

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**FORM F-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

CAPITAL PRODUCT PARTNERS L.P.

(Exact name of registrant as specified in its charter)

Republic of the Marshall Islands
(State or other jurisdiction of incorporation or organization)

4412
(Primary Standard Industrial Classification Code Number)

N/A
(I.R.S. Employer Identification No.)

**3 Iassonos Street
Piraeus, 18537 Greece
+30 210 458 4950**
(Address and telephone number of Registrant's principal executive offices)

**CT Corporation System
111 Eighth Avenue, 13th Floor
New York, NY 10011
212-894-8400**
(Name, address and telephone number of agent for service)

Copies to:

Gregory M. Shaw, Esq.
Cravath, Swaine & Moore LLP
CityPoint, One Ropemaker Street
London, EC2Y 9HR, England
+44 207 453 1000 (telephone number)
+44 207 860 1150 (facsimile number)

Alan P. Baden
Catherine S. Gallagher
Vinson & Elkins L.L.P.
666 Fifth Avenue, 26th Floor
New York, New York 10103
212-237-0000 (telephone number)
917-849-5337 (facsimile number)

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this Form are being offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-141422

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, check the following box.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common units representing limited partnership interests	\$6,756,250(1)(2)	\$208(2)(3)

(1) Includes common units that may be purchased by the underwriters' pursuant to their overallotment option.

(2) Calculated in accordance with Rule 457(o) to account for the increase above the maximum aggregate offering price of \$283,762,500 previously registered pursuant to the Registrant's registration statement on Form F-1 (Registration No. 333-141422).

(3) A registration fee of \$208 is paid pursuant to this Registration Statement. In connection with the prior registration statement, the Registrant paid a registration fee of \$8,712.

The Registrant hereby certifies that it has instructed its bank to transmit to the Commission the filing by a wire transfer of \$208 from the Registrant's account to the Commission's account at Mellon Bank as soon as practicable but no later than the close of business on March 30, 2007. The Registrant further certifies that it will not revoke such instructions, will confirm receipt of such instructions by its bank during regular business hours on March 30, 2007, and that the Registrant has sufficient funds in its account to cover such amount.



Incorporation by Reference of Registration Statement on Form F-1, File No. 333-141422

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended. Capital Product Partners L.P. (the "Registrant") hereby incorporates by reference into this Registration Statement on Form F-1 in its entirety the Registration Statement on Form F-1 (File No. 333-141422) filed by the Registrant with the Securities and Exchange Commission (the "Commission") on March 19, 2007 as amended on March 26, 2007, including each of the documents filed by the Registrant with the Commission and incorporated or deemed to be incorporated by reference therein and all exhibits thereto.

The required opinions and consents are attached hereto and filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-1 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Piraeus, Country of Greece on the 29th day of March, 2007.

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.*

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Ioannis E. Lazaridis	Chief Executive Officer and Chief Financial Officer (Principal Executive, Financial and Accounting Officer) of Capital GP L.L.C. and Director	March 29, 2007
Ioannis E. Lazaridis		
/s/ *		
Evangelos M. Marinakis	Director and Chairman of the Board	March 29, 2007
/s/ *		
Evangelos Bairnactaris	Director	March 29, 2007
*By: /s/ Ioannis E. Lazaridis		
Ioannis E. Lazaridis Attorney-in-fact		

SIGNATURE OF AUTHORIZED REPRESENTATIVE OF THE REGISTRANT

Pursuant to the Securities Act of 1933, as amended, the undersigned, a duly authorized representative of Capital Product Partners L.P. in the United States, has signed the Registration Statement or amendment thereto in the City of Newark, State of Delaware on the 29th day of March, 2007.

Puglisi & Associates

By: /s/ Donald J. Puglisi

Name: Donald J. Puglisi

Title: *Managing Director*

EXHIBITS

Exhibit Number	Description
5.1	Opinion of Watson, Farley & Williams (New York) LLP as to the legality of the securities being registered
8.1	Opinion of Cravath, Swaine & Moore LLP relating to tax matters
8.2	Opinion of Watson, Farley & Williams (New York) LLP relating to tax matters
23.1	Consent of Deloitte Hadjipavlou, Sofianos & Cambanis S.A
23.2	Consent of Watson, Farley & Williams (New York) LLP (contained in Exhibit 5.1 and 8.2)
23.3	Consent of Cravath, Swaine & Moore LLP (contained in Exhibit 8.1)
23.4	Consent of Clarkson Research Services Ltd.
24.1	Power of Attorney (incorporated by reference to Exhibit 24.1 to the Registration Statement on Form F-1 of Capital Product Partners L.P. (Registration No. 333-141422) initially filed with the Securities and Exchange Commission on March 19, 2007
99.1	Consent of Director Nominee Nikolaos Syntychakis
99.2	Consent of Director Nominee Abel Rasterhoff
99.3	Consent of Director Nominee Keith Forman

