

TEEKAY TANKERS LTD.  
Form 6-K  
February 13, 2012

**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**

**Date of Report: February 13, 2012**

**Commission file number 1- 33867**

**TEEKAY TANKERS LTD.**

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

**4th Floor**

**Belvedere Building**

**69 Pitts Bay Road**

**Hamilton, HM08 Bermuda**

**(Address of principal executive office)**

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Indicate by check mark whether the registrant files or will file annual reports under cover 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 the file number assigned to the registrant in connection with Rule 12g3-2(b):82-

**THIS REPORT ON FORM 6-K IS HEREBY INCORPORATED BY REFERENCE INTO THE FOLLOWING REGISTRATION STATEMENT OF THE COMPANY:**

REGISTRATION STATEMENT ON FORM F-3 (NO. 333-174216) ORIGINALLY FILED WITH THE SEC ON MAY 13, 2011.

**Item 6 Exhibits**

The following exhibits are filed as part of this Report:

- 1.1 Underwriting Agreement
- 5.1 Opinion of Watson, Farley and Williams (New York) LLP
- 8.1 Opinion of Perkins Coie LLP relating to tax matters
- 8.2 Opinion of Watson, Farley and Williams (New York) LLP relating to tax matters

**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.

TEEKAY TANKERS LTD.

Date: February 13, 2012

By: /s/ Vincent Lok  
Vincent Lok  
Chief Financial Officer