Form **8937**(December 2011) Department of the Treasury Internal Revenue Service

Report of Organizational Actions Affecting Basis of Securities

► See separate instructions.

OMB No. 1545-2224

Pa	art I Reporting	Issuer		·	<u> </u>			
1	Issuer's name				2 Issuer's employer identification number (EIN)			
TEE	KAY OFFSHORE PARTI	NERS LP			98-0512555			
3	Name of contact for add	ditional information	4 Telephon	e No. of contact	5 Email address of contact			
	T ALEKSON		+1 604-609		INVESTOR.RELATIONS@TEEKAYOFFSHORE.COM			
6	Number and street (or I	P.O. box if mail is not	delivered to s	treet address) of contact	7 City, town, or post office, state, and Zip code of contact			
	TE NO. 1778, 48 PA	AR-LA-VILLE ROAL		Control of the contro	HAMILTON, HM 11 BERMUDA			
8	Date of action		9 Class	sification and description				
	BELOW CUSIP number	11 Serial number		TACHED STATEMENT 12 Ticker symbol	13 Account number(s)			
10	OOOH Hamber	11 Ocharnamber	(3)	12 Hekel Symbol	Account Humber(5)			
crr	ATTACHED STMT	N/A		SEE ATTACHED STATEMENT	,			
			ch additional		back of form for additional questions.			
14					against which shareholders' ownership is measured for			
	the action ►	,	,					
	SEE ATTACHED STAT	ΓΕΜΕΝΤ						
	5 9 0 00							
15		-	anizational act	ion on the basis of the security	in the hands of a U.S. taxpayer as an adjustment per			
	share or as a percent	_						
	SEE ATTACHED STAT	FEMENT						
16	Describe the calculati	ion of the change in I	basis and the	data that supports the calculation	on, such as the market values of securities and the			
	valuation dates ►							
	BASED ON TEEKAY OFFSHORE'S CURRENT AND ACCUMULATED EARNINGS AND PROFITS, THE FULL AMOUNT OF THE							
	DISTRIBUTIONS PA	DISTRIBUTIONS PAID PER COMMON UNIT AND PER SERIES A CUMULATIVE REDEEMABLE PREFERRED UNIT SHOULD REDUCE THE						
	BASIS OF EACH COM	BASIS OF EACH COMMON UNIT AND EACH SERIES A CUMULATIVE REDEEMABLE PREFERRED UNIT HELD BY EACH UNITHOLDER						
	ON THE DATES OF I	RECORD.						

Part	Ш	Organizational Action (continued)		
		e applicable Internal Revenue Code section(s) and subsection(s) upon when the section is a subsection in the section is a section of the section in the section is a section in the section in the section is a section in the section in the section is a section in the section in the section is a section in the section in the section in the section is a section in the	hich the tax treatment is based ▶	
	RC 3	16 AND 301(c)		
40	0			
		ny resulting loss be recognized? ► .S. FEDERAL INCOME TAX PURPOSES, THE DISTRIBUTIONS WIL	I NOT DECILT IN ANY TAY LOCG E	ND ANV
		N UNITHOLDERS OR ANY SERIES A CUMULATIVE REDEEMABLE PR		JK ANI
19	Provid	e any other information necessary to implement the adjustment, such as	the reportable tax year	
		TTACHED STATEMENT		
	Llna	les populies of positive I declare that I have a versioned this vature including appear	managering askedules and statements and to the	a back of my knowledge one
		ler penalties of perjury, I declare that I have examined this return, including accoref, it is true, correct, and complete. Declaration of preparer (other than officer) is ba		
Sign				
Here		nature ►	Date ►	
	Prin	t your name ▶	Title ▶	
Paid	d	Print/Type preparer's name Preparer's signature SUSAN MCKILLIGAN	Date 01/29/2014 Check Check	if PTIN
Prep				N > 08 0180330
Use	Only	Firm's name		N ▶ 98-0189320 o.604-806-7000
Send	Form 8	3937 (including accompanying statements) to: Department of the Treasur		

Attachment to Form 8937 Report of Organizational Actions Affecting Basis of Securities

Issuer: Teekay Offshore Partners LP

EIN: 98-0512555

Part I, Items 9, 10 and 12 Common Units CUSIP # - Y8565J101 Ticker Symbol - TOO

Series A Cumulative Redeemable Preferred Units

CUSIP # - Y8565J127 Ticker Symbol - TOO PR A

Part II, Item 14

During the year ended December 31, 2013, Teekay Offshore Partners LP ("Teekay Offshore") declared the following cash distributions to the common unitholders on the dates of record:

	Date of Record	Amount per Unit	Date Paid
Common Units	February 1, 2013	\$0.5125 \$0.5253	February 14, 2013 May 14, 2013
	April 30, 2013 July 23, 2013	\$0.5253 \$0.5253	August 9, 2013
	October 23, 2013	\$0.5253	November 8, 2013

During the year ended December 31, 2013, Teekay Offshore declared the following cash distributions to the Series A Cumulative Redeemable Preferred unitholders on the dates of record:

	Date of Record	Amount per Unit	Date Paid
Series A Cumulative	August 8, 2013	\$0.5286	August 15, 2013
Redeemable Preferred Units	November 8, 2013	\$0.4531	November 15, 2013

Part II, Item 15

Dividends paid in excess of the current and accumulated earnings and profits of a corporation reduce the basis of the shares of the corporation pursuant to Internal Revenue Code ("IRC") §301(c)(2) and §316(a).

Based on the current and accumulated earnings and profits of Teekay Offshore, the full amount of the distributions paid per unit as of the dates of record should reduce the basis of each common unitholder and each Series A cumulative redeemable preferred unitholder as follows:

Common Units \$0.5125 per common unit for holders on February 1, 2013

\$0.5253 per common unit for holders on April 30, 2013 \$0.5253 per common unit for holders on July 23, 2013 \$0.5253 per common unit for holders on October 23, 2013

Series A Cumulative
Redeemable Preferred Units

\$0.5286 per preferred unit for holders on August 8, 2013 \$0.4531 per preferred unit for holders on November 8, 2013

Part II, Item 19

The reportable tax year is 2013. Unitholders as of the following dates of record should reduce the basis of each unit held on those dates by the following amounts per unit:

Common Units \$0.5125 per common unit for holders on February 1, 2013

\$0.5253 per common unit for holders on April 30, 2013 \$0.5253 per common unit for holders on July 23, 2013 \$0.5253 per common unit for holders on October 23, 2013

The reduction in basis is cumulative such that a unitholder who was the unitholder of record for all four distributions would be required to reduce its basis by a total of \$2.0884 per unit.

Series A Cumulative \$0.5286 per preferred unit for holders on August 8, 2013

Redeemable Preferred Units \$0.4531 per preferred unit for holders on November 8, 2013

The reduction in basis is cumulative such that a unitholder who was the unitholder of record for both distributions would be required to reduce its basis by a total of \$0.9817 per unit.