

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 6-K/A**

**REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR
15d-16 OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the month of August, 2014
COMMISSION FILE NUMBER: 001-33373**

CAPITAL PRODUCT PARTNERS L.P.

(Translation of registrant's name into English)

**3 Iassonos Street
Piraeus, 18537 Greece
(Address of principal executive offices)**

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

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934. Yes No

If "yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): N/A

EXPLANATORY NOTE

This Amendment No. 1 to the Report on Form 6-K for the quarter ended June 30, 2014, originally filed with the Securities and Exchange Commission on July 31, 2014 and attaching as Exhibit I the Q2 Unaudited Condensed Consolidated Financial Statements with Related Notes of Capital Product Partners L.P. (the "Form 6-K"), is being filed solely for the purposes of furnishing certain financial information with respect to the M/V Hyundai Premium.

Other than as expressly set forth above, this Form 6-K/A does not, and does not purport to, amend, update or restate the information in any other item of the Form 6-K, or reflect any events that have occurred after the Form 6-K was originally filed.

This report on Form 6-K/A is hereby incorporated by reference into the registrant's Registration Statements on Form F-3 (File Nos. 333-177491, 333-184209 and 333-189603).

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.

CAPITAL PRODUCT PARTNERS, L.P.

Dated: August 1, 2014

By: Capital GP L.L.C., its general partner

/s/ Ioannis E. Lazaridis

Name: Ioannis E. Lazaridis

Title: Chief Executive Officer and
Chief Financial Officer of Capital GP L.L.C.

Capital Product Partners L.P.
Notes to the Unaudited Condensed Consolidated Financial Statements
(In thousands of United States Dollars)

3. Acquisitions

a. Hercules Container Carrier S.A. (M/V Hyundai Premium)

On March 20, 2013, the Partnership acquired the shares of Hercules Container Carrier S.A., the vessel owning company of the M/V Hyundai Premium (“Hercules”), a 2013 built 5,000 Twenty feet Equivalent Unit (“TEU”) from Capital Maritime & Trading Corp. (“CMTC”) for a total consideration of \$65,000 following the unanimous recommendation of the conflicts committee and the unanimous approval of the board of directors. The vessel at the time of her acquisition by the Partnership was fixed on a twelve year time charter, with Hyundai Merchant Marine Co Ltd (“HMM”). The time charter commenced in March 2013 and the earliest expiration date under the charter is in January 2025.

The Partnership accounted for the acquisition of Hercules as an acquisition of a business. All assets and liabilities of Hercules except the vessel, necessary permits and time charter agreement, were retained by CMTC. The purchase price of the acquisition has been allocated to the identifiable assets acquired, with the excess of the fair value of assets acquired over the purchase price recorded as a gain from bargain purchase.

· ***Purchase Price***

The total purchase consideration of \$65,000 was funded using a portion of the \$54,000 draw-down from the Partnership’s \$350,000 credit facility (Note 7), part of the net proceeds from the issuance of 9,100,000 Partnership’s Class B Convertible Preferred Units in March 2013 (Note 9) and part of the Partnership’s available cash.

· ***Acquisition related costs***

There were no costs incurred in relation to the acquisition of Hercules.

· ***Purchase price allocation***

The allocation of the purchase price to acquired identifiable assets was based on their estimated fair values at the date of acquisition.

The fair value allocated to each class of identifiable assets of Hercules and the gain from bargain purchase recorded as non operating income, net in the Partnership’s unaudited condensed consolidated statements of comprehensive income for the six month period ended June 30, 2013 was calculated as follows:

	As of March 20, 2013
Vessel	\$ 54,000
Above market acquired time charter	\$ 19,707
Identifiable assets	\$ 73,707
Purchase price	\$ (65,000)
Gain from bargain purchase	\$ 8,707

After a subsequent review and reassessment of valuation methods and procedures of the \$73,707 fair value amount for identifiable assets acquired, the Partnership concluded that its measurements for the assets acquired appropriately reflect consideration of all available information that existed as of the acquisition date. Therefore, the Partnership recorded a gain from bargain purchase of \$8,707 in its unaudited condensed consolidated statements of comprehensive income, in accordance with Accounting Standard Codification (“ASC”) Subtopic 805-30 “Business Combinations, Goodwill or Gain from Bargain Purchase, Including Consideration Transferred” as of the Hercules acquisition date.

· ***Identifiable intangible assets***

The following table sets forth the component of the identifiable intangible asset acquired with the purchase of Hercules which is being amortized over its duration on a straight-line basis as a reduction of revenue:

	As of March 20, 2013	Duration of time charter acquired
Intangible assets		
Above market acquired time charter	\$ 19,707	11.8 years

Capital Product Partners L.P.
Notes to the Unaudited Condensed Consolidated Financial Statements
(In thousands of United States Dollars)

3. Acquisitions – Continued

a. Hercules Container Carrier S.A. (M/V Hyundai Premium) - Continued

The fair value of the above market time charter acquired was determined as the difference between the time charter rate at which the vessel was fixed at and market rate for comparable charter as provided by independent third parties on the business combination date discounted at a WACC of approximately 11%.

Total revenues and net income of M/V Hyundai Premium since its acquisition by the Partnership were \$2,583 and \$1,305 respectively and were included in the Partnership’s unaudited condensed consolidated statements of comprehensive income for the six month period ended June 30, 2013.

Pro Forma Financial Information

The supplemental pro forma financial information was prepared using the acquisition method of accounting and is based on the following:

- The Partnership’s actual results of operations for the six month period ended June 30, 2013
- Pro forma results of operations of Hercules for the period from its vessel’s delivery from the shipyard on March 11, 2013 (vessel inception) to March 20, 2013 as if Hyundai Premium was operating under post acquisition revenue and cost structure.

The combined results do not purport to be indicative of the results of the operations which would have resulted had the acquisition been effected at beginning of the applicable period noted above, or the future results of operations of the combined entity.

The following table summarizes total net revenues; net income and net income per common unit of the combined entity had the acquisition of Hyundai Premium occurred on March 11, 2013 (vessel inception):

	For the six month periods ended June 30, 2013	
Total revenues	\$	81,957
Partnership’s net income	\$	64,424
Partnership’s net income available to preferred unit holders	\$	10,540
General Partner’s interest in Partnership’s net income	\$	1,078
Common unit holders interest in Partnership’s net income	\$	52,806
Net income per common unit basic	\$	0.76
Net income per common unit diluted	\$	0.71