

Teekay Offshore Partners L.P.
Form SC 13G/A
November 30, 2007

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13G

(RULE 13d - 102)

**Information to be included in statements filed pursuant
to Rules 13d-1(b), (c) and (d) and amendments thereto filed
pursuant to 13d-2(b)**

(AMENDMENT NO. 2)*

Teekay Offshore Partners L.P.

(Name of Issuer)

Common Units

(Title of Class of Securities)

Y8565J101

(CUSIP Number)

November 26, 2007

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule

pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*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

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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 (however, see the Notes).

(Continued on the Following Pages)

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1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Luxor Capital Partners, LP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) X
(b) o

3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER
0

6. SHARED VOTING POWER
212,244

7. SOLE DISPOSITIVE POWER
0

8. SHARED DISPOSITIVE POWER
212,244

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
212,244

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES* o

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
2.2%

12. TYPE OF REPORTING PERSON*
PN

***SEE INSTRUCTIONS BEFORE FILLING OUT!**

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1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

LCG Select, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

- (a)
- (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

61,599

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

61,599

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

61,599

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)

EXCLUDES CERTAIN SHARES*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.6%

12. TYPE OF REPORTING PERSON*

OO

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1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Luxor Capital Partners Offshore, Ltd.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) X
(b) O

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

297,074

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

297,074

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

297,074

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)

EXCLUDES CERTAIN SHARES* O

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.0%

12. TYPE OF REPORTING PERSON*

CO

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1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

LCG Select Offshore, Ltd.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) X
(b) O

3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER
0

6. SHARED VOTING POWER
341,947

7. SOLE DISPOSITIVE POWER
0

8. SHARED DISPOSITIVE POWER
341,947

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
341,947

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES* O

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
3.5%

12. TYPE OF REPORTING PERSON*
CO

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1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Luxor Capital Group, LP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) X
(b) O

3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER
0

6. SHARED VOTING POWER
998,725

7. SOLE DISPOSITIVE POWER
0

8. SHARED DISPOSITIVE POWER
998,725

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
998,725

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES* O

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
10.2%

12. TYPE OF REPORTING PERSON*
PN

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1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Luxor Management, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) X
(b) O

3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER
0

6. SHARED VOTING POWER
998,725

7. SOLE DISPOSITIVE POWER
0

8. SHARED DISPOSITIVE POWER
998,725

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
998,725

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES* O

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
10.2%

12. TYPE OF REPORTING PERSON*
OO

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1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

LCG Holdings, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) X
(b) O

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

273,843

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

273,843

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

273,843

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)

EXCLUDES CERTAIN SHARES* O

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.8%

12. TYPE OF REPORTING PERSON*

OO

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1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Christian Leone

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) X
(b) o
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER
0
6. SHARED VOTING POWER
998,725
7. SOLE DISPOSITIVE POWER
0
8. SHARED DISPOSITIVE POWER
998,725
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
998,725
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES* o
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
10.2%
12. TYPE OF REPORTING PERSON*
IN, HC

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This statement is filed pursuant to Rule 13d-2(b) promulgated under the Securities Exchange Act of 1934, as amended, with respect to the Common units (the "Common Units") of Teekay Offshore Partners L.P. beneficially owned by the Reporting Persons identified below as of November 26, 2007, and amends and supplements the Schedule 13G originally filed on December 26, 2006, as previously amended (the "Schedule 13G"). Except as set forth herein, the Schedule 13G is unmodified.

The names of the persons filing this statement on Schedule 13G are (collectively, the "Reporting Persons"):

- Luxor Capital Partners, LP, a Delaware limited partnership (the "Onshore Fund").
 - LCG Select, LLC, a Delaware limited liability company (the "Select Onshore Fund").
 - Luxor Capital Partners Offshore, Ltd., a Cayman Islands exempted company (the "Offshore Fund").
 - LCG Select Offshore, Ltd., a Cayman Islands exempted company (the "Select Offshore Fund").
 - Luxor Capital Group, LP, a Delaware limited partnership ("Luxor Capital Group").
 - Luxor Management, LLC, a Delaware limited liability company ("Luxor Management").
 - LCG Holdings, LLC, a Delaware limited liability company ("LCG Holdings").
 - Christian Leone, a United States Citizen ("Mr. Leone").
-

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ITEM 4. OWNERSHIP.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:
 - (i) The Onshore Fund owns 212,244 Common Units.
 - (ii) The Select Onshore Fund owns 61,599 Common Units.
 - (iii) The Offshore Fund owns 297,074 Common Units.
 - (iv) The Select Offshore Fund owns 341,947 Common Units.
 - (v) Luxor Capital Group, as the investment manager of the Onshore Fund, the Select Onshore Fund, the Offshore Fund and the Select Offshore Fund, may be deemed to beneficially own the 912,864 Common Units held by them, and an additional 85,861 Common Units held in accounts that it separately manages.
 - (vi) Luxor Management and Mr. Leone may each be deemed to be the beneficial owners of the Common Units beneficially owned by Luxor Capital Group.
 - (vii) LCG Holdings may be deemed to be the beneficial owner of the Common Units held by the Onshore Fund and Select Onshore Fund.
 - (viii) Mr. Leone may be deemed to be the beneficial owner of the Common Units beneficially owned by LCG Holdings.
 - (ix) Collectively, the Reporting Persons beneficially own 998,725 Common Units.
 - (b) Percent of Class:
 - (i) The Onshore Fund's ownership of 212,244 Common Units represents 2.2% of all of the outstanding Common Units based on the 9,800,000 Common Units outstanding as described in the Issuer's Form 20-F filed on April 19, 2007.
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- (ii) The Select Onshore Fund's ownership of 61,599 Common Units represents 0.6% of all of the outstanding Common Units.
- (iii) The Offshore Fund's ownership of 297,074 Common Units represents 3.0% of all of the outstanding Common Units.
- (iv) The Select Offshore Fund's ownership of 341,947 Common Units represents 3.5% of all of the outstanding Common Units.
- (v) LCG Holdings' ownership of the 273,843 Common Units represents 2.8% of all of the outstanding Common Units.
- (vi) Luxor Capital Group's, Luxor Management's and Mr. Leone's beneficial ownership of 998,725 Common Units represents 10.2% of all of the outstanding Common Units.
- (vii) Collectively, the Reporting Persons' beneficial ownership of 998,725 Common Units represents 10.2% of all of the outstanding Common Units.

