

Teekay Offshore Partners L.P.  
Form 6-K  
April 25, 2013

**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: April 25, 2013**

**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

**THIS REPORT ON FORM 6-K IS HEREBY INCORPORATED BY REFERENCE INTO THE FOLLOWING REGISTRATION STATEMENT OF THE COMPANY:**

**REGISTRATION STATEMENT ON FORM F-3ASR (FILE NO. 333-188051) ORIGINALLY FILED WITH THE SEC ON APRIL 22, 2013**

**Item 6 Exhibits**

The following exhibits are filed as part of this Report:

- 1.1 Underwriting Agreement
- 5.1 Opinion of Watson, Farley & Williams (New York) LLP, Marshall Islands counsel to Teekay Offshore Partners L.P.
- 8.1 Opinion of Perkins Coie LLP, United States counsel to Marshall Islands counsel to Teekay Offshore Partners L.P.
- 8.2 Opinion of Watson, Farley & Williams (New York) LLP, Marshall Islands counsel to Teekay Offshore Partners L.P.

**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: April 25, 2013

By: /s/ Peter Evensen  
Peter Evensen  
Chief Executive Officer and Chief Financial Officer

(Principal Financial and Accounting Officer)