

Goodman Bennett J
Form 4
August 04, 2017

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Blackstone Group L.P.

2. Issuer Name and Ticker or Trading Symbol
Cheniere Energy Partners, L.P.
[CQP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
345 PARK AVENUE,

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/02/2017

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

NEW YORK, NY 10154

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Units | 08/02/2017 | | C | | 198,978,886 | A | 198,978,886 |
| | | | | | | I | See footnotes (2) (7) (9) (11) (12) |
| Common Units | | | | | 1,101,169 | I | See footnotes (3) (7) (9) (11) (12) |
| Common Units | | | | | 953,855 | I | See footnotes (4) (8) (9) (10) (11) |

| | | | |
|--------------|---------|---|--|
| Common Units | 953,855 | I | (12) See footnotes (5) (8) (9) (10) (11) (12) |
| Common Units | 462,922 | I | See footnotes (6) (8) (9) (10) (11) (12) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|-------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
| | | | | | | Code | V (A) | (D) | |
| Class B Units | (1) | 08/02/2017 | | C | 100,000,000 | (1) | (1) | Common Units | 198,977 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Blackstone Group L.P. 345 PARK AVENUE NEW YORK, NY 10154 | | X | | |
| Smith J Albert III C/O GSO CAPITAL PARTNERS LP 345 PARK AVENUE NEW YORK 10154 | | X | | |
| | | | X | |

Blackstone Group Management L.L.C.
 C/O THE BLACKSTONE GROUP L.P.
 345 PARK AVENUE
 NEW YORK, NY 10154

Blackstone Holdings I/II GP Inc
 C/O THE BLACKSTONE GROUP L.P. X
 345 PARK AVENUE
 NEW YORK, NY 10154

Blackstone Holdings II L.P.
 C/O THE BLACKSTONE GROUP L.P. X
 345 PARK AVENUE
 NEW YORK, NY 10154

Blackstone Holdings III GP Management L.L.C.
 C/O THE BLACKSTONE GROUP L.P. X
 345 PARK AVENUE
 NEW YORK, NY 10154

Blackstone Holdings III GP L.P.
 C/O THE BLACKSTONE GROUP L.P. X
 345 PARK AVENUE
 NEW YORK, NY 10154

Blackstone Holdings III L.P.
 C/O THE BLACKSTONE GROUP L.P. X
 345 PARK AVENUE
 NEW YORK, NY 10154

SCHWARZMAN STEPHEN A
 C/O THE BLACKSTONE GROUP L.P. X
 345 PARK AVENUE
 NEW YORK, NY 10154

Goodman Bennett J
 C/O GSO CAPITAL PARTNERS LP X
 345 PARK AVENUE
 NEW YORK, NY 10154

Signatures

THE BLACKSTONE GROUP L.P., By: Blackstone Group Management L.L.C., its general partner, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer 08/04/2017
 **Signature of Reporting Person Date

BLACKSTONE GROUP MANAGEMENT L.L.C., By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer 08/04/2017
 **Signature of Reporting Person Date

BLACKSTONE HOLDINGS I/II GP INC., By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer 08/04/2017
 **Signature of Reporting Person Date

BLACKSTONE HOLDINGS II L.P., By: Blackstone Holdings I/II GP Inc., its general partner, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer 08/04/2017

