

Cheniere Energy Partners, L.P.  
Form 424B2  
February 25, 2013

Filed Pursuant to Rule 424(b)(2)  
Registration No. 333-183780

PROSPECTUS SUPPLEMENT TO PROSPECTUS DATED OCTOBER 24, 2012

Cheniere Energy Partners, L.P.

17,590,360 Common Units  
Representing Limited Partner Interests

We are offering to sell 17,590,360 common units representing limited partner interests of Cheniere Energy Partners, L.P. Our common units trade on the NYSE MKT under the symbol "CQP." The last reported sale price on the NYSE MKT on February 22, 2013 was \$22.62.

Investing in our common units involves risks, including those described under "Risk Factors" on page S-9 of this prospectus supplement and page 1 of the accompanying prospectus.

We are selling to investors the common units at a price of \$20.75 per common unit, resulting in net proceeds to us, before deducting expenses related to the offering, of approximately \$365 million.

We expect to deliver the common units to investors on or about March 1, 2013.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved these securities or determined if this prospectus supplement or the accompanying prospectus is accurate or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is February 24, 2013

---

## TABLE OF CONTENTS

## PROSPECTUS SUPPLEMENT

ABOUT THIS PROSPECTUS SUPPLEMENT	S-i	PRICE RANGE OF COMMON UNITS AND DISTRIBUTIONS	S-10
CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS	S-ii	CAPITALIZATION	S-11
SEC REVIEW	S-iii	MATERIAL TAX CONSEQUENCES	S-12
SUMMARY	S-4	PLAN OF DISTRIBUTION	S-13
THE OFFERING	S-6	LEGAL MATTERS	S-15
SUMMARY HISTORICAL FINANCIAL DATA	S-8	EXPERTS	S-15
RISK FACTORS	S-9	INCORPORATION BY REFERENCE	S-15
USE OF PROCEEDS	S-9		

## PROSPECTUS

About this Prospectus	i	Description of the Common Units	24
Incorporation by Reference	ii	The Partnership Agreement	26
Where You Can Find More Information	ii	Description of Partnership Securities	40
Cautionary Statement Regarding Forward-Looking Statements	iii	Description of Debt Securities	41
Cheniere Energy Partners, L.P	1	Description of Warrants	51
Risk Factors	1	Description of Rights	52
Use of Proceeds	3	Material Tax Consequences	53
Ratios of Earnings to Fixed Charges	3	Investment in Cheniere Energy Partners, L.P. by Employee Benefit Plans	66
Cash Distribution Policy and Restrictions on Distributions	4	Plan of Distribution	67
How We Make Cash Distributions	5	Legal Matters	68
Conflicts of Interest and Fiduciary Duties	16	Experts	68

## ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part is the prospectus supplement, which describes the specific terms of this offering. The second part is the accompanying prospectus, which gives more general information, some of which may not apply to this offering. Generally, when we refer to the “prospectus,” we are referring to both parts combined. If information in this prospectus supplement conflicts with information in the accompanying prospectus, you should rely on the information in this prospectus supplement.

You should rely only on the information contained or incorporated by reference into this prospectus supplement, the accompanying prospectus and any free writing prospectus filed with the Securities and Exchange Commission, or SEC. We have not authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not making an offer of the securities covered by this prospectus supplement in any state where the offer is not permitted. You should assume that the information appearing in this prospectus supplement, the accompanying prospectus, any free writing prospectus relating to this offering of common units and any document incorporated by reference is accurate only as of the date on the front cover of those documents. Our business, financial condition, results of operations and prospects may have changed since those dates.

S-i

---

## CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Some information contained in this prospectus supplement, the accompanying prospectus and in the documents we incorporate by reference herein may contain certain statements (other than statements of historical fact) that constitute “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act. Forward-looking statements generally can be identified by the use of words such as “achieve,” “anticipate,” “believe,” “could,” “develop,” “estimate,” “expect,” “forecast,” “intend,” “may,” “plan,” “potential,” “project,” “propose,” “strategy” or similar expressions to convey the uncertainty of future events, activities, expectations or outcomes. However, these are not the exclusive means of identifying forward-looking statements.

Where any forward-looking statement includes a statement of the assumptions or bases underlying such forward-looking statement, we caution that, while we believe these assumptions or bases to be reasonable and to be made in good faith, assumed facts or bases almost always vary from actual results, and the difference between assumed facts or bases and actual results could be material, depending on the circumstances. It is important to note that actual results could differ materially from those projected by such forward-looking statements.

