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

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**SCHEDULE 13D**

**UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(Amendment No. 4)\***

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**CHENIERE ENERGY PARTNERS LP  
HOLDINGS, LLC**  
(Name of Issuer)

**Common Shares**  
(Title of Class of Securities)

**I6411W108**  
(CUSIP Number)

**Michael J. Wortley**  
**700 Milam Street**  
**Suite 1900**  
**Houston, Texas 77002**  
**(713) 375-5000**  
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

**September 29, 2016**  
(Date of Event Which Requires Filing of This Statement)

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If the filing person has previously filed a statement on Schedule 13G to report this acquisition that is the subject of this Schedule 13D, and is filing this Schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box:

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**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

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\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

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1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)  Cheniere Energy, Inc. 95-4352386	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS)  OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  185,600,000 Common Shares
	8	SHARED VOTING POWER
	9	SOLE DISPOSITIVE POWER  185,600,000 Common Shares
	10	SHARED DISPOSITIVE POWER
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  185,600,000 Common Shares	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>  N/A	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  80.1% <sup>1</sup>	
14	TYPE OF REPORTING PERSON  CO - corporation	

<sup>1</sup> The percentages relating to common shares reported herein are based on 231,700,000 common shares outstanding as of August 1, 2016, as reported in the Form 10-Q filed with the Securities and Exchange Commission by the Issuer on August 9, 2016.

**Explanatory Note**

This Amendment No. 4 to Schedule 13D amends and supplements the information set forth in the Schedule 13D filed by Cheniere Energy, Inc. with the United States Securities and Exchange Commission on December 20, 2013, as amended by Amendment No. 1 to Schedule 13D filed on November 19, 2014, as amended and restated in its entirety by Amendment No. 2 to Schedule 13D filed on May 13, 2016 and as further amended by Amendment No. 3 to Schedule 13D filed on August 12, 2016 (collectively, the “**Schedule 13D**”).

Except as set forth herein, this Amendment No. 4 does not modify any of the information previously reported in the Schedule 13D. All capitalized terms contained herein but not otherwise defined shall have the meanings ascribed to such terms in the Schedule 13D.

**Item 4. Purpose of the Transaction.**

Item 4 is hereby amended by adding the following paragraphs:

On September 29, 2016, representatives of the Reporting Person delivered a proposal (the “Cheniere Proposal Letter”) to the Board of Directors of the Issuer to acquire all of the outstanding Common Shares of the Issuer not already owned by the Reporting Person in exchange for shares of common stock of the Reporting Person, par value \$.003 (the “Cheniere Stock”), at an exchange ratio of 0.5049 shares of Cheniere Stock for each Common Share of the Issuer. The foregoing description of the Cheniere Proposal Letter does not purport to be complete and is qualified in its entirety by reference to the full text of the Cheniere Proposal Letter which is filed as Exhibit 99.5 hereto and is incorporated by reference in its entirety into this Item 4.

There can be no assurance that any discussions that may occur between the Reporting Person and the Issuer will contain transaction terms consistent with those described in the Cheniere Proposal Letter or result in the entry into a definitive agreement concerning a transaction or, if such a definitive agreement is reached, will result in the consummation of a transaction provided for in such definitive agreement. Discussions concerning a possible transaction may be terminated at any time and without prior notice. Entry into a definitive agreement concerning a potential transaction and the consummation of any such transaction is subject to a number of contingencies, which are beyond the control of the Reporting Person, including the satisfactory completion of due diligence, the approval of the Boards of Directors of the Issuer and the Reporting Person, the approval of a conflicts committee established by the Board of Directors of the Issuer, and the satisfaction of any conditions to the consummation of a transaction set forth in any such definitive agreement.

The Reporting Person does not intend to disclose developments with respect to the foregoing unless and until the Boards of Directors of the Issuer and the Reporting Person have approved a specific transaction, if any, except as may be required by law. The foregoing is not intended to limit the matters previously disclosed in Item 4 of this Schedule 13D.

**Item 7. Material to be Filed as Exhibits.**

Item 7 is hereby amended and supplemented by adding the following exhibits:

Exhibit 99.5            Cheniere Proposal Letter, dated September 29, 2016

SIGNATURES

After reasonable inquiry and to the best of each of the undersigned's knowledge and belief, each of the undersigned hereby certifies that the information set forth in this statement is true, complete and correct.

September 30, 2016

CHENIERE ENERGY, INC.

By: /s/ Michael J. Wortley  
Michael J. Wortley  
Title: Executive Vice President and Chief Financial Officer

[Cheniere Energy, Inc. Letterhead]

September 29, 2016

The Board of Directors  
Cheniere Energy Partners LP Holdings, LLC  
700 Milam Street, Suite 1900  
Houston, Texas 77002

Members of the Board of Directors:

Cheniere Energy, Inc. (“CEI”) is pleased to submit to you this preliminary non-binding proposal to acquire all of the outstanding common shares of Cheniere Energy Partners LP Holdings, LLC (the “Company” or “CQH”) not already owned by CEI (the “Transaction”) as described below.

