

KNOT Offshore Partners LP  
Form 6-K  
May 17, 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 May 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

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**ITEM 1 INFORMATION CONTAINED IN THIS FORM 6-K REPORT**

***Pending Acquisition of Vigdis Knutsen***

On May 16, 2017, KNOT Shuttle Tankers AS, a wholly owned subsidiary of KNOT Offshore Partners LP (the Partnership ), entered into a Share Purchase Agreement (the Share Purchase Agreement ) with Knutsen NYK Offshore Tankers AS ( KNOT ) to acquire from KNOT the company that owns the shuttle tanker *Vigdis Knutsen*. The Partnership expects the acquisition to close by June 1, 2017, subject to customary closing conditions. A copy of the Share Purchase Agreement is attached hereto as Exhibit 4.1.

***Second Private Placement of Series A Convertible Preferred Units***

On May 16, 2017, the Partnership entered into the Second Amendment to the Series A Preferred Unit Purchase Agreement with the purchasers named therein, pursuant to which the Partnership has agreed to issue and sell in a second private placement an aggregate of 1,666,667 additional Series A Preferred Units at a price of \$24.00 per unit (the Second Private Placement ). The Second Private Placement is expected to close on June 30, 2017, subject to customary closing conditions. A copy of the Second Amendment to the Series A Purchase Agreement is attached hereto as Exhibit 4.2.

**ITEM 2 EXHIBITS**

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

Exhibit Number	Exhibit Description
4.1	Share Purchase Agreement, dated May 16, 2017, between Knutsen NYK Offshore Tankers AS and KNOT Shuttle Tankers AS
4.2	Second Amendment to Series A Preferred Unit Purchase Agreement, dated May 16, 2017, between KNOT Offshore Partners LP and the purchasers named therein

**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 SECURITIES AND EXCHANGE COMMISSION ON MAY 15, 2014**

**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: May 17, 2017

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