8point3 Energy Partners LP Form 4 January 20, 2016

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

OMB

**OMB APPROVAL** 

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

**SECURITIES** 

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Oceanic Investment Management LTD (Last)

(First) (Middle)

(Zip)

ST GEORGES COURT, 2ND FLOOR, UPPER CHURCH **STREET** 

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

8point3 Energy Partners LP [CAFD]

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

01/15/2016

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

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

4. If Amendment, Date Original

Filed(Month/Day/Year)

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

Form filed by One Reporting Person \_X\_ Form filed by More than One Reporting

Ι

Person

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

DOUGLAS, Y8 IM1 1EE

(City)

						· · · · · · · · · · · · · · · · · · ·		•
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securitie	es Acquired	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transaction	or(A) or Disp	posed of (D)	Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4	and 5)	Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)			Owned	Direct (D)	Ownership
						Following	or Indirect	(Instr. 4)
					( • )	Reported	(I)	
					(A)	Transaction(s)	(Instr. 4)	
			C 1 W		or	(Instr. 3 and 4)		
~.			Code V	Amount	(D) Price			
Class A								

Class A Shares

partner interests

representing 01/15/2016 limited

 $P^{(1)}$ 

2,400 A \$ 2,030,839

See footnote

(2) (3) (4)

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

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SEC 1474 (9-02)

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#### number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired			`			Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						· ·
					4, and 5)						
					, ,						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
						LACICISABIC	Duic		of		
				Code V	(A) (D)				Shares		

Relationships

# **Reporting Owners**

Reporting Owner Name / Address	Keiationships					
. 0	Director	10% Owner	Officer	Other		
Oceanic Investment Management LTD ST GEORGES COURT, 2ND FLOOR UPPER CHURCH STREET DOUGLAS, Y8 IM1 1EE		X				
Oceanic Hedge Fund C/O OCEANIC HEDGE FUND UGLAND HOUSE, P.O. BOX 309 GRAND CAYMAN, E9 KY1-1104		X				
Oceanic Opportunities Master Fund, L.P. MAPLES CORPORATE SERVICES LTD UGLAND HOUSE, PO BOX 309 GRAND CAYMAN, E9 KY1-1104		X				

## **Signatures**

Oigilatal Co				
/s/ Cato Brahde, (1) individually; (2) as managing director of (a) Tufton Oceanic (Isle of Man) Limited, and (b) Oceanic Investment Management Limited; and (3) as manager of Oceanic Hedge Fund	01/20/2016			
**Signature of Reporting Person	Date			
Oceanic Opportunities GP Limited, /s/ Anthony Haynes, Authorized Signatory				
**Signature of Reporting Person	Date			
Oceanic Opportunities Master Fund, L.P., By: Oceanic Opportunities GP Limited, its General Partner, /s/ Anthony Haynes, Authorized Signatory	01/20/2016			

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\*\*Signature of Reporting Person

Date

Oceanic CL GP Limited, /s/ Anthony Haynes, Authorized Signatory

01/20/2016

\*\*Signature of Reporting Person

Date

Oceanic CL Fund LP, By: Oceanic CL GP Limited, its General Partner, /s/ Anthony Haynes, Authorized Signatory

01/20/2016

\*\*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) The purchase herein was effected on behalf of Oceanic and the Master Fund, as defined below.
- The securities to which this filing relates are held directly by (i) Oceanic Hedge Fund, a Cayman Islands Open Ended Investment

  Company ("Oceanic"), (ii) Oceanic Opportunities Master Fund, L.P., a Delaware limited partnership (the "Master Fund") and (iii)

  Oceanic CL Fund LP, a Cayman Islands Exempted Limited Partnership ("CL Fund", and together with Oceanic and the Master Fund, the "Funds").
  - Oceanic Investment Management Limited, an Isle of Man Company (the "Manager") serves as investment manager to the Funds and has discretion over the portfolio securities beneficially owned by the Funds. Tufton Oceanic (Isle of Man) Limited, an Isle of Man Company "TOL (Isle of Man)" controls the Manager and has discretion over the portfolio securities beneficially owned by the Funds. Oceanic
- Opportunities GP Limited, a Cayman Islands exempted company (the "Master Fund GP") serves as general partner to the Master Fund and as such has discretion over the portfolio securities beneficially owned by the Master Fund. Oceanic CL GP Limited, a Cayman Islands exempted company (the "CL Fund GP") serves as general partner to the CL Fund and as such has discretion over the portfolio securities beneficially owned by the CL Fund. Cato Brahde ("Mr. Brahde"), serves as the fund manager to the Funds and the managing director of TOL (Isle of Man).
- (4) Each of the Reporting Persons disclaims beneficial ownership of the reported securities except to the extent of their pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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