Although we believe that the expectations in our forward-looking statements are reasonable, we cannot give any assurance that those expectations will be correct. Our operations are subject to numerous uncertainties, risks and other influences, many of which are outside our control and any of which could materially affect our results of operations and ultimately prove the statements we make to be inaccurate.

Some of the forward-looking statements contained in this prospectus supplement, the accompanying prospectus and in the documents we incorporate by reference herein include, but are not limited to, the following:

- statements regarding our ability to pay distributions to our unitholders;
- statements regarding our expected receipt of cash distributions from Sabine Pass LNG, L.P. or Sabine Pass Liquefaction, LLC;
- statements regarding future levels of domestic and international natural gas production, supply or consumption or future levels of liquefied natural gas, or LNG, imports into or exports from North America and other countries worldwide, regardless of the source of such information, or the transportation or demand for and prices related to natural gas, LNG or other hydrocarbon products;
- statements regarding any financing transactions or arrangements, or ability to enter into such transactions;
- statements relating to the construction of our liquefaction trains, including statements concerning the engagement of any engineering, procurement and construction (“EPC”) contractor or other contractor and the anticipated terms and provisions of any agreement with any such EPC or other contractor, and anticipated costs related thereto;
- statements regarding any agreement to be entered into or performed substantially in the future, including any revenues anticipated to be received and the anticipated timing thereof, and statements regarding the amounts of total LNG regasification, liquefaction or storage capacities that are, or may become, subject to such commercial arrangements;
- statements regarding counterparties to our commercial contracts, construction contracts and other contracts;
- statements regarding our planned construction of additional liquefaction trains, including the financing of such trains;
- statements that our liquefaction trains, when completed, will have certain characteristics, including amounts of liquefaction capacities;

statements regarding our business strategy, our strengths, our business and operation plans or any other plans, forecasts, projections or objectives, including anticipated revenues and capital expenditures, any or all of which are subject to change;

statements regarding legislative, governmental, regulatory, administrative or other public body actions, requirements, permits, investigations, proceedings or decisions; and

any other statements that relate to non-historical or future information.

Certain factors, risks and uncertainties could cause actual results to differ materially from our expectations as discussed under the heading “Risk Factors” below and as otherwise described in our periodic filings with the SEC incorporated by reference herein.

We caution you not to place undue reliance on these forward-looking statements, which speak only as of the date of this prospectus supplement or, in any document we incorporate by reference, the date of that document. All such forward-looking statements are expressly qualified in their entirety by the cautionary statements in this section, and other than as required under the securities laws, we undertake no obligation to publicly update or revise any forward-looking statements.

#### SEC REVIEW

The SEC has not reviewed this prospectus supplement, the accompanying prospectus or all of the documents incorporated by reference herein. From time to time, the SEC routinely reviews and comments on filings by issuers. As a result of any review of our filings by the SEC, we could be required to modify, amend or reformulate information contained in prior filings made under the Exchange Act, including changes to the description of our business, financial statements and other information. Any modification, amendment or reformulation of information contained in such filings could be significant.

## SUMMARY

This summary highlights information contained elsewhere in this prospectus supplement and the accompanying prospectus. It does not contain all of the information that you should consider before making an investment decision. You should carefully read this prospectus supplement, the accompanying prospectus and the documents incorporated by reference for a more complete understanding of our business and this offering. Please read “Risk Factors” on page S-9 of this prospectus supplement and included in our Annual Report on Form 10-K for the year ended December 31, 2012 for more information about important factors that you should consider before investing in our common units.

Throughout this prospectus supplement, when we use the terms “Cheniere Energy Partners,” “our partnership,” “we,” “our,” “us” or similar references, we are referring to Cheniere Energy Partners, L.P. and its consolidated subsidiaries. References in this prospectus supplement to our “general partner” refer to Cheniere Energy Partners GP, LLC.

### Cheniere Energy Partners, L.P.

We are a Delaware limited partnership formed by Cheniere Energy, Inc., or Cheniere. Through our wholly owned subsidiary, Sabine Pass LNG, L.P., we own and operate the Sabine Pass LNG terminal located in western Cameron Parish, Louisiana on the Sabine Pass Channel. Through our wholly owned subsidiary, Sabine Pass Liquefaction, LLC, we have commenced construction of liquefaction facilities adjacent to the Sabine Pass LNG terminal.