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Watson, Farley & Williams (New York) LLP
 100 Park Avenue
 New York, New York 10017
 Tel (212) 922 2200
 Fax (212) 922 1512

March 29, 2007

Capital Product Partners L.P.
 c/o Capital Ship Management Corp.
 3 Iassonos Street
 Piraeus, 185 37
 Greece

Capital Product Partners L.P. - Registration Statement on Form F-1

Dear Sirs:

We have acted as special counsel as to matters of the law of the Republic of The Marshall Islands ("**Marshall Islands Law**") for Capital Product Partners L.P. (the "**Partnership**") in connection with the preparation of a Registration Statement on Form F-1 (the "**Registration Statement**") to be filed by the Partnership with the Securities and Exchange Commission (the "SEC") under the Securities Act of 1933, as amended (the "Act"), and the rules and regulations thereunder, pursuant to Section 462(b) under the Act with respect to the issuance and sale of up to 13,512,500 common units (the "**Common Units**") of the Partnership.

In so acting, we have examined originals, or copies, certified to our satisfaction, of (i) the form of the First Amended and Restated Agreement of Limited Partnership (the "**Partnership Agreement**") of the Partnership, (ii) the form of the Company's Registration Statement and the prospectus (the "**Prospectus**") included therein, (iii) the form of the underwriting agreement (the "**Underwriting Agreement**") to be executed among the Partnership, the representatives of the underwriters named therein, Capital Maritime & Trading Corp., Capital GP L.L.C. (the "**General Partner**"), and Capital Product Operating L.L.C. relating to the issuance and sale of the Common Units, and (iv) originals, or copies certified to our satisfaction, of all such records of the Partnership, agreements and other documents, certificates of public officials, officers and representatives of the Partnership, the General Partner and other appropriate persons, and such other documents as we have deemed necessary as a basis for the opinions hereinafter expressed. In such examinations, we have assumed without independent investigation, (a) the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as photostatic or facsimile copies, and the authenticity of the originals of such copies and (b) the accuracy of the factual representations made to us by officers and other representatives of the Partnership and the General Partner, whether evidenced by certificates or otherwise. In addition, for purposes of our opinion below, we have assumed due execution and delivery of the Partnership

Agreement and the Underwriting Agreement by the parties thereto substantially in the form examined by us, the filing by the Company with the SEC of the Registration Statement and Prospectus substantially in the form examined by us, and the declaration by the SEC of the effectiveness of such Registration Statement.

This opinion is limited to Marshall Islands Law and is as of the effective date of the Registration Statement.

Based on the foregoing and having regard to legal considerations which we deem relevant, we are of the opinion that when issued and delivered against payment therefor in accordance with the terms of the Partnership Agreement, the Underwriting Agreement and the Registration Statement and Prospectus, the Common Units will be duly authorized, validly issued, fully paid and non-assessable.

We consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to our name under the heading "Legal Matters" in the Prospectus. In giving such consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Act.

Very truly yours,

/s/ Watson Farley & Williams (New York) LLP

CRAVATH, SWAINE & MOORE LLP
[New York Office]

March 29, 2007

Capital Product Partners L.P.

Ladies and Gentlemen:

You have requested our opinion regarding certain U.S. federal income tax matters relating to Capital Product Partners L.P. (the "Company") and the holders of common units of the Company.

In formulating our opinion as to these matters, we have examined such documents as we have deemed appropriate, including the Registration Statement filed by the Company on Form F-1 with the Securities and Exchange Commission pursuant to rule 462(b) under the U.S. Securities Act of 1933, as amended (such Registration Statement, as amended at the effective date thereof, being referred to herein as the "Registration Statement"). We also have obtained such additional information as we have deemed relevant and necessary from representatives of the Company. In addition, we have examined, and relied as to matters of fact upon, originals or copies, certified or otherwise identified to our satisfaction, of such corporate records, agreements, documents and other instruments and made such other inquiries as we have deemed necessary or appropriate to enable us to render the opinion set forth below. In such examination, we have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as duplicates or certified or conformed copies, and the authenticity of the originals of such latter documents. We have not, however, undertaken any independent investigation of any factual matter set forth in any of the foregoing.

