

**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) 08-0525705	
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 02/10/2016 AND 02/12/2016	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, 2016. A PORTION OF THESE DISTRIBUTIONS IS TREATED AS NON-DIVIDEND DISTRIBUTIONS. THIS FORM RELATES TO DISTRIBUTIONS PAID ON FEBRUARY 10, 2016 AND FEBRUARY 12, 2016.**

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 58.55% OF THE TOTAL DISTRIBUTIONS RECEIVED DURING 2016. PREFERRED STOCKHOLDERS WHO RECEIVED THE FEBRUARY 10, 2016 DISTRIBUTION MUST REDUCE THE BASIS IN THEIR UNITS BY \$0.1287 PER UNIT. COMMON STOCKHOLDERS WHO RECEIVED THE FEBRUARY 12, 2016 DISTRIBUTION MUST REDUCE THE BASIS IN THEIR UNITS BY \$0.1396 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, 2016. THE ISSUER'S EARNINGS AND PROFITS ALLOCABLE TO BOTH PREFERRED AND COMMON UNITS FOR THE YEAR ENDED DECEMBER 31, 2016, TOTALED 41.45% 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 58.55% OF 2016 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., 2016) 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.

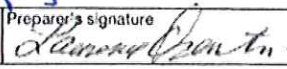
Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature ▶  Date ▶ January 25, 2017

Print your name ▶ G. Kalogiridis Title ▶ CEO/CFO

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
LAWRENCE ORENSTEIN		1-25-17		P01329622
Firm's name ▶	Firm's EIN ▶		Firm's address ▶	
DELOITTE TAX LLP	86-1065772		30 ROCKEFELLER PLAZA, NEW YORK, NY 10112-0015	
Firm's address ▶			Phone no.	
30 ROCKEFELLER PLAZA, NEW YORK, NY 10112-0015			212-492-4000	

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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 05/10/2016 AND 05/13/2016	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, 2016. A PORTION OF THESE DISTRIBUTIONS IS TREATED AS NON-DIVIDEND DISTRIBUTIONS. THIS FORM RELATES TO DISTRIBUTIONS PAID ON MAY 10, 2016 AND MAY 13, 2016.**

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 58.55% OF THE TOTAL DISTRIBUTIONS RECEIVED DURING 2016. PREFERRED STOCKHOLDERS WHO RECEIVED THE MAY 10, 2016 DISTRIBUTION MUST REDUCE THE BASIS IN THEIR UNITS BY \$0.1252 PER UNIT. COMMON STOCKHOLDERS WHO RECEIVED THE MAY 13, 2016 DISTRIBUTION MUST REDUCE THE BASIS IN THEIR UNITS BY \$0.0439 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, 2016. THE ISSUER'S EARNINGS AND PROFITS ALLOCABLE TO BOTH PREFERRED AND COMMON UNITS FOR THE YEAR ENDED DECEMBER 31, 2016, TOTALED 41.45% 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 58.55% OF 2016 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.

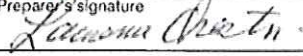
19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ THE ISSUER DETERMINES ITS EARNINGS AND PROFITS FOR EACH CALENDAR YEAR. BASIS ADJUSTMENTS ARE EFFECTIVE IN THE STOCKHOLDER'S TAX YEAR (I.E., 2016) WHICH INCLUDES THE DATE OF DISTRIBUTION TO WHICH 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.

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Sign Here

Signature ▶  Date ▶ January 25, 2017

Print your name ▶ G. Kalogirou Title ▶ CEO/CFO

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	LAWRENCE ORENSTEIN		1-25-17		P01320622
	Firm's name ▶ DELOITTE TAX LLP			Firm's EIN ▶	86-1065772
	Firm's address ▶ 30 ROCKEFELLER PLAZA, NEW YORK, NY 10112-0015			Phone no.	212-492-4000

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8 Date of action 08/10/2016 AND 08/12/2016	9 Classification and description PREFERRED AND COMMON UNITS		
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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 58.55% OF THE TOTAL DISTRIBUTIONS RECEIVED DURING 2016. PREFERRED STOCKHOLDERS WHO RECEIVED THE AUGUST 10, 2016 DISTRIBUTION MUST REDUCE THE BASIS IN THEIR UNITS BY \$0.1252 PER UNIT. COMMON STOCKHOLDERS WHO RECEIVED THE AUGUST 12, 2016 DISTRIBUTION MUST REDUCE THE BASIS IN THEIR UNITS BY \$0.0439 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, 2016. THE ISSUER'S EARNINGS AND PROFITS ALLOCABLE TO BOTH PREFERRED AND COMMON UNITS FOR THE YEAR ENDED DECEMBER 31, 2016, TOTALED 41.45% 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 58.55% OF 2016 DISTRIBUTIONS RECEIVED.**


Part II Organizational Action (continued)

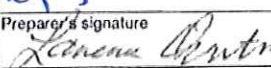
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Sign Here
 Signature ▶  Date ▶ January 25, 2017
 Print your name ▶ G. Kalogiridis Title ▶ CEO/CFO

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	LAWRENCE ORENSTEIN		<u>1-25-17</u>		P01329622
	Firm's name ▶ DELOITTE TAX LLP			Firm's EIN ▶	86-1065772
	Firm's address ▶ 30 ROCKEFELLER PLAZA, NEW YORK, NY 10112-0015			Phone no.	212-492-4000

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

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Part II Organizational Action (continued)


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Signature ▶  Date ▶ 25 Januy 2017

Print your name ▶ G. Malgouyris Title ▶ CEO/CFO

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
LAWRENCE ORENSTEIN		1-25-17		P01329622
Firm's name ▶	Firm's address ▶		Firm's EIN ▶	Phone no.
DELOITTE TAX LLP	30 ROCKEFELLER PLAZA, NEW YORK, NY 10112-0015		86-1065772	212-492-4000