

CHENIERE ENERGY INC
Form 4
May 03, 2018

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 *
CHENIERE ENERGY INC

2. Issuer Name and Ticker or Trading Symbol
Cheniere Energy Partners LP Holdings, LLC [CQH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
700 MILAM ST., SUITE 1900

3. Date of Earliest Transaction (Month/Day/Year)
05/03/2018

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

(Street)
HOUSTON, TX 77002

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 Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Shares representing LLC interests | 05/03/2018 | | P | | 1,323,102 | A | 11 208,247,385 |
| Common Shares representing LLC interests | 05/03/2018 | | P | | 4,706,606 | A | 12 212,953,991 |

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

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(9-02)

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CHENIERE ENERGY INC 700 MILAM ST. SUITE 1900 HOUSTON, TX 77002 | | X | | |

Signatures

/s/ Sean N. Markowitz, General Counsel and Corporate Secretary of Cheniere Energy, Inc. 05/03/2018

__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) Pursuant to the Share Purchase and Exchange Agreement, dated as of May 3, 2018, by and between the Reporting Person and Everett Opportunities Master Fund LP, the Reporting Person purchased an aggregate of 1,323,102 shares of the Issuer's Common Shares representing LLC interests ("CQH Shares") in exchange for 632,442 shares of common stock, par value \$0.003 per share, of the Reporting Person ("CEI Shares"), representing an exchange ratio of approximately 1 CQH Share for 0.4780 CEI Shares.

(2) Pursuant to the Share Purchase and Exchange Agreement, dated as of May 3, 2018, by and between the Reporting Person and Anchorage Capital Master Offshore, Ltd., Anchorage Illiquid Opportunities Offshore Master IV, L.P., and Anchorage Illiquid Opportunities Offshore Master V, L.P., the Reporting Person purchased an aggregate of 4,706,606 CQH Shares in exchange for 2,249,758 CEI Shares, representing an exchange ratio of approximately 1 CQH Share for 0.4780 CEI Shares.

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

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