

KNOT Offshore Partners LP  
Form 6-K  
June 27, 2014

**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 June, 2014**

**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.**

| Exhibit Number | Exhibit Description   |
|----------------|---|
| 1.1            | Underwriting Agreement, dated June 24, 2014, among KNOT Offshore Partners LP, KNOT Offshore Partners GP LLC, KNOT Offshore Partners UK LLC, KNOT Shuttle Tankers AS and Merrill Lynch, Pierce, Fenner & Smith Incorporated, Citigroup Global Markets Inc. and Barclays Capital Inc., as representatives of the underwriters named therein |
| 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  |
| 10.1           | Term and Revolving Facilities Agreement, dated June 10, 2014, among KNOT Shuttle Tankers 18 AS, Knot Shuttle Tankers 17 AS, Knutsen Shuttle Tankers 13 AS, as borrowers, and the other parties thereto  |
| 10.2           | Share Purchase Agreement, dated June 23, 2014, between Knutsen NYK Offshore Tankers AS and KNOT Shuttle Tankers AS  |
| 10.3           | Share Purchase Agreement, dated June 23, 2014, between Knutsen NYK Offshore Tankers AS and KNOT Shuttle Tankers AS  |
| 99.1           | Press release of the Partnership, dated June 24, 2014   |

**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.

**KNOT OFFSHORE PARTNERS LP**

Date: June 27, 2014

By: /s/ ARILD VIK  
Name: Arild Vik  
Title: Chief Executive Officer and Chief Financial  
Officer

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