

KNOT Offshore Partners LP
Form 6-K
January 10, 2017

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
UNDER THE SECURITIES EXCHANGE ACT OF 1934

For the month of January 2017

Commission File Number 001-35866

KNOT Offshore Partners LP
(Translation of registrant's name into English)

2 Queen's Cross,
Aberdeen, Aberdeenshire
United Kingdom

AB15 4YB

United Kingdom

(Address of principal executive office)

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

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

REGISTRATION STATEMENT ON FORM F-3 (NO. 333-195976) ORIGINALLY FILED WITH THE SEC ON MAY 15, 2014

EXHIBITS.

The following exhibits are filed as a part of this report:

Exhibit

Number

Exhibit Description

| | |
|------|--|
| 1.1 | Underwriting Agreement, dated January 4, 2017, among KNOT Offshore Partners LP, KNOT Offshore Partners GP LLC, KNOT Offshore Partners UK LLC and KNOT Shuttle Tankers AS and Barclays Capital Inc., as underwriter |
| 5.1 | Opinion of Watson Farley & Williams LLP as to the validity of the securities |
| 8.1 | Opinion of Vinson & Elkins L.L.P. as to certain U.S. federal tax matters |
| 8.2 | Opinion of Watson Farley & Williams LLP as to certain Marshall Islands tax matters |
| 8.3 | Opinion of Advokatfirmaet Thommessen AS as to certain Norway tax matters |
| 99.1 | Press release of the Partnership, dated January 4, 2017 |

SIGNATURE

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.

KNOT OFFSHORE PARTNERS LP

Date: January 10, 2017

By: /s/ John Costain
Name: John Costain
Chief Executive Officer and Chief Financial
Title: Officer