

Capital Product Partners L.P.  
Form 6-K  
June 06, 2012

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C.  
FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER  
Pursuant to Rule 13a-16 or 15d-16 under  
the Securities Exchange Act of 1934

For the month of June, 2012

COMMISSION FILE NUMBER: 001-33373

CAPITAL PRODUCT PARTNERS L.P.  
(Translation of registrant's name into English)

3 Iassonos Street  
Piraeus, 18537 Greece  
(Address of principal executive offices)

Indicate by check mark whether the Registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F

Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934. Yes  No

(If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-\_\_\_\_\_.)

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Item 1 – Information Contained in this Form 6-K Report

On June 6, 2012, Capital Product Partners L.P. (the “Partnership”) completed an issuance and sale of 1,111,111 Class B Convertible Preferred Units (the “Class B Units”) to Salient Midstream & MLP Fund and Capital Maritime & Trading Corp. (the “Purchasers”), pursuant to the Class B Convertible Preferred Unit Subscription Agreement, dated as of June 6, 2012 (the “Subscription Agreement”). The Second Amendment, dated as of May 22, 2012 (the “Second Amendment to the LP Agreement”), to the Second Amended and Restated Agreement of Limited Partnership of the Partnership establishes and sets forth the rights, preferences, privileges, duties and obligations of the Class B Units. In addition, the Partnership entered into the Registration Rights Agreement, dated as of June 6, 2012 (the “Registration Rights Agreement”), with Salient Midstream & MLP Fund, relating to the registered resale of Common Units issuable upon the conversion of the Class B Units purchased pursuant to the Subscription Agreement.

The Class B Units have not been registered under the Securities Act of 1933, as amended, and may not be offered or sold in the United States absent a registration statement or exemption from registration.

The foregoing description of the Class B Units, the terms of their issuance and the related documents does not purport to be complete and is qualified in its entirety by the terms and conditions of the Subscription Agreement, the Registration Rights Agreement, and the Second Amendment to the LP Agreement, which are filed as exhibits to this report and incorporated herein by reference.

Attached as Exhibit I is the Class B Convertible Preferred Unit Subscription Agreement, dated as of June 6, 2012, by and among the Partnership and each of the purchasers named therein.

Attached as Exhibit II is the Registration Rights Agreement, dated as of June 6, 2012, by and among the Partnership and Salient Midstream & MLP Fund.

The Second Amendment, dated as of May 22, 2012, to the Second Amended and Restated Agreement of Limited Partnership of the Partnership, dated as of February 22, 2010, as amended, was filed as Exhibit II to the Issuer’s Report of Foreign Private Issuer on Form 6-K/A filed with the Commission on May 23, 2012 (No. 001-33373) and is incorporated by reference herein in its entirety.

This report on Form 6-K is hereby incorporated by reference into the registrant’s registration statement, registration number 333-177491, dated October 24, 2011.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CAPITAL PRODUCT PARTNERS L.P.

Dated: June 6, 2012

By: Capital GP L.L.C., its general partner

/s/ Ioannis E. Lazaridis

Name: Ioannis E. Lazaridis

Title: Chief Executive Officer and  
Chief Financial Officer of Capital GP L.L.C.