

Capital Product Partners L.P.  
Form 6-K  
September 05, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 6-K**

**REPORT OF FOREIGN PRIVATE ISSUER**  
**PURSUANT TO RULE 13a-16 OR 15d-16**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the month of September, 2014**

**COMMISSION FILE NUMBER 001-33373**

**CAPITAL PRODUCT PARTNERS L.P.**

**(Translation of registrant's name into English)**

**3 IASSONOS STREET**  
**PIRAEUS, 18537 GREECE**

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(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):

Yes  No

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):

Yes  No

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

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

This report on Form 6-K is hereby incorporated by reference into the registrant's Registration Statements on Form F-3 (File Nos. 333-177491, 333-184209 and 333-189603).

The following exhibits are filed as part of this report:

- 1.1 Underwriting Agreement by and among Capital Product Partners L.P., Capital GP L.L.C., Capital Product Operating L.L.C., Crude Carriers Corp., Crude Carriers Operating Corp., Capital Ship Management Corp., and UBS Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Wells Fargo Securities, LLC as Representatives of the several underwriters named therein, dated September 3, 2014.
  
- 5.1 Opinion of Watson, Farley and Williams LLP, Marshall Islands counsel to Capital Product Partners L.P., as to the validity of the securities being issued.
  
- 8.1 Opinion of Sullivan & Cromwell LLP, United States counsel to Capital Product Partners L.P., with respect to certain tax matters.
  
- 8.2 Opinion of Watson, Farley and Williams LLP, Marshall Islands counsel to Capital Product Partners L.P., with respect to certain tax matters.
  
- 23.1 Consent of Watson, Farley and Williams LLP, Marshall Islands counsel to Capital Product Partners L.P. (included in Exhibits 5.1 and 8.2)
  
- 23.2 Consent of Sullivan & Cromwell LLP, United States counsel to Capital Product Partners L.P. (included in Exhibit 8.1).

**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: September 5, 2014

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.