This opinion is as of the effective date of the Registration Statement.

The legal conclusions as to the application of the U.S. federal income tax law under the captions "Business-Taxation of the Partnership" and "Material U.S. Federal Income Tax Considerations" in the Registration Statement (subject to the qualifications set forth in such discussions) constitute the opinion of Cravath, Swaine & Moore LLP. Our opinion does not relate to any factual or accounting matters, determination or conclusions.

Our opinion and the tax discussion set forth in the Registration Statement are based on the current provisions of the Internal Revenue Code of 1986, as amended, the Treasury Regulations promulgated thereunder, published pronouncements of the Internal Revenue Service and case law, any of which may be changed at any time with retroactive effect. We disclaim any undertaking to advise you of any subsequent changes of the matters stated, represented or assumed herein or any subsequent changes in applicable law, regulations or interpretations thereof. No opinion is expressed on any matters other than those described above.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the use of our name under the captions "Business--Taxation of the Partnership," "Material U.S. Federal Income Tax Considerations" and "Legal Matters" in the Registration Statement.

Very truly yours,

/s/ Cravath, Swaine & Moore LLP

Capital Product Partners L.P.
3, Iassonos Street
Piraeus, Athens
18537
GREECE

Watson, Farley & Williams (New York) LLP
100 Park Avenue
New York, New York 10017
Tel (212) 922 2200
Fax (212) 922 1512

March 29, 2007

Capital Product Partners L.P.
c/o Capital Ship Management Corp.
3 Iassonos Street
Piraeus, 185 37
Greece

Capital Product Partners L.P. - Registration Statement on Form F-1

Dear Sirs:

We have acted as special counsel as to matters of the law of the Republic of The Marshall Islands (“**Marshall Islands Law**”) for Capital Product Partners L.P. (the “**Partnership**”) in connection with the preparation of a Registration Statement on Form F-1 (the “**Registration Statement**”) to be filed by the Partnership with the Securities and Exchange Commission (the “**SEC**”) under the Securities Act of 1933, as amended (the “**Act**”), and the rules and regulations thereunder, pursuant to Section 462(b) under the Act with respect to the issuance and sale of up to 13,512,500 common units (the “**Common Units**”) of the Partnership.

In so acting, we have examined originals, or copies, certified to our satisfaction, of the Registration Statement and the prospectus (the “**Prospectus**”) included therein, and originals, or copies certified to our satisfaction, of all such records of the Partnership, agreements and other documents, certificates of public officials, officers and representatives of the Partnership, Capital GP L.L.C. (the “**General Partner**”), and other appropriate persons, and such other documents as we have deemed necessary as a basis for the opinions hereinafter expressed. In such examinations, we have assumed without independent investigation, (a) the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as photostatic or facsimile copies, and the authenticity of the originals of such copies and (b) the accuracy of the factual representations made to us by officers and other representatives of the Partnership and the General Partner, whether evidenced by certificates or otherwise.

This opinion is limited to Marshall Islands Law and is as of the effective date of the Registration Statement.

Based on the facts as set forth in the Prospectus and having regard to legal considerations which we deem relevant, we hereby confirm that the opinions attributed to Watson, Farley & Williams (New

York) LLP set forth in the Prospectus under the captions “Business - Taxation of the Partnership - Marshall Islands Taxation” and “Non-United States Tax Considerations - Marshall Islands Tax Consequences” are the opinions of Watson, Farley & Williams (New York) LLP and accurately state our views as to the tax matters discussed therein. In addition, such opinions fairly present the information expected to be relevant to holders of the Common Units offered pursuant to the Prospectus and fairly summarize the legal matters referred to therein.

Our opinions as set forth in the Prospectus are based on the current provisions of Marshall Islands law, which may be changed at any time with retroactive effect. No opinion is expressed on any matters other than those specifically referred to above.

We consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to our name in the Prospectus under the captions “Business - Taxation of the Partnership - Marshall Islands Taxation” and “Non-United States Tax Considerations - Marshall Islands Tax Consequences”. In giving such consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Act.

