

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