

8point3 Energy Partners LP  
Form 4  
January 20, 2016

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Oceanic Investment Management LTD  
(Last) (First) (Middle)  
ST GEORGES COURT, 2ND FLOOR, UPPER CHURCH STREET  
(Street)  
DOUGLAS, Y8 IM1 1EE  
(City) (State) (Zip)

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  
\_\_\_\_ Officer (give title below)  
 10% Owner  
\_\_\_\_ Other (specify 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  
 Form filed by More than One Reporting Person

**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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Class A Shares representing limited partner interests	01/15/2016		P <sup>(1)</sup>	2,400 A \$ 15.88	2,030,839	I	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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number.

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

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. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 5)
				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
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

/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 01/20/2016

\_\_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)

(2) 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

(3) 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.

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