

Teekay LNG Partners L.P.
Form 6-K
November 07, 2011

**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**

Date of Report: November 7, 2011

Commission file number 1- 32479

TEEKAY LNG PARTNERS L.P.

(Exact name of Registrant as specified in its charter)

4th Floor

Belvedere Building

69 Pitts Bay Road

Hamilton, HM08 Bermuda

(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover 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 STATEMENTS OF THE PARTNERSHIP:

REGISTRATION STATEMENT ON FORM F-3ASR (NO. 333-174220) ORIGINALLY FILED WITH THE SEC ON May 13, 2011.

Item 6 Exhibits

The following exhibits are filed as part of this Report:

1.1 Underwriting Agreement

5.1 Opinion of Watson, Farley and Williams (New York) LLP

8.1 Opinion of Perkins Coie LLP relating to tax matters

8.2 Opinion of Watson, Farley and Williams (New York) LLP relating to tax matters

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.

TEEKAY LNG PARTNERS L.P.

Date: November 7, 2011

By: /s/ Peter Evensen

Peter Evensen

Chief Executive Officer and Chief Financial Officer
(Principal Financial and Accounting Officer)