

KNOT Offshore Partners LP  
Form 20-F/A  
May 05, 2014

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

**FORM 20-F/A**

(Mark One)

**REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934**

**OR**

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the fiscal year ended December 31, 2013**

**OR**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**OR**

**SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of event requiring this shell company report \_\_\_\_\_**

**Commission file number 001-35866**

**KNOT OFFSHORE PARTNERS LP**

**(Exact name of Registrant as specified in its charter)**

**Republic of the Marshall Islands**

**(Jurisdiction of incorporation or organization)**

**2 Queens Cross**

**Aberdeen, Aberdeenshire**

**AB15 4YB, United Kingdom**

**(Address of principal executive offices)**

**Arild Vik**

**2 Queens Cross**

**Aberdeen, Aberdeenshire**

**AB15 4YB, United Kingdom**

**Telephone: 44 (0) 1224 618420**

**Facsimile: 44 (0) 1224 624891**

**(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)**

**Securities registered or to be registered pursuant to Section 12(b) of the Act:**

| <b>Title of each class</b>                                                                         | <b>Name of each exchange on which registered</b> |
|----------------------------------------------------------------------------------------------------|--------------------------------------------------|
| <b>Common units representing limited partner interests</b>                                         | <b>New York Stock Exchange</b>                   |
| <b>Securities registered or to be registered pursuant to Section 12(g) of the Act: <u>None</u></b> |                                                  |

**Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: None**

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Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

8,567,500 common units representing limited partner interests

8,567,500 subordinated units representing limited partner interests

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  Yes  No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.  Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.  Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).  Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP  International Financial Reporting Standards as issued  Other

by the International Accounting Standards Board

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.

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If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

**Explanatory Note**

KNOT Offshore Partners LP is filing this Amendment No. 1 to the Annual Report on Form 20-F for the fiscal year ended December 31, 2013 originally filed with the Securities and Exchange Commission on April 15, 2014 (the 2013 Form 20-F ) solely for the purpose of furnishing Interactive Data File disclosure as Exhibit 101 in accordance with Rule 405 of Regulation S-T. This Exhibit 101 was not previously filed.

Other than as expressly set forth above, this Form 20-F/A does not, and does not purport to, amend, update or restate the information in any other item of the 2013 Form 20-F, or reflect any events that have occurred after the 2013 Form 20-F was originally filed.

**PART III**

**Item 19. Exhibits**

The exhibits listed on the Exhibit Index hereof are filed herewith in response to this item.

| <b>Exhibit<br/>Number</b> | <b>Description</b>                                   |
|---------------------------|------------------------------------------------------|
| 101.INS**                 | XBRL Instance Document                               |
| 101.SCH**                 | XBRL Taxonomy Extension Schema                       |
| 101.CAL**                 | XBRL Taxonomy Extension Schema Calculation Linkbase  |
| 101.DEF**                 | XBRL Taxonomy Extension Schema Definition Linkbase   |
| 101.LAB**                 | XBRL Taxonomy Extension Schema Label Linkbase        |
| 101.PRE**                 | XBRL Taxonomy Extension Schema Presentation Linkbase |

\*\* Pursuant to Rule 406T of Regulation S-T, these interactive data files are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933 or Section 18 of the Exchange Act and otherwise are not subject to liability under such sections.

**SIGNATURES**

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F/A and that it has duly caused and authorized the undersigned to sign this Annual Report on its behalf.

KNOT OFFSHORE PARTNERS LP

By: /s/ ARILD VIK

Name: Arild Vik

Title: Chief Executive Officer and Chief  
Financial Officer

Date: May 5, 2014

**Exhibit Index**

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| 101.INS**                 | XBRL Instance Document                               |
| 101.SCH**                 | XBRL Taxonomy Extension Schema                       |
| 101.CAL**                 | XBRL Taxonomy Extension Schema Calculation Linkbase  |
| 101.DEF**                 | XBRL Taxonomy Extension Schema Definition Linkbase   |
| 101.LAB**                 | XBRL Taxonomy Extension Schema Label Linkbase        |
| 101.PRE**                 | XBRL Taxonomy Extension Schema Presentation Linkbase |

\*\* Pursuant to Rule 406T of Regulation S-T, these interactive data files are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933 or Section 18 of the Exchange Act and otherwise are not subject to liability under such sections.