

Edgar Filing: Teekay Offshore Partners L.P. - Form SC 13G/A

Teekay Offshore Partners L.P.
Form SC 13G/A
February 13, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13G
Under the Securities and Exchange Act of 1934
(Amendment No. 2)*

Teekay Offshore Partners L.P.

(Name of Issuer)

Common Units Representing Limited Partner Interests

(Title of Class of Securities)

Y8565J101

(CUSIP Number)

December 31, 2016

(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 which would alter the disclosures provided in a prior cover page.

The information required in 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.)

CUSIP NO. Y8565J101 13G

1 Name of Reporting Person

Advisory Research Inc.

2 Check the Appropriate Box if a Member of a Group (a) []
(b) []

3 SEC Use Only

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4 Citizenship or Place of Organization

Delaware

Number of	5	Sole Voting Power
Shares		18,511,813
Beneficially		
Owned By	6	Shared Voting Power
Each		0
Reporting	7	Sole Dispositive Power
Person		18,539,198
With	8	Shared Dispositive Power
		0

9 Aggregate Amount Beneficially Owned by Each Reporting Person
18,539,198

10 Check if the Aggregate Amount in Row (9) Excludes Certain
Shares

11 Percent of Class Represented by Amount in Row (9)
12.8%

12 Type of Reporting Person
IA

CUSIP NO. Y8565J101 13G

1 Name of Reporting Person:
Piper Jaffray Companies

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

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Shares	5	Sole Voting Power	0

Beneficially	6	Shared Voting Power	18,511,813
Owned By			

Each	7	Sole Dispositive Power	0
Reporting			

Person	8	Shared Dispositive Power	18,539,198
With			

9	Aggregate Amount Beneficially Owned by Each Reporting Person		
	18,539,198		

10	Check if the Aggregate Amount in Row (9) Excludes Certain Shares []		

11	Percent of Class Represented by Amount in Row (9)		
	12.8%		

12	Type of Reporting Person		
	HC		

- Item 1 (a) Name of Issuer:
Teekay Offshore Partners L.P.
- (b) Name of Issuer's Principal Executive Offices:
4th Floor, Belvedere Building
69 Pitts Bay Road
Hamilton DO HM 08, Bermuda
- Item 2 (a) Person Filing:
- (i) Advisory Research, Inc.
(ii) Piper Jaffray Companies
- (b) Address:
- (i) Advisory Research, Inc.
180 N. Stetson Ave., Suite 5500
Chicago, IL 60601
- (ii) Piper Jaffray Companies
800 Nicollet Mall Suite 800
Minneapolis, MN 55402
- (c) Citizenship:

Advisory Research Inc. and Piper Jaffray Companies:
Delaware

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(d) Title of Class of Securities:

Common Units Representing Limited Partner Interests

(e) CUSIP Number: Y8565J101

Item 3 If this statement is filed pursuant to sections 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(i) Advisory Research, Inc. is an investment advisor in accordance with section 240.13d-1(b) (1) (ii) (E)

(ii) Piper Jaffray Companies is a parent holding company or control person in accordance with section 240.13d-1(b) (1) (ii) (G)

Item 4 Ownership

(a) Amount Beneficially Owned:

- (i) Advisory Research, Inc.: 18,539,198
- (ii) Piper Jaffray Companies: 18,539,198

(b) Percent of Class

- (i) Advisory Research, Inc.: 12.8%
- (ii) Piper Jaffray Companies: 12.8%

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

(1) Sole power to vote or direct vote:

- (i) Advisory Research, Inc.: 18,511,813
- (ii) Piper Jaffray Companies: 0

(2) Shared power to vote or direct the vote:

- (i) Advisory Research, Inc.: 0
- (ii) Piper Jaffray Companies: 18,511,813

(3) Sole power to dispose or to direct disposition of:

- (i) Advisory Research, Inc.: 18,539,198
- (ii) Piper Jaffray Companies: 0

(4) Shared power to dispose or to direct the disposition of:

- (i) Advisory Research, Inc.: 0
- (ii) Piper Jaffray Companies: 18,539,198

Item 5 Ownership of Five Percent or Less of a Class:
If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following []

Not Applicable

Item 6 Ownership of More than Five Percent on Behalf of Another Person:

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Not Applicable

Item 7 Identification and Classification of the Subsidiary
Which Acquired the Security being Reported on by the
Parent Holding Company:

Not Applicable

Item 8 Identification and Classification if Members of
the Group:

Not Applicable

Item 9 Notice of Dissolution of Group:

Not Applicable

Item 10 Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and 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.

In accordance with Rule 13d-4 of the Securities Exchange Act of 1934, each of the persons filing this statement expressly disclaim the beneficial ownership of the securities covered by this statement and the filing of this report shall not be construed as an admission by such persons that they are the beneficial owners of such securities.

SIGNATURES

The undersigned certify, after reasonable inquiry and to the best knowledge and belief of the undersigned, that the information set forth in this Statement is true, complete and correct. The undersigned agree to the filing of this single Statement on Schedule 13G.

Advisory Research, Inc.

Date: February 13, 2017 By: /s/ Susan Steiner
Name: Susan Steiner
Title: Chief Compliance Officer

Piper Jaffray Companies

Date: February 13, 2017 By: /s/ Christopher D. Crawshaw
Name: Christopher D. Crawshaw
Title: Head of Asset Management

Exhibit 1

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WHEREAS, in accordance with Rule 13d-1(k)(1) under the Securities and Exchange Act of 1934 (the Act), only one joint Statement and any amendments thereto need to be filed whenever one or more persons are required to file such a Statement or any amendments thereto pursuant to Section 13(d) of the Act with respect to the same securities, provided that said persons agree in writing that such Statement or amendments thereto is filed on behalf of each of them;

NOW, THEREFORE, the parties hereto agree as follows:
Advisory Research, Inc. and Piper Jaffray Companies, do hereby agree, in accordance with Rule 13d-1(k)(1) under the Act, to file a Statement on Schedule 13G relating to their ownership of the Common Units representing Limited Partnership Interests in the Issuer, and do hereby further agree that said Statement on Schedule 13G shall be filed on behalf of each of them.

Advisory Research, Inc.

Date: February 13, 2017 By: /s/ Susan Steiner
Name: Susan Steiner
Title: Chief Compliance Officer

Piper Jaffray Companies

Date: February 13, 2017 By: /s/ Christopher D. Crawshaw
Name: Christopher D. Crawshaw
Title: Head of Asset Management