

Teekay Offshore Partners L.P.  
Form 6-K  
July 16, 2012

**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**

**Date of report: July 16, 2012**

**Commission file number 1- 33198**

**TEEKAY OFFSHORE PARTNERS L.P.**

**(Exact name of Registrant as specified in its charter)**

**4th Floor**

**Belvedere Building**

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**69 Pitts Bay Road**

**Hamilton, HM08 Bermuda**

**(Address of principal executive office)**

Indicate by check mark whether the registrant files or will file annual reports under cover 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

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

On July 10, 2012, Teekay Offshore Partners L.P. (the Partnership ) entered into certain Common Unit Purchase Agreements (the Purchase Agreements ) pursuant to which it agreed to sell an aggregate 1,700,022 common units representing limited partnership interests in the Partnership (the Units ) to certain institutional investors (the Purchasers ) in a private placement for net proceeds, excluding the proportionate capital contribution of the Partnership 's general partner, of approximately \$45 million. The private placement closed on July 12, 2012.

The Partnership intends to use the net proceeds from the private placement to partially finance the Partnership 's previously announced acquisition of four newbuilding shuttle tankers that are scheduled to deliver in mid-2013.

The Units have not been registered under the Securities Act of 1933, as amended (the Securities Act ), and may not be offered or sold in the United States absent a registration statement or exemption from registration. Concurrently with the closing of the private placement, the Partnership entered into a registration rights agreement with the Purchasers providing them with certain rights relating to registration of the Units under the Securities Act.

The Purchase Agreements contain representations and warranties, covenants and indemnification provisions that are typical for private placements by public companies.

The Partnership has conducted the private placement of the Units in accordance with the Purchase Agreements and pursuant to the exemption from registration under the Securities Act provided by Section 4(2) of the Securities Act and certain rules and regulations promulgated under that section. Each Purchaser has represented in the applicable Purchase Agreement that it is an accredited investor within the meaning of Rule 501 of Regulation D under the Securities Act, and that such Purchaser is acquiring the Units for its own account, for the account of its affiliates or for the accounts of clients for investment purposes and not with a view to or for distributing or reselling such Units or any part thereof. In addition, each Purchaser has agreed that it will not sell or otherwise dispose of all or any part of its Units except pursuant to an effective registration statement under the Securities Act or under an exemption from such registration and in compliance with applicable federal and state securities laws.

**Exhibits**

The following exhibit is filed as part of this Report:

99.1 A copy of an announcement of Teekay Offshore Partners L.P. dated July 13, 2012.

**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.

TEEKAY OFFSHORE PARTNERS L.P.

By: Teekay Offshore GP L.L.C., its general partner

Date: July 16, 2012

By: /s/ Peter Evensen  
Peter Evensen

Chief Executive Officer and Chief Financial Officer (Principal  
Financial and Accounting Officer)