Very truly yours,

/s/ Watson Farley & Williams (New York) LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the use in the Registration Statement No. 333-141422 of Capital Product Partners L.P. on Form F-1 of our report dated March 5, 2007 relating to the combined financial statements of Capital Product Partners, defined as including the following subsidiaries of Capital Maritime & Trading Corp.:

Shipping Rider Co.
Canvey Shipmanagement Ltd.
Centurion Navigation Limited
Polarwind Maritime S.A.
Carnation Shipping Company
Iraklitos Shipping Company
Apollonas Shipping Company
Tempest Maritime Inc.

incorporated by reference in this Registration Statement.

We also consent to the reference to us under the heading "Experts" in such Prospectus.

/s/ Deloitte.
Hadjipavlou, Sofianos & Cambanis S.A.
Athens, Greece
March 29, 2007

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the use in the Registration Statement No. 333-141422 of Capital Product Partners L.P. on Form F-1 of our report dated February 9, 2007 relating to the balance sheet of Capital GP L.L.C. incorporated by reference in this Registration Statement.

We also consent to the reference to us under the heading "Experts" in this Registration Statement.

/s/ Deloitte.
Hadjipavlou, Sofianos & Cambanis S.A.
Athens, Greece
March 29, 2007

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the use in the Registration Statement No. 333-141422 on Form F-1 of our report dated February 9, 2007 except for Note 2 as to which the date is February 21, 2007 relating to the balance sheet of Capital Product Partners L.P. incorporated by reference in this Registration Statement.

We also consent to the reference to us under the heading "Experts" in this Registration Statement.

/s/ Deloitte.
Hadjipavlou, Sofianos & Cambanis S.A.
Athens, Greece
March 29, 2007

[CLARKSONS LETTERHEAD]

Capital Product Partners L.P.
Athens
Greece

29 March, 2007

Ladies and Gentlemen:

Reference is made to the Form F-1 registration statement (the "Registration Statement") relating to the initial public offering of common units of Capital Product Partners L.P. (the "Company").

We have reviewed the section in the Prospectus entitled "The International Shipping Industry" and confirm that it accurately describes the international containership and drybulk shipping markets. We further advise the Company that our role has been limited to the provision of the statistical data, graphs, and tables supplied by us. With respect to such statistical data, graphs and tables supplied by us, we advise you that:

- some industry data included in this discussion is derived from estimates or subjective judgments;
- the published information of other maritime data collection agencies may differ from this data; and
- while we have taken reasonable care in the compilation of the industry statistical data, graphs and tables and believe them to be accurate and correct, data compilation is subject to limited audit and validation procedures and may accordingly contain errors.

We hereby consent to all references to our name in the Registration Statement and to the use of the graphical and statistical information supplied by us set forth in the sections of the Registration Statement entitled "Summary", "Business" and "The Products Tanker Industry."

We hereby consent to the filing of this letter as an exhibit to the Registration Statement of the Company on Form F-1 to be filed with the U.S. Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended, and to the reference to our firm in the section of the Registration Statement entitled "The Products Tanker Industry" and "Experts."

CLARKSON RESEARCH SERVICES LIMITED

Name: /s/ S. Gordon

Title: Director

Clarkson Research Services Limited England No. 1944749: Registered Office as above

CONSENT OF DIRECTOR NOMINEE

I hereby consent to being named as a director nominee of Capital Product Partners L.P., a Marshall Island's limited liability partnership in the Registration Statement on Form F-1 of Capital Product Partners L.P. (including the prospectus contained therein), and in all subsequent amendments and post-effective amendments or supplements thereto, filed with the U.S. Securities and Exchange Commission.

Dated: March 29, 2007

Signature: /s/ Nikolaos Syntychakis
 Nikolaos Syntychakis

CONSENT OF DIRECTOR NOMINEE

I hereby consent to being named as a director nominee of Capital Product Partners L.P., a Marshall Island's limited liability partnership in the Registration Statement on Form F-1 of Capital Product Partners L.P. (including the prospectus contained therein), and in all subsequent amendments and post-effective amendments or supplements thereto, filed with the U.S. Securities and Exchange Commission.

Dated: March 29, 2007

Signature: /s/ Abel Rasterhoff
Abel Rasterhoff

CONSENT OF DIRECTOR NOMINEE

I hereby consent to being named as a director nominee of Capital Product Partners L.P., a Marshall Island's limited liability partnership in the Registration Statement on Form F-1 of Capital Product Partners L.P. (including the prospectus contained therein), and in all subsequent amendments and post-effective amendments or supplements thereto, filed with the U.S. Securities and Exchange Commission.

Dated: March 29, 2007

Signature: /s/ Keith Forman
 Keith Forman
