

Capital Product Partners L.P.  
Form 6-K  
February 22, 2010

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

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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

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CAPITAL PRODUCT PARTNERS L.P.

(Translation of registrant's name into English)

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

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

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Yes            No     

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

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

Attached as Exhibit I is a press release 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: /s/ Ioannis E. Lazaridis  
Name: Ioannis E. Lazaridis  
Title: Chief Executive Officer and  
Chief Financial Officer  
of Capital GP L.L.C.

Dated: February 22, 2010

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Exhibit I

**CAPITAL PRODUCT PARTNERS L.P. ANNOUNCES OFFERING OF 5,800,000 COMMON UNITS AND INTENTION TO ACQUIRE MR TANKER M/T ATROTOS**

Athens, Greece, February 22, 2010 – Capital Product Partners L.P. (the Partnership) (Nasdaq: CPLP) announced today that it plans to offer 5,800,000 common units representing limited partnership interests in a public offering. The Partnership expects to grant the underwriters a 30-day option to purchase an additional 870,000 common units to cover over-allotments, if any. The Partnership expects to use the net proceeds from the public offering to acquire the M/T Atrotos (renamed M/T El Pipila), a medium range product tanker vessel, from its sponsor Capital Maritime & Trading Corp. (Capital Maritime) and for general corporate expenses.

The Partnership intends, subject to the successful completion of the offering, to acquire the M/T Atrotos from Capital Maritime for a purchase price of \$43 million, which will be funded by the proceeds from the offering. The M/T Atrotos is a 48,000 dwt, Ice Class 1A, chemical/product tanker built in 2007 at Hyundai MIPO Dockyard Co., Ltd. in South Korea. The vessel has been chartered to Petróleos Mexicanos (PEMEX), the state-owned Mexican petroleum company, through Arrendadora Ocean Mexicana, S.A. de C.V., under a charter expected to expire in March 2014. The net base rate under the charter is \$19,900 per day. The vessel's operating expenses are fixed until the expiration of the charter at a daily rate of \$3,575.

The acquisition of the M/T Atrotos was unanimously approved by the Partnership's Board of Directors following the unanimous approval and recommendation of the Board's conflicts committee, which is comprised entirely of independent directors.

The Partnership's common units trade on the Nasdaq Global Market under the symbol "CPLP".

The joint book-running managers for this offering are UBS Investment Bank and Citi. The senior manager is Barclays Capital and the co-managers are Oppenheimer & Co. and Stifel Nicolaus.

When available, copies of the prospectus supplement and accompanying base prospectus related to this offering may be obtained from UBS Investment Bank, Attention: Prospectus Department, 299 Park Avenue, New York, NY 10171, or by calling UBS toll-free at: 888-827-7275 or from Citi, Brooklyn Army Terminal, 140 58th Street, 8th Floor, Brooklyn, NY 11220 or by calling Citi toll-free at: 800-831-9146.

This news release does not constitute an offer to sell or a solicitation of an offer to buy the securities described herein, nor shall there be any sale of these securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. This offering may be made only by means of a prospectus supplement and accompanying base prospectus.

About Capital Product Partners L.P.

Capital Product Partners L.P. (Nasdaq: CPLP), a Marshall Islands master limited partnership, is an international owner of modern double-hull tankers. Capital Product Partners L.P. owns 18 modern vessels, comprising 15 MR tankers, two small product tankers and one Suezmax crude oil tanker. Our vessels are under medium to long-term charters to BP Shipping Limited, Morgan Stanley Capital Group Inc., Overseas Shipholding Group and Shell International Trading & Shipping Company Ltd.

Forward Looking Statement:

The statements in this press release that are not historical facts, including the expected acquisition of the M/T Atrotos, may be forward-looking statements (as such term is defined in Section 21E of the Securities Exchange Act of 1934, as amended). These forward-looking statements involve risks and uncertainties that could cause the stated or forecasted results to be materially different from those anticipated. Unless required by law, we expressly disclaim any obligation to update or revise any of these forward-looking statements, whether because of future events, new information, a change in our views or expectations, to conform them to actual results or otherwise. We assume no responsibility for the accuracy and completeness of the forward-looking statements. We make no prediction or statement about the performance of our common units.

CPLP-F

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