
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C.**

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER
Pursuant to Rule 13a-16 or 15d-16 under
the Securities Exchange Act of 1934**

Date of Report: April 1, 2019

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):

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):

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 the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-_____.)

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press release issued March 28, 2019, announcing the completion of merger and reverse unit split.
99.2	Amendment No. 33 to the Floating Rate Management Agreement with Capital Ship Management Corp., dated March 27, 2019.
99.3	Termination of Crude Carriers Management Agreement, dated March 27, 2019.

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.

Dated: April 1, 2019

CAPITAL PRODUCT PARTNERS L.P.

By: Capital GP L.L.C., its general partner

/s/ Gerasimos (Jerry) Kalogiratos

Name: Gerasimos (Jerry) Kalogiratos

Title: Chief Executive Officer of Capital GP L.L.C.



CPLP Announces Completion of Merger and 1-for-7 Reverse Unit Split

ATHENS, GREECE — March 28, 2019 — Capital Product Partners L.P. (NASDAQ: CPLP) announced today that the merger of its crude and product tanker business with the business and operations of DSS Holdings L.P. has been completed. Common stock of Diamond S Shipping Inc. (“Diamond S”) is expected to begin regular-way trading on the New York Stock Exchange today, March 28.

CPLP further announced that it has completed its 1-for-7 reverse unit split. CPLP common units will continue to trade on a split-adjusted basis on NASDAQ under the same ticker symbol “CPLP” (CUSIP # Y11082206).

Jerry Kalogiratos, Director and Chief Executive Officer of Capital GP LLC, commented:

“We are pleased to see this strategic transaction completed and wish Diamond S best of luck as a listed entity. This transaction allows CPLP to reshape its business with a modern fleet with remaining charter duration of more than five years, providing CPLP unitholders with increased stability and cash flow visibility. Importantly, with this transaction completed, we are looking forward to expanding our asset base again with modern vessels employed under medium- to long-term charters with a view to growing our long-term distributable cash flow.”

About Capital Product Partners L.P.

Capital Product Partners L.P. (NASDAQ: CPLP), a Marshall Islands master limited partnership, is an international owner of container and drybulk vessels. CPLP currently owns 11 vessels, including ten neo panamax container vessels.

Forward-Looking Statements

The statements in this press release that are not historical facts are 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. For a discussion of factors that could materially affect the outcome of forward-looking statements and other risks and uncertainties, see “Risk Factors” in CPLP’s annual report filed with the Securities and Exchange Commission on Form 20-F.

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AMENDMENT TO FLOATING RATE MANAGEMENT AGREEMENT

AMENDMENT NO. 33 made effective this 27th day of March 2019, to the Floating Rate Management Agreement dated the 10th of June 2011 (the "Floating Rate Management Agreement"), as amended; by and between CAPITAL PRODUCT PARTNERS L.P., a limited partnership duly organized and existing under the laws of the Marshall Islands ("CLP"), and CAPITAL SHIP MANAGEMENT CORP., a company duly organized and existing under the laws of Panama with its registered office at Hong Kong Bank building, 6th floor, Samuel Lewis Avenue, Panama, and a representative office established in Greece at 3, Iassonos Street, Piraeus Greece ("CSM").

WHEREAS:

- A. CLP owns vessels and requires certain commercial and technical management services for the operation of its fleet;
- B. Pursuant to the Floating Rate Management Agreement, CLP engaged CSM to provide such commercial and technical management services to CLP on the terms set out therein and as of the date hereof CSM will not manage the below vessels on behalf of CLP:

Vessel Name	IMO Number	Flag
ACTIVE	9700342	Liberia
AGISILAOS	9315745	Marshall Islands
AYRTON II	9410014	Liberia
AIOLOS	9315769	Marshall Islands
AKERAIOS	9328297	Liberia
AKTORAS	9312925	Marshall Islands
ALEXANDROS II	9384021	Marshall Islands
ALKIVIADIS	9327437	Marshall Islands
AMADEUS	9700469	Malta
AMOR	9700471	Liberia
AXIOS	9315941	Liberia
ANEMOS I	9327463	Liberia
ANIKITOS	9710490	Liberia
APOSTOLOS	9327451	Liberia
ARIONAS	9315757	Marshall Islands
ARIS II	9384019	Marshall Islands
ARISTAIOS	9779939	Marshall Islands
ARISTOTELIS II	9384033	Marshall Islands
ASSOS	9327449	Liberia
ATLANTAS II	9312913	Marshall Islands
ATROTOS	9328285	Liberia
AVAX	9315939	Liberia

NOW THEREFORE, in consideration of the premises and the agreements, provisions and covenants herein contained, the parties hereto hereby agree, on the terms and subject to the conditions set forth herein, as follows:

Section 1. Defined Terms. Capitalized terms used but not defined herein shall have the meanings assigned to such terms in the Floating Rate Management Agreement.

