

Edgar Filing: Capital Product Partners L.P. - Form SC 13G/A

Capital Product Partners L.P.  
Form SC 13G/A  
February 12, 2008

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G/A  
Under the Securities Exchange Act of 1934

Capital Product Partners L.P.  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

Y11082107  
(CUSIP Number)

December 31, 2007

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

CUSIP No. Y11082107

1.Names of Reporting Persons.

GPS Partners LLC

I.R.S. Identification Nos. of above persons (entities only).

73-1735371

2.Check the Appropriate Box if a Member of a Group

- (a)
- (b)

3.SEC Use Only

4.Citizenship or Place of Incorporaion

California, United States

Number of Shares 5.Sole Voting Power 155,985

Beneficially Owned by 6.Shared Voting Power None

Each Reporting 7.Sole Dispositive Power 155,985

Person With 8.Shared Dispositive Power None

9.Aggregate Amount Beneficially Owned by Each Reporting Person 155,985

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10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares [ ]

11. Percent of Class Represented by Amount in Row (9) 1.15%

12. Type of Reporting Person: IA

CUSIP No. Y11082107

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Brett S. Messing

2. Check the Appropriate Box if a Member of a Group

(a) [ ]

(b) [ ]

3. SEC Use Only

4. Citizenship or Place of Incorporation

United States

Number of Shares 5. Sole Voting Power 155,985

Beneficially Owned by 6. Shared Voting Power None

Each Reporting Person With 7. Sole Dispositive Power 155,985

8. Shared Dispositive Power None

9. Aggregate Amount Beneficially Owned by Each Reporting Person 155,985

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares [ ]

11. Percent of Class Represented by Amount in Row (9) 1.15%

12. Type of Reporting Person: HC

Item 1(a). Name of Issuer:  
Capital Product Partners L.P.

Item 1(b). Address of Issuer's Principal Executive Offices:  
3 IASSONOS STREET  
PIRAEUS J3 18537

Item 2(a). Name of Person Filing  
Item 2(b). Address of Principal Business Office or, if None, Residence  
Item 2(c). Citizenship  
GPS Partners LLC  
100 Wilshire Blvd. Suite 900  
Santa Monica, CA 90401  
California, United States

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Brett S. Messing  
100 Wilshire Blvd. Suite 900  
Santa Monica, CA 90401  
California, United States  
United States

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

Y11082107

Item 3. GPS Partners LLC is an investment advisor in accordance with ss.240.13d-1(b)(1)(ii)(E). Brett S. Messing is a control person in accordance with ss.240.13d-1(b)(1)(ii)(G).

Item 4. Ownership:

a. Amount beneficially owned: 155,985

b. Percent of Class: 1.15%

c. Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote 155,985

(ii) Shared power to vote or to direct the vote None

(iii) Sole power to dispose or to direct the disposition of 155,985

(iv) Shared power to dispose or to direct the disposition None

Item 5. Ownership of Five Percent or Less of a Class:

[X]

Item 6. Ownership of More than Five Percent on Behalf of Another Person:

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company of Control Person:

Not applicable.

Item 8. Identification and Classification of Members of the Group:

Not applicable.

Item 9. Notice of Dissolution of Group:

Not applicable.

Item 10. Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control

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of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date February 12, 2008

GPS Partners LLC

By:/s/ Steven A. Sugarman

Steven A. Sugarman  
Title: Partner

By: /s/ Brett S. Messing

-----  
Name: Brett S. Messing  
Title: Managing Partner

JOINT FILING AGREEMENT

The undersigned hereby agree that the Statement on this Schedule 13G/A, dated February 12, 2008, (the "Schedule 13G/A"), with respect to the Common Stock of Capital Product Partners L.P. is filed on behalf of each of us pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities and Exchange Act of 1934, as amended, and that this Agreement shall be included as an Exhibit to this Schedule 13G/A. Each of the undersigned agrees to be responsible for the timely filing of the Schedule 13G/A, and for the completeness and accuracy of the information concerning itself contained therein. This Agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the 12th day of February 2008.

GPS Partners LLC

By: /s/ Steven A. Sugarman

-----  
Name: Steven A. Sugarman  
Title: Partner

By: /s/ Brett S. Messing

-----  
Name: Brett S. Messing  
Title: Managing Partner

Statement of Control Person

The Statement on this Schedule 13G/A dated February 12, 2008 with respect to the common stock of is filed by Capital Product Partners L.P. Brett S. Messing in accordance with the provisions of Rule 13d-1(c) and Rule

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13d-1(k), respectively, as control person (HC) of GPS Partners LLC.

GPS Partners LLC files this statement on Schedule 13G/A in accordance with the provisions of Rule 13d-1(c) and Rule 13d-1(k), respectively, as investment advisors (IA).