

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 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

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

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.

The following exhibits are filed as part of this report:

- 1.1 Underwriting Agreement by and among Capital Product Partners L.P., Capital GP L.L.C., Capital Product Operating L.L.C., and UBS Securities LLC and Citigroup Global Markets Inc. as Representatives of the several underwriters named therein, dated February 23, 2010.
- 5.1 Opinion of Watson, Farley and Williams (New York) LLP, Marshall Islands counsel to Capital Product Partners L.P., as to the validity of the securities being issued.
- 8.1 Opinion of Cravath, Swaine & Moore LLP, United States counsel to Capital Product Partners L.P., with respect to certain tax matters.
- 8.2 Opinion of Watson, Farley and Williams (New York) LLP, Marshall Islands counsel to Capital Product Partners L.P., with respect to certain tax matters.
- 23.1 Consent of Watson, Farley and Williams (New York) LLP, Marshall Islands counsel to Capital Product Partners L.P. (included in Exhibits 5.1 and 8.2).
- 23.2 Consent of Cravath, Swaine & Moore LLP, United States counsel to Capital Product Partners L.P. (included in Exhibit 8.1).

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 24, 2010