### Principal Executive Offices

Our headquarters are located at 700 Milam Street, Suite 800 in Houston, Texas. Our phone number is (713) 375-5000, and our website is accessed at [www.cheniereenergypartners.com](http://www.cheniereenergypartners.com). Information on our website is not incorporated into this prospectus supplement or our other securities filings and is not a part of this prospectus supplement.

Organizational Chart

The chart below depicts our organization and ownership structure immediately after giving effect to this offering:

S-5

---

THE OFFERING

Issuer Cheniere Energy Partners, L.P.

NYSE MKT Symbol “CQP”

Common units offered by us 17,590,360 common units

Common units to be outstanding after the offering 57,078,848 common units

Use of proceeds We will receive net proceeds from this offering, after deducting estimated fees and expenses, of approximately \$372.2 million, including our general partner's proportionate capital contribution of approximately \$7.4 million to maintain its 2% general partner interest in us. We intend to use the net proceeds from this offering to finance the costs associated with our liquefaction project being developed adjacent to the Sabine Pass LNG terminal and for general business purposes. See “Use of Proceeds.”

Cash Distributions We must distribute all of our cash on hand at the end of each quarter, less any reserves established by our general partner. We refer to this as available cash, and we define its meaning in our partnership agreement. Our partnership agreement also requires that we distribute all of our available cash from operating surplus each quarter in the following manner:

- first, 98% to the common unitholders and 2% to our general partner, until each common unit has received the initial quarterly distribution of \$0.425 plus any arrearages from prior quarters;
- second, 98% to the subordinated unitholders and 2% to our general partner, until each subordinated unit has received the initial quarterly distribution of \$0.425;
- third, 98% to all unitholders (excluding Class B unitholders), pro rata, and 2% to our general partner, until each unit has received an aggregate distribution equal to \$0.489;
- fourth, 85% to all unitholders (excluding Class B unitholders), pro rata, and 15% to our general partner, until each unitholder receives a total of \$0.531 per unit for that quarter;
- fifth, 75% to all unitholders (excluding Class B unitholders), pro rata, and 25% to our general partner, until each unitholder receives a total of \$0.638 per unit for that quarter; and



- thereafter, 50% to all unitholders (excluding Class B unitholders), pro rata, and 50% to our general partner. Cash distributions on the common units will generally be made within 45 days after the end of each quarter.

Limited Voting Rights

Our general partner manages and operates us. Unlike the holders of common stock in a corporation, you will have only limited voting rights on matters affecting our business. You will have no right to elect our general partner or its directors on an annual or other continuing basis. Our general partner may not be removed except by a vote of the holders of at least 66 2/3% of the outstanding units (which include Class B Units), including any units owned by our general partner and its affiliates, voting together as a single class. Upon completion of this offering, our general partner and its affiliates will own an aggregate of approximately 56.3% of our outstanding units. Please read “The Partnership Agreement-Voting Rights” in the accompanying prospectus.

Risk Factors

Please read “Risk Factors” on page S-9 of this prospectus supplement and included in our Annual Report on Form 10-K for the year ended December 31, 2012 for more information about important factors that you should consider before investing in our common units.

## SUMMARY HISTORICAL FINANCIAL DATA

The summary consolidated statement of operations information for the years ended December 31, 2010, 2011 and 2012 and the summary consolidated balance sheet information as of December 31, 2011 and 2012 are derived from Cheniere Partners' audited consolidated financial statements, which are incorporated by reference into this prospectus supplement. The summary consolidated balance sheet information as of December 31, 2010 is derived from Cheniere Partners' audited consolidated financial statements, which are not included or incorporated by reference into this prospectus supplement. This summary consolidated financial information should be read in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations" and Cheniere Partners' consolidated financial statements and the related notes thereto included in Cheniere Partners' Annual Report on Form 10-K for the year ended December 31, 2012, which is incorporated by reference into this prospectus supplement.

	Year ended December 31,		
	2012	2011	2010
	(in thousands)		
Statements of Operations Data:			
Revenues (including transactions with affiliates)	\$264,327	\$283,790	\$399,282
Expenses (including transactions with affiliates)	200,787	139,164	118,485
Net income from operations	63,540	144,626	280,797
Other expense	213,676	175,645	173,229
Net income (loss)	(150,136 )	(31,019 )	107,568
Balance Sheet Data (at end of period):			