filing this Current Report on Form 8-K to include in the Partnership’s Quarterly Report on Form 10-Q for the three months ended March 31, 2018 (the “2018 Q1 Form 10-Q”), originally filed with the SEC on May 4, 2018, unaudited condensed consolidating financial information for the Partnership pursuant to Rule 3-10 of Regulation S-X. Additionally, the Partnership is filing unaudited financial statements as of and for the three months ended March 31, 2018 for certain of the Partnership’s affiliates whose securities collateralize the Partnership's \$1.5 billion of 5.250% Senior Notes due 2025 (the "CQP Affiliates") pursuant to Rule 3-16 of Regulation S-X. The financial statements of the CQP Affiliates are filed as Exhibit 99.2 to this report and are incorporated herein by reference.

In connection with the requirements of Rule 3-10 of Regulation S-X, the Partnership has recast the unaudited consolidated financial statements included in its 2018 Q1 Form 10-Q solely to include Note 17, Supplemental Guarantor Information. The recast historical financial statements are filed as Exhibit 99.1 to this report and are incorporated herein by reference. All other information provided in the 2018 Q1 Form 10-Q remains unchanged and this report does not modify or update the disclosures in the 2018 Q1 Form 10-Q in any way other than the inclusion of the additional footnote. This report does not reflect events occurring after the original filing of the 2018 Q1 Form 10-Q and should be read in conjunction with other information that the Partnership has filed with the SEC.

Item 9.01 Financial Statements and Exhibits.

d) Exhibits

| Exhibit No. | Description |
|-------------|---|
| 99.1* | <u>Update to the Partnership's Quarterly Report on Form 10-Q for the three months ended March 31, 2018, Item 1. Consolidated Financial Statements, as modified solely to include unaudited condensed consolidating financial information for the Partnership</u> |
| 99.2* | <u>Unaudited financial statements as of and for the three months ended March 31, 2018 of Cheniere Energy Investments, LLC, Sabine Pass LNG-LP, LLC, Sabine Pass LNG, L.P., and Cheniere Creole Trail Pipeline, L.P., including the notes thereto and the independent auditors' review reports thereon</u> |
| 101.INS* | XBRL Instance Document |
| 101.SCH* | XBRL Taxonomy Extension Schema Document |
| 101.CAL* | XBRL Taxonomy Extension Calculation Linkbase Document |
| 101.DEF* | XBRL Taxonomy Extension Definition Linkbase Document |
| 101.LAB* | XBRL Taxonomy Extension Labels Linkbase Document |
| 101.PRE* | XBRL Taxonomy Extension Presentation Linkbase 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.
Cheniere
Energy
Partners
GP, LLC,
its
general
partner

Date: June 15, 2018 By: /s/
Michael
J.
Wortley
Name: Michael
J.
Wortley
Executive
Title: Vice
President
and
Chief
Financial
Officer