

Capital Product Partners L.P.
Form 4
March 28, 2019

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Capital Product Partners L.P.

2. Issuer Name **and** Ticker or Trading
Symbol

Diamond S Shipping Inc. [DSSI]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3 IASSONOS STREET

3. Date of Earliest Transaction
(Month/Day/Year)

03/26/2019

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)

__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

PIRAEUS, J3 18537

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/26/2019		J ⁽¹⁾	12,724,500	A <u>(1)</u>	12,725,000 <u>(2)</u>	D
Common Stock	03/27/2019		J ⁽¹⁾	12,725,000	D <u>(1)</u>	\$ 0 0	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Capital Product Partners L.P. 3 IASSONOS STREET PIRAEUS, J3 18537		X		

Signatures

/s/ Gerasimos G. Kalogiratos, Chief Executive Officer on behalf of Capital Product Partners L.P.

03/28/2019

____Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) On March 26, 2019, Diamond S Shipping Inc. (the "Issuer"), a wholly owned subsidiary of Capital Product Partner L.P. ("CPLP"), issued 12,724,500 shares of common stock ("Common Stock") to CPLP as consideration for the contribution by CPLP of assets to be separated from CPLP's businesses and operations in connection with the spin-off (the "Spin-Off") of the Issuer from CPLP. On March 27, 2019, CPLP distributed 100% of the outstanding shares of Common Stock to holders of record as of the close of business on March 19, 2019 of CPLP common units and CPLP general partner units (collectively, the "CPLP Units"), on a pro rata basis based on a ratio of one share of Common Stock for every 10.19149 CPLP Units.
- (2) Includes 500 shares of Common Stock previously reported as directly held by CPLP.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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