

**Report of Organizational Actions
 Affecting Basis of Securities**

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name CAPITAL PRODUCT PARTNERS L.P.		2 Issuer's employer identification number (EIN) 98-0525705	
3 Name of contact for additional information IOANNIS LOUKISSAS	4 Telephone No. of contact +30-210-4584950	5 Email address of contact I.LOUKISSAS@CAPITALMARITIME.COM	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 3, IASONOS STREET		7 City, town, or post office, state, and Zip code of contact PIRAEUS, GREECE 18537	
8 Date of action 02/10/2015 AND 02/13/2015	9 Classification and description PREFERRED AND COMMON UNITS		
10 CUSIP number Y11082107	11 Serial number(s)	12 Ticker symbol CPLP	13 Account number(s)

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ **THE ISSUER MADE QUARTERLY CASH DISTRIBUTIONS TO BOTH ITS PREFERRED AND COMMON STOCKHOLDERS DURING THE CALENDAR YEAR DECEMBER 31, 2015. A PORTION OF THESE DISTRIBUTIONS IS TREATED AS NON-DIVIDEND DISTRIBUTIONS. THIS FORM RELATES TO DISTRIBUTIONS PAID ON FEBRUARY 10, 2015 AND FEBRUARY 13, 2015.**

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ **THE BASIS OF BOTH PREFERRED AND COMMON UNITS MUST BE REDUCED BY 73.44% OF THE TOTAL DISTRIBUTIONS RECEIVED DURING 2015. PREFERRED STOCKHOLDERS WHO RECEIVED THE FEBRUARY 10, 2015 DISTRIBUTION MUST REDUCE THE BASIS IN THEIR UNITS BY \$0.1570 PER UNIT. COMMON STOCKHOLDERS WHO RECEIVED THE FEBRUARY 13, 2015 DISTRIBUTION MUST REDUCE THE BASIS IN THEIR UNITS BY \$0.1708 PER UNIT.**

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ **THE ISSUER HAD NO ACCUMULATED EARNINGS AND PROFITS AS OF DECEMBER 31, 2015. THE ISSUER'S EARNINGS AND PROFITS ALLOCABLE TO BOTH PREFERRED AND COMMON UNITS FOR THE YEAR ENDED DECEMBER 31, 2015, TOTALLED 26.56% OF DISTRIBUTIONS MADE TO HOLDERS OF PREFERRED AND COMMON UNITS FOR THE YEAR THEN ENDED. ACCORDINGLY, HOLDERS OF THE ISSUER'S PREFERRED AND COMMON UNITS MUST REDUCE THE BASIS IN THEIR UNITS BY AN AMOUNT EQUAL TO 73.44% OF 2015 DISTRIBUTIONS RECEIVED.**

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Part I Reporting Issuer			
1 Issuer's name CAPITAL PRODUCT PARTNERS L.P.		2 Issuer's employer identification number (EIN) 98-0525705	
3 Name of contact for additional information IOANNIS LOUKISSAS	4 Telephone No. of contact +30-210-4584950	5 Email address of contact I.LOUKISSAS@CAPITALMARITIME.COM	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 3, IASONOS STREET		7 City, town, or post office, state, and Zip code of contact PIRAEUS, GREECE 18537	
8 Date of action 05/08/2015 AND 05/13/2015	9 Classification and description PREFERRED AND COMMON UNITS		
10 CUSIP number Y11082107	11 Serial number(s)	12 Ticker symbol CPLP	13 Account number(s)

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ **THE ISSUER MADE QUARTERLY CASH DISTRIBUTIONS TO BOTH ITS PREFERRED AND COMMON STOCKHOLDERS DURING THE CALENDAR YEAR DECEMBER 31, 2015. A PORTION OF THESE DISTRIBUTIONS IS TREATED AS NON-DIVIDEND DISTRIBUTIONS. THIS FORM RELATES TO DISTRIBUTIONS PAID ON MAY 8, 2015 AND MAY 13, 2015.**

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ **THE BASIS OF BOTH PREFERRED AND COMMON UNITS MUST BE REDUCED BY 73.44% OF THE TOTAL DISTRIBUTIONS RECEIVED DURING 2015. PREFERRED STOCKHOLDERS WHO RECEIVED THE MAY 8, 2015 DISTRIBUTION MUST REDUCE THE BASIS IN THEIR UNITS BY \$0.1585 PER UNIT. COMMON STOCKHOLDERS WHO RECEIVED THE MAY 13, 2015 DISTRIBUTION MUST REDUCE THE BASIS IN THEIR UNITS BY \$0.1722 PER UNIT.**

