

Capital Product Partners L.P.
Form 6-K
February 24, 2010

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 OF THE SECURITIES EXCHANGE ACT OF 1934

For the month of February, 2010
COMMISSION FILE NUMBER 001-33373

CAPITAL PRODUCT PARTNERS L.P.

(Translation of registrant's name into English)

3 IASSONOS STREET
PIRAEUS, 18537 GREECE
(address of principal executive offices)

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

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant

Edgar Filing: Capital Product Partners L.P. - Form 6-K

to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes No

If “yes” is marked, indicate below this file number assigned to the registrant in connection with Rule 12g3-2(b): N/A

Item 1 – Information Contained in this Form 6-K Report

Attached as Exhibit I is the Second Amended and Restated Agreement of Limited Partnership of Capital Product Partners L.P., dated February 22, 2010.

This report on Form 6-K is hereby incorporated by reference into the registrant's registration statement, registration number 333-153274, dated October 1, 2008.

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.

CAPITAL PRODUCT
PARTNERS L.P.,

By Capital GP
L.L.C., its
general partner

/s/ Ioannis E.
Lazaridis
Name: Ioannis
E. Lazaridis
Title: Chief
Executive
Officer and
Chief Financial
Officer
of Capital GP
L.L.C.

Dated: February 24, 2010

SECOND AMENDED AND RESTATED
AGREEMENT OF LIMITED PARTNERSHIP
OF
CAPITAL PRODUCT PARTNERS L.P.

TABLE OF CONTENTS

		Page
<u>ARTICLE I</u>		
DEFINITIONS		
<u>SECTION 1.1.</u>	<u>Definitions</u>	<u>1</u>
<u>SECTION 1.2.</u>	<u>Construction</u>	<u>17</u>
<u>ARTICLE II</u>		
ORGANIZATION		
<u>SECTION 2.1.</u>	<u>Formation</u>	<u>18</u>
<u>SECTION 2.2.</u>	<u>Name</u>	<u>18</u>
<u>SECTION 2.3.</u>	<u>Registered Office; Registered Agent; Principal Office; Other Offices</u>	<u>18</u>
<u>SECTION 2.4.</u>	<u>Purpose and Business</u>	<u>19</u>
<u>SECTION 2.5.</u>	<u>Powers</u>	<u>19</u>
<u>SECTION 2.6.</u>	<u>Power of Attorney</u>	<u>19</u>
<u>SECTION 2.7.</u>	<u>Term</u>	<u>21</u>
<u>SECTION 2.8.</u>	<u>Title to Partnership Assets</u>	<u>21</u>
<u>ARTICLE III</u>		
RIGHTS OF LIMITED PARTNERS		
<u>SECTION 3.1.</u>	<u>Limitation of Liability</u>	<u>21</u>
<u>SECTION 3.2.</u>	<u>Management of Business</u>	<u>21</u>
<u>SECTION 3.3.</u>	<u>Outside Activities of the Limited Partners</u>	<u>22</u>
<u>SECTION 3.4.</u>	<u>Rights of Limited Partners</u>	<u>22</u>
<u>ARTICLE IV</u>		
CERTIFICATES; RECORD HOLDERS; TRANSFER OF PARTNERSHIP INTERESTS		
<u>SECTION 4.1.</u>	<u>Certificates</u>	<u>23</u>
<u>SECTION 4.2.</u>	<u>Mutilated, Destroyed, Lost or Stolen Certificates</u>	<u>23</u>
<u>SECTION 4.3.</u>	<u>Record Holders</u>	<u>24</u>
<u>SECTION 4.4.</u>	<u>Transfer Generally</u>	<u>24</u>
<u>SECTION 4.5.</u>	<u>Registration and Transfer of Limited Partner Interests</u>	<u>25</u>
<u>SECTION 4.6.</u>	<u>Transfer of the General Partner's General Partner Interest</u>	<u>25</u>
<u>SECTION 4.7.</u>	<u>Transfer of Incentive Distribution Rights</u>	<u>26</u>
<u>SECTION 4.8.</u>	<u>Restrictions on Transfers</u>	<u>26</u>

ARTICLE V

CAPITAL CONTRIBUTIONS AND ISSUANCE OF PARTNERSHIP INTERESTS

<u>SECTION 5.1</u>	<u>Organizational Contributions</u>	<u>27</u>
<u>SECTION 5.2</u>	<u>Initial Unit Issuances</u>	<u>27</u>
<u>SECTION 5.3</u>	<u>Exercise of the Over-Allotment Option</u>	<u>27</u>
<u>SECTION 5.4</u>	<u>Interest and Withdrawal</u>	<u>28</u>
<u>SECTION 5.5</u>	<u>Issuances of Additional Partnership Securities</u>	<u>28</u>
<u>SECTION 5.6</u>	<u>Limitations on Issuance of Additional Partnership Securities</u>	<u>29</u>
<u>SECTION 5.7</u>	<u>Conversion of Subordinated Units</u>	<u>29</u>
<u>SECTION 5.8</u>	<u>Limited Preemptive Right</u>	<u>29</u>
<u>SECTION 5.9</u>	<u>Splits and Combinations</u>	<u>30</u>
<u>SECTION 5.10</u>	<u>Fully Paid and Non-Assessable Nature of Limited Partner Interests</u>	<u>30</u>