Amendments.

(a) Schedule "B" of the Floating Rate Management Agreement is hereby amended to read in its entirety as follows:

SCHEDULE B

VESSELS AND DATE OF TERMINATION

<u>Vessel Name</u>	<u>Expected Termination Date</u>
Cape Agamemnon	June 2021
Agamemnon	December 2022
Archimidis	December 2022
Hyundai Premium	March 2023
Hyundai Paramount	March 2023
Hyundai Platinum	August-September 2023
Hyundai Privilege	August-September 2023
Hyundai Prestige	August-September 2023
CMA CGM Amazon	June 2020
CMA CGM Uruguay	September 2020
CMA CGM Magdalena	February 2021

Section 2. Effectiveness of Amendment. This Amendment shall become effective as of 27th March 2019.

Section 3. Effect of Amendment. Except as expressly set forth herein, this Amendment shall not by implication or otherwise limit, impair, constitute a waiver of, amend, or otherwise affect the rights and remedies of CLP or CSM under the Floating Rate Management Agreement, and shall not alter, modify, amend or in any way affect any of the terms, conditions, obligations, covenants or agreements contained in the Floating Rate Management Agreement, all of which are ratified and affirmed in all respects and shall continue in full force and effect. Nothing herein shall be deemed to entitle CLP or CSM to a consent to, or a waiver, amendment, modification or other change of, any of the terms, conditions, obligations, covenants or agreements contained in the Floating Rate Management Agreement in similar or different circumstances. This Amendment shall apply and be effective with respect to the matters expressly referred to herein. After the Amendment Effective Date, any reference to the Floating Rate Management Agreement shall mean the Floating Rate Management Agreement with such amendments effected hereby.

Section 4. Counterparts. This Amendment may be executed in one or more signed counterparts, facsimile or otherwise, which shall together form one instrument.

IN WITNESS WHEREOF the Parties have executed this Amendment this 27th March 2019 by their duly authorized signatories with effect on the date first above written.

CAPITAL PRODUCT PARTNERS L.P.

BY ITS GENERAL PARTNER, CAPITAL GP L.L.C.,

By: /s/ Gerasimos Kalogiratos

Name: **Gerasimos Kalogiratos**

Title: Chief Executive Officer of Capital GP L.L.C.

CAPITAL SHIP MANAGEMENT CORP.,

By: /s/ Prokopis Iliou

Name: **Prokopis Iliou**

Title: Director

TERMINATION OF MANAGEMENT AGREEMENT

This agreement is made this 27th March 2019 by and between:

(1) CAPITAL SHIP MANAGEMENT CORP., a company duly organized and existing under the laws of Panama with a representative branch office and business address in Greece at 3, Iassonos Street, Piraeus Greece ("**CSM**"); and

(2) CRUDE CARRIERS CORP., a corporation duly organized and existing under the laws of the Marshall Islands ("**CCC**" and together with CSM the "**Parties**")

Whereas under a commercial and technical management agreement dated 17th March 2010 between CSM and CCC (as amended and supplemented from time to time the "**Management Agreement**") CSM has been providing management services to CCC and its owned vessels m.t. Miltiadis M II, m.t. Amoureux and m.t. Aias.

NOW THEREFORE, the Parties hereby agree, on the terms and subject to the conditions set forth herein, to terminate with immediate effect the Management Agreement and confirm and warrant that there are no outstandings between them under such Management Agreement.

IN WITNESS WHEREOF the Parties have executed this Agreement by their duly authorized signatories with effect on the date first above written.

CRUDE CARRIERS CORP.

By: /s/ Gerasimos Kalogiratos

Name: **Gerasimos Kalogiratos**

Title: Director

CAPITAL SHIP MANAGEMENT CORP.

By: /s/ Prokopis Iliou

Name: **Prokopis Iliou**

Title: Director