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ **THE ISSUER HAD NO ACCUMULATED EARNINGS AND PROFITS AS OF DECEMBER 31, 2015. THE ISSUER'S EARNINGS AND PROFITS ALLOCABLE TO BOTH PREFERRED AND COMMON UNITS FOR THE YEAR ENDED DECEMBER 31, 2015, TOTALED 26.56% OF DISTRIBUTIONS MADE TO HOLDERS OF PREFERRED AND COMMON UNITS FOR THE YEAR THEN ENDED. ACCORDINGLY, HOLDERS OF THE ISSUER'S PREFERRED AND COMMON UNITS MUST REDUCE THE BASIS IN THEIR UNITS BY AN AMOUNT EQUAL TO 73.44% OF 2015 DISTRIBUTIONS RECEIVED.**

**Report of Organizational Actions
 Affecting Basis of Securities**

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name CAPITAL PRODUCT PARTNERS L.P.		2 Issuer's employer identification number (EIN) 98-0526705	
3 Name of contact for additional information IOANNIS LOUKISSAS	4 Telephone No. of contact +30-210-4584950	5 Email address of contact I.LOUKISSAS@CAPITALMARITIME.COM	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 3, IASONOS STREET		7 City, town, or post office, state, and Zip code of contact PIRAEUS, GREECE 18537	
8 Date of action 08/10/2015 AND 08/14/2015	9 Classification and description PREFERRED AND COMMON UNITS		
10 CUSIP number Y11082107	11 Serial number(s)	12 Ticker symbol CPLP	13 Account number(s)

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ **THE ISSUER MADE QUARTERLY CASH DISTRIBUTIONS TO BOTH ITS PREFERRED AND COMMON STOCKHOLDERS DURING THE CALENDAR YEAR DECEMBER 31, 2015. A PORTION OF THESE DISTRIBUTIONS IS TREATED AS NON-DIVIDEND DISTRIBUTIONS. THIS FORM RELATES TO DISTRIBUTIONS PAID ON AUGUST 10, 2015 AND AUGUST 14, 2015.**

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ **THE BASIS OF BOTH PREFERRED AND COMMON UNITS MUST BE REDUCED BY 73.44% OF THE TOTAL DISTRIBUTIONS RECEIVED DURING 2015. PREFERRED STOCKHOLDERS WHO RECEIVED THE AUGUST 10, 2015 DISTRIBUTION MUST REDUCE THE BASIS IN THEIR UNITS BY \$0.1599 PER UNIT. COMMON STOCKHOLDERS WHO RECEIVED THE AUGUST 14, 2015 DISTRIBUTION MUST REDUCE THE BASIS IN THEIR UNITS BY \$0.1737 PER UNIT.**

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ **THE ISSUER HAD NO ACCUMULATED EARNINGS AND PROFITS AS OF DECEMBER 31, 2015. THE ISSUER'S EARNINGS AND PROFITS ALLOCABLE TO BOTH PREFERRED AND COMMON UNITS FOR THE YEAR ENDED DECEMBER 31, 2015, TOTALED 26.58% OF DISTRIBUTIONS MADE TO HOLDERS OF PREFERRED AND COMMON UNITS FOR THE YEAR THEN ENDED. ACCORDINGLY, HOLDERS OF THE ISSUER'S PREFERRED AND COMMON UNITS MUST REDUCE THE BASIS IN THEIR UNITS BY AN AMOUNT EQUAL TO 73.44% OF 2015 DISTRIBUTIONS RECEIVED.**

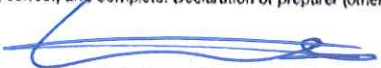
Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ IRC §§301(c) AND 316(a)

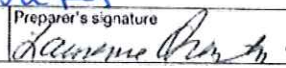
18 Can any resulting loss be recognized? ▶ THE REPORTED ORGANIZATIONAL ACTION SHOULD NOT RESULT IN RECOGNITION OF A TAXABLE LOSS TO ANY STOCKHOLDER. STOCKHOLDERS SHOULD CONSULT THEIR TAX ADVISORS TO DETERMINE THE TAX IMPACT OF THE REPORTED ORGANIZATIONAL ACTIONS WITH RESPECT TO THEIR INDIVIDUAL FACTS AND CIRCUMSTANCES.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ THE ISSUER DETERMINES ITS EARNINGS AND PROFITS FOR EACH CALENDAR YEAR. BASIS ADJUSTMENTS ARE EFFECTIVE IN THE STOCKHOLDER'S TAX YEAR (I.E., 2015) WHICH INCLUDES THE DATE OF DISTRIBUTION TO WHICH THIS FORM RELATES. STOCKHOLDERS SHOULD CONSULT THEIR TAX ADVISORS TO DETERMINE THE TAX IMPACT OF THE REPORTED ORGANIZATIONAL ACTION WITH RESPECT TO THEIR INDIVIDUAL FACTS AND CIRCUMSTANCES.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here
 Signature ▶  Date ▶ 25-1-2016

Print your name ▶ G. Kalogiratos Title ▶ CFO

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	LAWRENCE ORENSTEIN		1-21-16		P01329622
	Firm's name ▶ DELOITTE TAX LLP	Firm's EIN ▶ 86-1065772	Phone no. 212-492-4000		
Firm's address ▶ 30 ROCKEFELLER PLAZA, NEW YORK, NY 10112-0015					

