

Teekay Offshore Partners L.P.  
Form 6-K  
July 03, 2018

**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 2, 2018**

**Commission file number 1-33198**

**TEEKAY OFFSHORE PARTNERS L.P.**

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

**4th Floor**

**Belvedere Building**

**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

## Item 1 - Information Contained in this Report on Form 6-K

On July 3, 2018, Teekay Offshore Partners L.P. (the Partnership ) announced that Brookfield TK TOGP L.P. ( Brookfield TOGP ), an affiliate of public company Brookfield Business Partners L.P. ( Brookfield ), exercised its option to purchase from Teekay Holdings Limited, a wholly-owned subsidiary of Teekay Corporation, an additional 2% membership interest in Teekay Offshore GP L.L.C., the general partner of the Partnership (the General Partner ), in exchange for 1,000,000 warrants to purchase common units of the Partnership. As a result of the option exercise, Brookfield TOGP and Teekay Holdings Limited own 51% and 49% of the membership interests in the General Partner, respectively, and Brookfield is able to appoint a majority of the members of the board of directors of the General Partner.

In connection with the option exercise, Brookfield TOGP and Teekay Holdings Limited entered into an Amendment No. 1 (the LLC Agreement Amendment ) to the Second Amended and Restated Limited Liability Company Agreement of the General Partner to reflect the option exercise and their resulting ownership percentages. Please refer to the full text of the LLC Agreement Amendment, a copy of which is filed as Exhibit 4.1, and incorporated by reference herein, for more detailed information regarding the LLC Agreement Amendment.

## Item 6 - Exhibits

The following exhibits are filed as part of this Report:

Exhibit Number	Description
4.1	Amendment No. 1 to Second Amended and Restated Limited Liability Company Agreement, dated as of July 2, 2018, of Teekay Offshore GP L.L.C., by and among Teekay Holdings Limited and Brookfield TK TOGP L.P.
99.1	Press Release of Teekay Offshore Partners L.P., dated July 3, 2018

**THIS REPORT ON FORM 6-K (BUT EXCLUDING EXHIBIT 99.1) IS HEREBY INCORPORATED BY REFERENCE INTO THE FOLLOWING REGISTRATION STATEMENTS OF THE PARTNERSHIP:**

**REGISTRATION STATEMENT ON FORM S-8 (NO. 333-147682) FILED WITH THE SEC ON NOVEMBER 28, 2007**

**REGISTRATION STATEMENT ON FORM F-3 (NO. 333-206461) FILED WITH THE SEC ON AUGUST 19, 2015**

**REGISTRATION STATEMENT ON FORM F-3 (NO. 333-212782) FILED WITH THE SEC ON JULY 29, 2016, AS AMENDED**

**REGISTRATION STATEMENT ON FORM F-3 (NO. 333-213229) FILED WITH THE SEC ON AUGUST 22, 2016**

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**REGISTRATION STATEMENT ON FORM S-8 (NO. 333-216624) FILED WITH THE SEC ON MARCH 10, 2017**

**REGISTRATION STATEMENT ON FORM F-3 (NO. 333-221745) FILED WITH THE SEC ON NOVEMBER 24, 2017, AS AMENDED**

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**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 G.P. L.L.C., its general  
partner

Date: July 3, 2018

By: /s/ Edith Robinson  
Name: Edith Robinson  
Title: Secretary