

Blackstone Management Associates VI L.L.C.

Form 4

December 28, 2017

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Blackstone CQP Common Holdco
L.P.

(Last) (First) (Middle)

C/O THE BLACKSTONE GROUP
L.P., 345 PARK AVENUE

(Street)

NEW YORK, NY 10154

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/26/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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

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 Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Units	12/26/2017		P		25,466	A	\$ 28.6138 ⁽¹⁾	1,242,858 I	See footnotes ⁽²⁾ ⁽⁷⁾ ⁽⁹⁾ ⁽¹¹⁾ ⁽¹²⁾
Common Units	12/27/2017		P		308,766	A	\$ 29.0929 ⁽¹⁾	1,551,624 I	See footnotes ⁽²⁾ ⁽⁷⁾ ⁽⁹⁾ ⁽¹¹⁾ ⁽¹²⁾
Common Units								198,978,886 I	See footnotes ⁽³⁾ ⁽⁷⁾ ⁽⁹⁾

See
footnotes
(4) (8) (9)
(10) (11)
(12)

953.855 I

See
footnotes
(5) (8) (9)
(10) (11)
(12)

953.855 I

See
footnotes
(6) (8) (9)
(10) (11)
(12)

462.922 I

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SEC 1474
(9-02)

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)
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Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owner Name / Address

Director 10% Owner Officer Other

X

345 PARK AVENUE
NEW YORK, NY 10154

BMA VI L.L.C.

C/O THE BLACKSTONE GROUP L.P.

345 PARK AVENUE

NEW YORK 10154

X

Blackstone CQP Common Holdco GP LLC

C/O THE BLACKSTONE GROUP L.P.

345 PARK AVENUE

NEW YORK, NY 10154

X

Blackstone CQP Holdco LP

C/O THE BLACKSTONE GROUP L.P.

345 PARK AVENUE

NEW YORK, NY 10154

X

Blackstone CQP Holdco II GP LLC

C/O THE BLACKSTONE GROUP L.P.

345 PARK AVENUE

NEW YORK, NY 10154

X

Blackstone CQP FinanceCo LP

C/O THE BLACKSTONE GROUP L.P.

345 PARK AVENUE

NEW YORK, NY 10154

X

Blackstone CQP Holdco GP, LLC

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NEW YORK, NY 10154

X

Blackstone Energy Management Associates L.L.C.

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NEW YORK, NY 10154

X

Blackstone EMA L.L.C.

C/O THE BLACKSTONE GROUP L.P.

345 PARK AVENUE

NEW YORK, NY 10154

X

Blackstone Management Associates VI L.L.C.

C/O THE BLACKSTONE GROUP L.P.

345 PARK AVENUE

NEW YORK, NY 10154

X

Signatures

BLACKSTONE CQP COMMON HOLDCO L.P., By: Blackstone CQP Common Holdco GP LLC, By: Blackstone Management Associates VI L.L.C., its managing member, By: BMA VI L.L.C., its sole member, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer

12/28/2017

__Signature of Reporting Person

Date

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BLACKSTONE CQP COMMON HOLDCO GP LLC, By: Blackstone Management Associates VI L.L.C., its managing member, By: BMA VI L.L.C., its sole member, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer	12/28/2017
__Signature of Reporting Person	Date
BLACKSTONE CQP HOLDCO LP, By: Blackstone CQP Holdco II GP LLC, By: Blackstone CQP FinanceCo LP, By: Blackstone CQP Holdco GP, LLC, By: Blackstone Management Associates VI L.L.C., By: BMA VI L.L.C, By: /s/ John G. Finley, Title: Chief Legal Officer	12/28/2017
__Signature of Reporting Person	Date
BLACKSTONE CQP HOLDCO II GP LLC, By: Blackstone CQP FinanceCo LP, By: Blackstone CQP Holdco GP, LLC, By: Blackstone Management Associates VI L.L.C., By: BMA VI L.L.C., By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer	12/28/2017
__Signature of Reporting Person	Date
BLACKSTONE CQP FINANCECO LP, By: Blackstone CQP Holdco GP, LLC, its general partner, By: Blackstone Management Associates VI L.L.C., its sole member, By: BMA VI L.L.C., its sole member, By: /s/ John G. Finley, Title: Chief Legal Officer	12/28/2017
__Signature of Reporting Person	Date
BLACKSTONE CQP HOLDCO GP, LLC, By: Blackstone Management Associates VI L.L.C., its sole member, By: BMA VI L.L.C., its sole member, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer	12/28/2017
__Signature of Reporting Person	Date
BLACKSTONE ENERGY MANAGEMENT ASSOCIATES L.L.C., By: Blackstone EMA L.L.C., its sole member, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer	12/26/2017
__Signature of Reporting Person	Date
BLACKSTONE EMA L.L.C., By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer	12/26/2017
__Signature of Reporting Person	Date
BLACKSTONE MANAGEMENT ASSOCIATES VI L.L.C., By: BMA VI L.L.C., its sole member, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer	12/26/2017
__Signature of Reporting Person	Date
BMA VI L.L.C., its sole member, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer	12/26/2017
__Signature of Reporting Person	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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions on December 26, 2017 and December 27, 2017 at prices ranging from \$28.455 to \$28.82 and \$28.74 to \$29.29, respectively. The reporting person undertakes to provide Cheniere Energy Partners, L.P. (the "Company"), any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
 - (2) 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

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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.

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 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.
- (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 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.

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.