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054

**Report of Organizational Actions
 Affecting Basis of Securities**

OMB No. 1545-2224

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name CAPITAL PRODUCT PARTNERS L.P.		2 Issuer's employer identification number (EIN) 98-0525705	
3 Name of contact for additional information IOANNIS LOUKISSAS	4 Telephone No. of contact +30-210-4584950	5 Email address of contact I.LOUKISSAS@CAPITALMARITIME.COM	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 3, IASONOS STREET		7 City, town, or post office, state, and Zip code of contact PIRAEUS, GREECE 18537	
8 Date of action 11/10/2015 AND 11/13/2015	9 Classification and description PREFERRED AND COMMON UNITS		
10 CUSIP number Y11082107	11 Serial number(s)	12 Ticker symbol CPLP	13 Account number(s)

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ **THE ISSUER MADE QUARTERLY CASH DISTRIBUTIONS TO BOTH ITS PREFERRED AND COMMON STOCKHOLDERS DURING THE CALENDAR YEAR DECEMBER 31, 2015. A PORTION OF THESE DISTRIBUTIONS IS TREATED AS NON-DIVIDEND DISTRIBUTIONS. THIS FORM RELATES TO DISTRIBUTIONS PAID ON NOVEMBER 10, 2015 AND NOVEMBER 13, 2015.**

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ **THE BASIS OF BOTH PREFERRED AND COMMON UNITS MUST BE REDUCED BY 73.44% OF THE TOTAL DISTRIBUTIONS RECEIVED DURING 2015. PREFERRED STOCKHOLDERS WHO RECEIVED THE NOVEMBER 10, 2015 DISTRIBUTION MUST REDUCE THE BASIS IN THEIR UNITS BY \$0.1614 PER UNIT. COMMON STOCKHOLDERS WHO RECEIVED THE NOVEMBER 13, 2015 DISTRIBUTION MUST REDUCE THE BASIS IN THEIR UNITS BY \$0.1752 PER UNIT.**

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ **THE ISSUER HAD NO ACCUMULATED EARNINGS AND PROFITS AS OF DECEMBER 31, 2015. THE ISSUER'S EARNINGS AND PROFITS ALLOCABLE TO BOTH PREFERRED AND COMMON UNITS FOR THE YEAR ENDED DECEMBER 31, 2015, TOTALED 28.56% OF DISTRIBUTIONS MADE TO HOLDERS OF PREFERRED AND COMMON UNITS FOR THE YEAR THEN ENDED. ACCORDINGLY, HOLDERS OF THE ISSUER'S PREFERRED AND COMMON UNITS MUST REDUCE THE BASIS IN THEIR UNITS BY AN AMOUNT EQUAL TO 73.44% OF 2015 DISTRIBUTIONS RECEIVED.**

Part III Organizational Action (continued)


17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ IRC §§301(c) AND 316(e)

18 Can any resulting loss be recognized? ▶ **THE REPORTED ORGANIZATIONAL ACTION SHOULD NOT RESULT IN RECOGNITION OF A TAXABLE LOSS TO ANY STOCKHOLDER. STOCKHOLDERS SHOULD CONSULT THEIR TAX ADVISORS TO DETERMINE THE TAX IMPACT OF THE REPORTED ORGANIZATIONAL ACTIONS WITH RESPECT TO THEIR INDIVIDUAL FACTS AND CIRCUMSTANCES.**

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ **THE ISSUER DETERMINES ITS EARNINGS AND PROFITS FOR EACH CALENDAR YEAR. BASIS ADJUSTMENTS ARE EFFECTIVE IN THE STOCKHOLDER'S TAX YEAR (I.E., 2015) WHICH INCLUDES THE DATE OF DISTRIBUTION TO WHICH THIS FORM RELATES. STOCKHOLDERS SHOULD CONSULT THEIR TAX ADVISORS TO DETERMINE THE TAX IMPACT OF THE REPORTED ORGANIZATIONAL ACTION WITH RESPECT TO THEIR INDIVIDUAL FACTS AND CIRCUMSTANCES.**

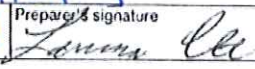
Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature ▶  Date ▶ 1-25-2016

Print your name ▶ G. Kalogirou Title ▶ CFO

Paid Preparer Use Only

Print/Type preparer's name LAWRENCE ORENSTEIN	Preparer's signature 	Date <u>1-21-16</u>	Check <input type="checkbox"/> if self-employed	PTIN P01329622
Firm's name ▶ DELOITTE TAX LLP	Firm's EIN ▶ 86-1065772		Phone no. 212-492-4000	
Firm's address ▶ 30 ROCKEFELLER PLAZA, NEW YORK, NY 10112-0015				

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