
**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 September, 2014

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.

Yes No

(If "yes" is marked, indicate below this file number assigned to the registrant in connection with Rule 12g3-2(b): 82- .)

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 September 2, 2014.

This report on Form 6-K is hereby incorporated by reference into the registrant's Registration Statements on Form F-3 (File Nos. 333-177491, 333-184209 and 333-189603).

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.

Dated: September 2, 2014

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.

CAPITAL PRODUCT PARTNERS L.P. ANNOUNCES OFFERING OF 15,000,000 COMMON UNITS

ATHENS, Greece, September 2, 2014 — Capital Product Partners L.P. (NASDAQ: CPLP) (the “Partnership”) today announced that it plans to offer 15,000,000 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 2,250,000 common units to cover overallotments, if any.

The Partnership intends to use the net proceeds from the public offering (i) to partially fund the approximately \$311,500,000 aggregate purchase price of, including the \$30,224,500 deposit for, the two 50,000 deadweight product carriers Hull Nos. 027 and 028, the CMA CGM Amazon (ex Akadimos), the CMA CGM Uruguay (ex Adonis) and the CMA CGM Magdalena (ex Anaxagoras) (collectively, the “Vessels”), (ii) to repurchase from Capital Maritime & Trading Corp. (“Capital Maritime”) approximately \$60.0 million of common units and to cancel such common units upon completion of the public offering, and (iii) for general partnership purposes.

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, BofA Merrill Lynch and Wells Fargo Securities. The co-lead managers are Barclays, Jefferies, Raymond James and RBC Capital Markets, and the co-managers are Stifel and Credit Agricole CIB.

When available, copies of the prospectus supplement and accompanying prospectus related to this offering may be obtained from UBS Investment Bank, Attention: Prospectus Dept., 299 Park Avenue, New York, NY 10171, or by calling UBS toll-free at: 888-827-7275, from BofA Merrill Lynch, 222 Broadway, New York, NY 10038, Attention: Prospectus Department, or by emailing dg.prospectus_requests@baml.com, or from Wells Fargo Securities, Attention: Equity Syndicate Dept. 375 Park Avenue, New York, NY 10152, by emailing cmclientsupport@wellsfargo.com or by calling (800) 326-5897.

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 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 tanker, container and drybulk vessels. The Partnership currently owns 30 vessels, including four Suezmax crude oil tankers, 18 modern MR (Medium Range) product tankers, seven post panamax container vessels and one Capesize bulk carrier. All of its vessels are under period charters to BP Shipping Limited, Overseas Shipholding Group Inc., A.P. Moller-Maersk A.S., Hyundai Merchant Marine Co. Ltd., Engen Petroleum, Subtec S.A. de C.V., Cosco Bulk Carrier Co. Ltd. and Capital Maritime.

Forward-Looking Statements

The statements in this press release that are not historical facts, including (x) the expected use of proceeds from the offering, (y) the acquisitions of the Vessels and (z) the repurchase of common units from Capital Maritime, 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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