ARTICLE VI

ALLOCATIONS AND DISTRIBUTIONS

<u>SECTION 6.1</u>	<u>Requirement and Characterization of Distributions; Distributions to Record Holders</u>	<u>31</u>
<u>SECTION 6.2</u>	<u>Distributions of Available Cash from Operating Surplus</u>	<u>31</u>
<u>SECTION 6.3</u>	<u>Distributions of Available Cash from Capital Surplus</u>	<u>34</u>
<u>SECTION 6.4</u>	<u>Adjustment of Minimum Quarterly Distribution and Target Distribution Levels</u>	<u>34</u>
<u>SECTION 6.5</u>	<u>Special Provisions Relating to the Holders of Subordinated Units</u>	<u>34</u>
<u>SECTION 6.6</u>	<u>Special Provisions Relating to the Holders of Incentive Distribution Rights</u>	<u>35</u>
<u>SECTION 6.7</u>	<u>Entity-Level Taxation</u>	<u>35</u>

ARTICLE VII

MANAGEMENT AND OPERATION OF BUSINESS

<u>SECTION 7.1</u>	<u>Management</u>	<u>35</u>
<u>SECTION 7.2</u>	<u>The Board of Directors; Election and Appointment; Term; Manner of Acting</u>	<u>36</u>
<u>SECTION 7.3</u>	<u>Nominations of Elected Directors</u>	<u>38</u>
<u>SECTION 7.4</u>	<u>Removal of Members of Board of Directors</u>	<u>38</u>
<u>SECTION 7.5</u>	<u>Resignations of Members of the Board of Directors</u>	<u>38</u>
<u>SECTION 7.6</u>	<u>Vacancies on the Board of Directors</u>	<u>38</u>
<u>SECTION 7.7</u>	<u>Meetings; Committees; Chairman</u>	<u>39</u>
<u>SECTION 7.8</u>	<u>Compensation of Directors</u>	<u>40</u>
<u>SECTION 7.9</u>	<u>Certificate of Limited Partnership</u>	<u>40</u>

<u>SECTION 7.10.</u>	<u>Restrictions on the Authority of the Board of Directors and the General Partner</u>	
<u>SECTION 7.11.</u>	<u>Reimbursement of the General Partner</u>	<u>41</u>
<u>SECTION 7.12.</u>	<u>Outside Activities</u>	<u>42</u>

<u>SECTION 7.13.</u>	<u>Loans from the General Partner; Loans or Contributions from the Partnership or Group Members</u>	<u>43</u>
<u>SECTION 7.14.</u>	<u>Indemnification</u>	<u>44</u>
<u>SECTION 7.15.</u>	<u>Liability of Indemnitees</u>	<u>46</u>
<u>SECTION 7.16.</u>	<u>Resolution of Conflicts of Interest; Standards of Conduct and Modification of Duties</u>	<u>46</u>
<u>SECTION 7.17.</u>	<u>Other Matters Concerning the General Partner and the Board of Directors</u>	<u>48</u>
<u>SECTION 7.18.</u>	<u>Purchase or Sale of Partnership Securities</u>	<u>49</u>
<u>SECTION 7.19.</u>	<u>Registration Rights of the General Partner and its Affiliates</u>	<u>49</u>
<u>SECTION 7.20.</u>	<u>Reliance by Third Parties</u>	<u>51</u>

ARTICLE VIII

BOOKS, RECORDS, ACCOUNTING AND REPORTS

<u>SECTION 8.1.</u>	<u>Records and Accounting</u>	<u>52</u>
<u>SECTION 8.2.</u>	<u>Fiscal Year</u>	<u>52</u>
<u>SECTION 8.3.</u>	<u>Reports</u>	<u>52</u>

ARTICLE IX

TAX MATTERS

<u>SECTION 9.1.</u>	<u>Tax Elections and Information</u>	<u>53</u>
<u>SECTION 9.2.</u>	<u>Withholding</u>	<u>53</u>
<u>SECTION 9.3.</u>	<u>Conduct of Operations</u>	<u>53</u>

ARTICLE X

ADMISSION OF PARTNERS

<u>SECTION 10.1.</u>	<u>Admission of Initial Limited Partners</u>	<u>53</u>
<u>SECTION 10.2.</u>	<u>Admission of Additional Limited Partners</u>	<u>54</u>
<u>SECTION 10.3.</u>	<u>Admission of Successor General Partner</u>	<u>54</u>
<u>SECTION 10.4.</u>	<u>Amendment of Agreement and Certificate of Limited Partnership</u>	<u>54</u>

ARTICLE XI

WITHDRAWAL OR REMOVAL OF PARTNERS

<u>SECTION 11.1.</u>	<u>Withdrawal of the General Partner</u>	<u>55</u>
<u>SECTION 11.2.</u>	<u>Removal of the General Partner</u>	<u>57</u>
<u>SECTION 11.3.</u>	<u>Interest of Departing General Partner and Successor General Partner</u>	<u>57</u>
<u>SECTION 11.4.</u>	<u>Termination of Subordination Period, Conversion of Subordinated Units and Extinguishment of Cumulative</u>	<u>58</u>

<u>SECTION 11.5.</u>	<u>Common Unit Arrearages</u> <u>Withdrawal of Limited Partners</u>	<u>59</u>
----------------------	------------------------------------------------------------------------	-----------

ARTICLE XII

DISSOLUTION AND LIQUIDATION

<u>SECTION 12.1.</u>	<u>Dissolution</u>	<u>59</u>
<u>SECTION 12.2.</u>	<u>Continuation of the Business of the Partnership After Dissolution</u>	<u>60</u>
<u>SECTION 12.3.</u>	<u>Liquidator</u>	