

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

REPORT OF FOREIGN PRIVATE ISSUER  
Pursuant to Rule 13a-16 or 15d-16 under  
the Securities Exchange Act of 1934

For the month of May, 2012

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):

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):

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): 82-\_\_\_\_\_.)

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**Item 1 – Information Contained in this Form 6-K Report**

Attached as Exhibit I is a press release of Capital Product Partners L.P., dated as of May 14, 2012.

This report on Form 6-K is hereby incorporated by reference into the registrant’s registration statement, registration number 333-177491, dated October 24, 2011.

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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.

CAPITAL PRODUCT PARTNERS L.P.

Dated: May 14, 2012

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.

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## **CAPITAL PRODUCT PARTNERS L.P. AGREES TO ISSUE \$140 MILLION OF CONVERTIBLE PREFERRED UNITS AND REACHES AGREEMENT WITH LENDERS TO DEFER DEBT AMORTIZATION UNTIL MARCH 2016**

ATHENS, Greece, May 14, 2012 -- Capital Product Partners L.P. (the "Partnership") (NASDAQ: CPLP), an international owner of modern double-hull tankers, announced today the agreement to issue \$140 million of Class B Convertible Preferred Units ("Class B Units") to a group of investors including Kayne Anderson Capital Advisors, L.P., Swank Capital LLC, Salient Partners, and the Partnership's Sponsor, Capital Maritime & Trading Corp. ("Capital Maritime").

The Class B Units are priced at \$9.00 per unit and are convertible at any time into common units of the Partnership ("Common Units") on a one-for-one basis. The purchase price represents a 9.7 percent premium to the trailing 30 day volume-weighted average price of the Common Units. The Class B Units will pay a fixed quarterly distribution of \$0.21375 per unit representing an annualized distribution yield of 9.5 percent. The Partnership intends to use the net proceeds from the issuance, together with part of its cash balances, to repay debt of \$149.6 million across the Partnership's three credit facilities. Under the terms of the amendment, the next scheduled amortization payment under each of the Partnership's credit facilities will commence on March 31, 2016. The parties to the transaction are subject to a 120 day lock up period and the transaction's closing is subject to completion of the necessary loan documentation. The Board of Directors of the Partnership unanimously approved the terms of this transaction.

"We are pleased to enter into this transaction with Kayne Anderson, a significant holder of our common units and to welcome important new investors to the Partnership. Also, we are thankful for our Sponsor's continued support and substantial investment," said Mr. Ioannis Lazaridis, Chief Executive and Chief Financial Officer of the Partnership's General Partner. "We firmly believe this transaction advances our common unitholders' interests by significantly strengthening our equity base and balance sheet. This provides clear visibility to our \$0.93 per unit annual distribution, a pathway to distribution growth and it enhances our financial flexibility to pursue growth opportunities."

The definitive agreements related to this transaction will be filed with the Securities and Exchange Commission ("SEC") and available on the SEC's website at [www.sec.gov](http://www.sec.gov) following the closing of the transaction.

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Evercore Partners acted as exclusive placement agent in connection with the transaction.

Neither the Class B Units nor the Common Units into which they are convertible have been registered under the Securities Act of 1933, as amended (the “Securities Act”), or any state securities laws, and they may not be offered or sold in the United States absent a registration statement or exemption from registration. This notice is issued pursuant to Rule 135c under the Securities Act of 1933 and shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such state.

### **Conference Call and Webcast**

Monday, May 14, 2012 at 11:00 a.m. Eastern Time (U.S.), the Partnership will host an interactive conference call.

#### **Conference Call Details:**

Participants should dial into the call 10 minutes before the scheduled time using the following numbers: 1-(866) 966-9439 (from the US), 0871 700-0345 (from the UK) or +(44) 1452 555 566 (from outside the US). Please quote “Capital Product Partners.”

A replay of the conference call will be available until May 21, 2012. The United States replay number is 1(866) 247-4222; from the UK 0(845) 245-5205; the standard international replay number is (+44) 1452 550 000 and the access code required for the replay is: 76757139#

#### **Slides and Audio Webcast:**

There will also be a simultaneous live webcast over the Internet, through the Capital Product Partners website, [www.capitalpplp.com](http://www.capitalpplp.com). Participants to the live webcast should register on the website approximately 10 minutes prior to the start of the webcast.

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## **Forward-Looking Statements:**

The statements in this press release that are not historical facts, including our expectations regarding the transaction and its effects on the Partnership, our annual distribution guidance, distribution growth, our amortization payments and our ability to pursue growth opportunities, may be forward-looking statements (as such term is defined in Section 21E of the Securities Exchange Act of 1934, as amended). These forward-looking statements involve risks and uncertainties that could cause the stated or forecasted results to be materially different from those anticipated. Unless required by law, we expressly disclaim any obligation to update or revise any of these forward-looking statements, whether because of future events, new information, a change in our views or expectations, to conform them to actual results or otherwise. We assume no responsibility for the accuracy and completeness of the forward-looking statements. We make no prediction or statement about the performance of our common units.

## **About Capital Product Partners L.P.**

Capital Product Partners L.P. (NASDAQ: CPLP), a Marshall Islands master limited partnership, is an international owner of modern double-hull tankers. The Partnership currently owns 25 vessels, including two VLCCs (Very Large Crude Carriers), four Suezmax crude oil tankers, 18 modern MR (Medium Range) tankers and one Capesize bulk carrier. All of its vessels are under period charters to BP Shipping Limited, Overseas Shipholding Group, Petrobras, Arrendadora Ocean Mexicana, S.A. de C.V., Cosco Bulk Carrier Co. Ltd and Capital Maritime & Trading Corp.

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For more information about the Partnership, please visit our website: [www.capitalpplp.com](http://www.capitalpplp.com).

CPLP-F

Contact Details:

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