

Teekay Offshore Partners L.P.
Form 4
June 16, 2008

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 *
Luxor Capital Group, LP

2. Issuer Name and Ticker or Trading Symbol
Teekay Offshore Partners L.P.
[TOO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
767 FIFTH AVENUE, 19TH FLOOR

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/13/2008

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

NEW YORK, NY 10153

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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 Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	06/13/2008		P		58,507	A	\$ 20	335,270	D (1) (8) (9)
Common Stock	06/13/2008		P		248,416	A	\$ 20	658,401	D (2) (8) (9)
Common Stock	06/13/2008		P		7,987	A	\$ 20	88,171	D (3) (8) (9)
Common Stock	06/13/2008		P		4,717	A	\$ 20	403,692	D (4) (8) (9)
Common Stock	06/13/2008		P		3,275	A	\$ 20	3,275	D (5) (8) (9)

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Common Stock	06/13/2008	P	22,709	A	\$ 20	22,709	D	(6) (8) (9)
Common Stock	06/13/2008	P	14,392	A	\$ 20	14,392	I	See (7) (8) (9)

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

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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 Owned Following Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Luxor Capital Group, LP 767 FIFTH AVENUE 19TH FLOOR NEW YORK, NY 10153		X		
LUXOR CAPITAL PARTNERS OFFSHORE LTD C/O M&C CORPORATE SVCS LTD PO BOX 309 GT UGLAND HOUSE GEORGE TOWN, E9 00000		X		
Luxor Capital Partners, LP 767 FIFTH AVENUE, 19TH FLOOR NEW YORK, NY 10153		X		
LCG SELECT OFFSHORE LTD PO BOX 309GT UGLAND HOUSE SOUTH CHURCH S GEORGE TOWN		X		

GRAND CAYAMAN CAYMAN ISLANDS, E9 00000

LCG SELECT LLC
767 FIFTH AVENUE
19TH FLOOR
NEW YORK, NY 10153

X

Signatures

Norris Nissim, as General Counsel of Luxor Management, LLC, General Partner of Luxor Capital Group, LP

06/16/2008

__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) Reflects the securities of the issuer owned directly by Luxor Capital Partners, LP (the "Onshore Fund").
- (2) Reflects the securities of the issuer owned directly by Luxor Capital Partners Offshore, Ltd. (the "Offshore Fund").
- (3) Reflects the securities of the issuer owned directly by LCG Select, LLC (the "Select Onshore Fund").
- (4) Reflects the securities of the issuer owned directly by LCG Select Offshore, Ltd. (the "Select Offshore Fund").
- (5) Reflects the securities of the issuer owned directly by Luxor Spectrum, LLC (the "Spectrum Onshore Fund").
- (6) Reflects the securities of the issuer owned directly by Luxor Spectrum Offshore, Ltd. (the "Spectrum Offshore Fund").
- (7) Reflects the securities of the issuer held in accounts managed separately ("Separately Managed Accounts") by Luxor Capital Group, LP ("Luxor Capital Group").

Luxor Capital Group acts as the investment manager of the Onshore Fund, the Offshore Fund, the Select Onshore Fund, the Select Offshore Fund, the Spectrum Onshore Fund and the Spectrum Offshore Fund (collectively, the "Luxor Funds") and the Separately Managed Accounts. Luxor Management, LLC ("Luxor Management") is the general partner of Luxor Capital Group. Mr. Leone is the managing member of Luxor Management. LCG Holdings, LLC ("LCG Holdings") is the general partner of the Onshore Fund and the managing member of the Select Onshore Fund and the Spectrum Onshore Fund. Mr. Leone is the managing member of LCG Holdings.

- (8) Luxor Capital Group, Luxor Management and Mr. Leone may each be deemed to indirectly beneficially own the shares of common stock held by the Luxor Funds and the Separately Managed Accounts. LCG Holdings may be deemed to indirectly beneficially own the shares of common stock held by the Onshore Fund, the Select Onshore Fund and the Spectrum Onshore Fund. For purposes of this Form 4, Luxor Capital Group, Luxor Management, LCG Holdings and Mr. Leone each disclaims ownership of the shares of common stock owned by the Luxor Funds and the Separately Managed Accounts, except to the extent of their pecuniary interest therein.

Remarks:

On June 12, 2008, the issuer entered into agreements to issue additional shares of common stock, and therefore, the Reporting Persons are no longer 10% owners and are no longer subject to the filing requirements under Section 16 of the Securities Exchange Act of 1934, as amended.

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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