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| <u>Signature of Reporting Person</u> | Date |
|---|------------|
| BLACKSTONE HOLDINGS III GP MANAGEMENT L.L.C., By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer | 08/04/2017 |
| <u>Signature of Reporting Person</u> | Date |
| BLACKSTONE HOLDINGS III GP L.P., By: Blackstone Holdings III GP Management L.L.C., its general partner, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer | 08/04/2017 |
| <u>Signature of Reporting Person</u> | Date |
| BLACKSTONE HOLDINGS III L.P., By: Blackstone Holdings III GP L.P., its general partner, By: Blackstone Holdings III GP Management L.L.C., its general partner, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer | 08/04/2017 |
| <u>Signature of Reporting Person</u> | Date |
| /s/ Stephen A. Schwarzman | 08/04/2017 |
| <u>Signature of Reporting Person</u> | Date |
| Bennett J. Goodman, By: /s/ Marisa Beeney, Name: Marisa Beeney, Title: Attorney-in-Fact | 08/04/2017 |
| <u>Signature of Reporting Person</u> | Date |
| J. Albert Smith III, By: /s/ Marisa Beeney, Name: Marisa Beeney, Title: Attorney-in-Fact | 08/04/2017 |
| <u>Signature of Reporting Person</u> | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The Class B Units were exercisable at an accreted conversion ratio of approximately 1.99 Common Units per Class B Unit and were mandatorily converted into Common Units on August 2, 2017.
 - (2) Reflects securities held directly by Blackstone CQP Holdco LP. Blackstone CQP Holdco II GP LLC is the general partner of Blackstone CQP Holdco LP. Blackstone CQP FinanceCo LP is the sole member of Blackstone CQP Holdco II GP LLC. Blackstone CQP Holdco GP LLC is the general partner of Blackstone CQP FinanceCo LP. Blackstone Management Associates VI L.L.C. is the sole member of Blackstone CQP Holdco GP LLC.
 - (3) Reflects securities held directly by Blackstone CQP Common Holdco L.P. Blackstone CQP Common Holdco GP LLC is the general partner of Blackstone CQP Common Holdco L.P. Blackstone Energy Management Associates L.L.C. and Blackstone Management Associates VI L.L.C. are the managing members of Blackstone CQP Common Holdco GP LLC. Blackstone EMA L.L.C. is the sole member of Blackstone Energy Management Associates L.L.C.
 - (4) Reflects securities held directly by GSO Credit-A Partners LP. GSO Credit-A Associates LLC is the general partner of GSO Credit-A Partners LP.
 - (5) Reflects securities held directly by GSO Palmetto Opportunistic Investment Partners LP. GSO Palmetto Opportunistic Associates LLC is the general partner of GSO Palmetto Opportunistic Investment Partners LP.
 - (6) Reflects securities held directly by GSO Credit Alpha Fund AIV-2 LP. GSO Credit Alpha Associates LLC is the general partner of GSO Credit Alpha Fund AIV-2 LP.
 - (7) BMA VI L.L.C. is the sole member of Blackstone Management Associates VI L.L.C. Blackstone Holdings III L.P. is the managing member of both BMA VI L.L.C. and Blackstone EMA L.L.C. Blackstone Holdings III GP L.P. is the general partner of Blackstone Holdings III L.P. Blackstone Holdings III GP Management L.L.C. is the general partner of Blackstone Holdings III GP L.P.
 - (8) GSO Holdings I L.L.C. is the managing member of each of GSO Palmetto Opportunistic Associates LLC, GSO Credit-A Associates LLC and GSO Credit Alpha Associates LLC. Blackstone Holdings II L.P. is the managing member of GSO Holdings I L.L.C. with respect to securities beneficially owned by GSO Palmetto Opportunistic Associates LLC, GSO Credit-A Associates LLC and GSO

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Credit Alpha Associates LLC. Blackstone Holdings I/II GP Inc. is the general partner of Blackstone Holdings II L.P.

(9) The Blackstone Group L.P. is the controlling shareholder of Blackstone Holdings I/II GP Inc. and the sole member of Blackstone Holdings III GP Management L.L.C. Blackstone Group Management L.L.C. is the general partner of The Blackstone Group L.P. Stephen A. Schwarzman is the founding member of Blackstone Group Management L.L.C.

(10) Each of Bennett J. Goodman and J. Albert Smith III may be deemed to have shared voting power and/or investment power with respect to the securities held by GSO Credit-A Partners LP., GSO Palmetto Opportunistic Investment Partners LP., and GSO Credit Alpha Fund AIV-2 LP.

(11) Information with respect to each of the Reporting Persons is given solely by such Reporting Person, and no Reporting Person has responsibility for the accuracy or completeness of information supplied by another Reporting Person.

(12) Each of the Reporting Persons (other than to the extent it directly holds securities reported herein) disclaims beneficial ownership of the securities held by the other Reporting Persons, except to the extent of such Reporting Person's pecuniary interest therein, and, pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, each of the Reporting Persons (other than to the extent it directly holds securities reported herein) states that the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all of the reported securities for purposes of Section 16 or for any other purpose.

Remarks:

Due to the limitations of the electronic filing system certain Reporting Persons are filing a separate Form 4.

Exhibit List

Exhibit 24.1 - Power of Attorney - Bennett J. Goodman.

Exhibit 24.2 - Power of Attorney - J. Albert Smith III.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.