Currently, CEI beneficially owns 185,600,000 common shares of the Company, representing 80.1% of the total outstanding common shares of the Company based on the total number of outstanding common shares as of August 1, 2016 (as reported by the Company in its Quarterly Report on Form 10-Q filed with the Securities and Exchange Committee on August 9, 2016).

We are proposing to acquire all of the outstanding common shares of CQH not already owned by CEI in exchange for 0.5049 shares of CEI common stock for each common share of the Company. This proposal represents a value of \$21.90 per share, or a premium of approximately 3.0% over the closing price of the Company’s shares, based on today’s closing prices of the Company’s shares and of CEI’s shares, or a premium of approximately 7.0% over the 30-trading day average CQH / CEI exchange ratio as of September 29, 2016. This proposal provides the Company’s shareholders with compelling value both in the short and long-term. Importantly, the Company’s shareholders will also benefit from a substantial increase in trading liquidity in their holdings. The Transaction will also be structured to be a tax free exchange to the Company’s shareholders.

As new CEI shareholders, the current CQH public shareholders would have the opportunity to participate in the future success of the entire CEI complex including exposure to cash flows from the Corpus Christi liquefaction project, the general partner and the incentive distribution rights of Cheniere Energy Partners, L.P., and Cheniere Marketing, LLC, in addition to the cash flows associated with ownership of limited partner units of Cheniere Energy Partners, L.P. As such, CQH shareholders would benefit from greater diversity of cash flow sources and the upside associated with future expansion projects. In addition, under the current structure, the Company is expected to be a cash tax payer in the near term, reducing available cash for distributions to the Company’s shareholders. CEI’s net operating loss carryforwards are substantially larger than the Company’s.

Lastly, the proposal reflects a fair and appropriate valuation of the Company. The tax-free treatment of the Transaction does not provide CEI with any incremental tax benefits (i.e., “step-up”). Similarly, there is little increase in liquidity for CEI shareholders from the Transaction. Finally, given the Company’s limited operating and management expenses, the financial synergies from the Transaction are minimal.

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Further detail of the merits of the Transaction for the Company's shareholders can be found in the enclosed presentation materials.

CEI submits this proposal to the board of directors of the Company for consideration pursuant to the Special Approval procedures outlined in Section 7.8(a)(i) of the Amended and Restated Limited Liability Company Agreement of the Company, dated December 13, 2013 (the "LLC Agreement"). We believe that this procedure provides the best mechanism to accomplish the twin goals of an informed and deliberate consideration of the proposal and a streamlined and expeditious path to announcement of a mutually agreed Transaction.

Our proposal is subject to the negotiation of mutually agreeable definitive transaction documents and the final approval of the Transaction by the board of CEI, the board of CQH and a conflicts committee established by the board of CQH, as well as a vote of the Company's shareholders (we will agree to a customary voting agreement to vote our shares in support of the Transaction). No vote of CEI's shareholders will be required to consummate the Transaction. The Transaction may be subject to customary closing conditions; however, we do not believe that any regulatory approvals would be required to consummate the Transaction. In summary, CEI is well positioned to negotiate and complete the transaction in an expedited manner.

The terms and conditions upon which we are prepared to execute the Transaction are set forth below:

1. Purchase Price. The consideration payable in the Transaction will be a share exchange of 0.5049 shares of CEI common stock for each common share of the Company as described above.
2. Definitive Agreement. We are prepared to promptly negotiate and finalize mutually satisfactory definitive transaction documents.
3. Process. We believe it is prudent and in the best interests of the Company for the Company to consider the Transaction pursuant to the Special Approval process as outlined in the conflicts transactions provisions in Section 7.8(a)(i) of the LLC Agreement.
4. Advisors. CEI has engaged J.P. Morgan Securities LLC as its financial advisor, Sullivan & Cromwell LLP as its legal counsel, and Morgan, Lewis & Bockius LLP as its special tax counsel in connection with the Transaction.

This letter will be promptly filed and disclosed to the public in accordance with applicable securities regulations. This letter constitutes only a preliminary indication of our interest, and does not constitute an offer capable of acceptance or any binding commitment with respect to the Transaction. A binding commitment will result only from the execution of definitive transaction documents, and then will be on the terms and conditions provided therein.

We believe that we are uniquely positioned to provide a compelling opportunity for the shareholders of the Company on an expedited timeframe. This proposal provides compelling value to the Company's shareholders and offers material benefits including greater cash flow diversity and exposure to growth upside, a substantial increase in trading liquidity, a tax free exchange, and access to substantially larger net operating loss carryforwards. We look forward to discussing a potential Transaction with you, and hope to expeditiously enter into a definitive agreement.

Sincerely,

/s/ Michael J. Wortley

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Michael J. Wortley  
Executive Vice President and Chief Financial Officer of Cheniere  
Energy, Inc.