

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

DIVISION OF CORPORATION FINANCE

May 15, 2013

<u>Via E-mail</u> Peter Evensen Chief Executive Officer and Chief Financial Officer Teekay Offshore Partners L.P. 4th Floor, Belvedere Building, 69 Pitts Bay Road Hamilton, HM 08, Bermuda

> Re: Teekay Offshore Partners L.P. Form 20-F for Fiscal Year Ended December 31, 2011 Filed on April 24, 2012 Form 6-K filed on February 26, 2013 File No. 001-33198

Dear Mr. Evensen:

We have completed our review of your filing. We remind you that our comments or changes to disclosure in response to our comments do not foreclose the Commission from taking any action with respect to the company or the filing and the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States. We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/ Lyn Shenk

Lyn Shenk Branch Chief