

Golar LNG Partners LP
Form 20-F/A
April 30, 2015

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

FORM 20-F/A

(Mark One)

☐ REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES
EXCHANGE ACT OF 1934

OR

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF
1934

For the fiscal year ended December 31, 2014

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT
OF 1934

For the transition period from to

OR

☐ SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

Date of event requiring this shell company report _____

Commission file number 001- 35123

GOLAR LNG PARTNERS LP

(Exact name of Registrant as specified in its charter)

Republic of the Marshall Islands

(Jurisdiction of incorporation or organization)

2nd Floor, S.E. Pearman Building

9 Par-la-Ville Road

Hamilton, HM 11, Bermuda

(Address of principal executive offices)

Graham Robjohns

2nd Floor, S.E. Pearman Building

9 Par-la-Ville Road

Hamilton, HM 11, Bermuda

Telephone: +1 (441) 295-4705

(Name, Telephone, Email and/or Facsimile Number and Address of the Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Common units representing limited partner interests	Nasdaq Global Market

Securities registered or to be registered pursuant to Section 12(g) of the Act: None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: None

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

45,663,096 Common Units representing limited partner interests
15,949,831 Subordinated Units representing limited partner interests

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

☒ Yes ☐ No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

☐ Yes ☒ No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

☒ Yes ☐ No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

☒ Yes ☐ No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of “accelerated filer and large accelerated filer” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☒

Accelerated filer ☐

Non-accelerated filer ☐

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP ☒

International Financial Reporting Standards as issued
by the International Accounting Standards Board ☐

Other ☐

If “Other” has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.

☐ Item 17 ☐ Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

☐ Yes ☒ No

Explanatory Note

Golar LNG Partners LP is filing this Amendment No. 1 to the Annual Report on Form 20-F for the fiscal year ended December 31, 2014 originally filed with the Securities and Exchange Commission on April 29, 2015 ("2014 Form 20-F") solely for the purpose of filing additional exhibits that were inadvertently omitted from the 2014 Form 20-F. Other than as expressly set forth above, this Form 20-F/A does not, and does not purport to, amend, update or restate the information in any other item of the 2014 Form 20-F, or reflect any events that have occurred after the 2014 Form 20-F was originally filed.

PART III

ITEM 19. EXHIBITS.

The exhibits listed on the Exhibit Index hereof are filed herewith in response to this item.

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|-------|--|
| 4.30* | \$120 million Loan Agreement dated April 19, 2006 and as amended on February 27, 2008, among Golar LNG 2234 Corporation, as Borrower, Fokus Bank ASA, as Swap Bank, Agent and Security Trustee and the lenders party thereto |
| 4.31* | \$125 million Facilities Agreement dated June 17, 2010, among Golar Freeze Holding Co., DnB NOR Bank ASA, as Facility Agent and Security Agent, the lenders party thereto and the other parties thereto |
| 4.32* | Supplemental Deed, dated December 23, 2014, relating to the \$120 million Loan Agreement dated April 19, 2006, among Golar LNG 2234 Corporation, as Borrower, Fokus Bank ASA, as Swap Bank, Agent and Security Trustee and the lenders party thereto |
| 4.33* | Supplemental Deed, dated April 29, 2015, between Golar LNG Limited, as lender and Golar LNG Partners LP as borrower. |
| 15.2* | Consent of Independent Registered Public Accounting Firm - PricewaterhouseCoopers LLP |
| 99.1* | Letter from PricewaterhouseCoopers, Inc. addressed to the SEC regarding the disclosure provided in Item 16F |

* Filed herewith.

SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F/A and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

GOLAR LNG PARTNERS LP

By: /s/ Graham Robjohns
Name: Graham Robjohns
Title: Principal Executive Officer

Date: April 30, 2015