(c) Number of shares as to which such person has:

- (i) Sole power to vote or to direct the vote

Not applicable.

(ii) Shared power to vote or to direct the vote of Common Units:

The Onshore Fund, Luxor Capital Group, LCG Holdings, Luxor Management and Mr. Leone have shared power to vote or direct the vote of the 212,244 Common Units held by the Onshore Fund.

The Select Onshore Fund, Luxor Capital Group, LCG Holdings, Luxor Management and Mr. Leone have shared power to vote or direct the vote of the 61,599 Common Units held by the Select Onshore Fund.

The Offshore Fund, Luxor Capital Group, Luxor Management and Mr. Leone have shared power to vote or direct the vote of the 297,074 Common Units held by the Offshore Fund.

The Select Offshore Fund, Luxor Capital Group, Luxor Management and Mr. Leone have shared power to vote or direct the vote of the 341,947 Common Units held by the Select Offshore Fund.

Luxor Capital Group, Luxor Management and Mr. Leone have shared power to vote or direct the vote of the 85,861 Common Units beneficially owned by Luxor Capital Group through the separate accounts it manages.

(iii) Sole power to dispose or to direct the disposition of Common Units:

Not applicable.

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(iv) Shared power to dispose or to direct the disposition of Common Units:

The Onshore Fund, Luxor Capital Group, LCG Holdings, Luxor Management and Mr. Leone have shared power to dispose or direct the disposition of the 212,244 Common Units held by the Onshore Fund.

The Select Onshore Fund, Luxor Capital Group, LCG Holdings, Luxor Management and Mr. Leone have shared power to dispose or direct the disposition of the 61,599 Common Units held by the Select Onshore Fund.

The Offshore Fund, Luxor Capital Group, Luxor Management and Mr. Leone have shared power to dispose or direct the disposition of the 297,074 Common Units held by the Offshore Fund.

The Select Offshore Fund, Luxor Capital Group, Luxor Management and Mr. Leone have shared power to dispose or direct the disposition of the 341,947 Common Units held by the Select Offshore Fund.

Luxor Capital Group, Luxor Management and Mr. Leone have shared power to dispose or direct the disposition of the 85,861 Common Units beneficially owned by Luxor Capital Group through the separate accounts it manages.

ITEM 10. CERTIFICATION.

By signing below the undersigned certifies that, to the best of its or his knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

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

Dated: November 29, 2007

LUXOR CAPITAL PARTNERS, LP
By: LCG Holdings, LLC, as General Partner

By: _____
Norris Nissim, General Counsel

LCG SELECT, LLC
By: LCG Holdings, LLC, as General Partner

By: _____
Norris Nissim, General Counsel

LUXOR CAPITAL PARTNERS OFFSHORE, LTD.
By: LCG Capital Group, LP, as investment manager

By: _____
Norris Nissim, General Counsel

LUXOR SELECT OFFSHORE, LTD.
By: LCG Capital Group, LP, as investment manager

By: _____
Norris Nissim, General Counsel

LUXOR CAPITAL GROUP LP
By: Luxor Management, LLC, as General Partner

By: _____
Norris Nissim, General Counsel

LCG HOLDINGS, LLC

By: _____
Norris Nissim, General Counsel

LUXOR MANAGEMENT, LLC

By: _____
Norris Nissim, General Counsel

Adam Miller, as Attorney-in-Fact
for Christian Leone

EXHIBIT C

POWER OF ATTORNEY

The undersigned hereby makes, constitutes and appoints each of Adam Miller and Elena Cimador as the undersigned's true and lawful authorized representative, attorney-in-fact and agent, each with the power individually to execute for and on behalf of the undersigned and to file with and deliver to the United States Securities and Exchange Commission and any other authority or party required or entitled to receive the same: (a) any Forms 3, 4 and 5, and any amendments thereto, in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "1934 Act"), and the rules promulgated thereunder; and (b) any Schedule 13D or Schedule 13G, and any amendments thereto, on behalf of the undersigned in accordance with Section 13 of the 1934 Act and the rules promulgated thereunder.

The undersigned also hereby grants to each such attorney-in-fact the full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, hereby ratifying and confirming all that such attorney-in-fact shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that each of the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with Section 16 or Section 13 or any other provision of the 1934 Act or the rules promulgated thereunder.

This Power of Attorney shall remain in full force and effect until earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of January 20, 2006.

/s/ Christian Leone

Christian Leone

ACKNOWLEDGEMENT IN NEW YORK STATE

STATE OF NEW YORK)
: ss.

COUNTY OF NEW YORK)

On January 20, 2006, before me, the undersigned personally appeared, Christian Leone, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

/s/ Michael J. Sadler
Michael J. Sadler
Notary Public

[Notary Stamp and Seal]