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

**FORM 8-K
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934**

Date of Report (date of earliest event reported): August 22, 2017

8point3 Energy Partners LP
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-37447
(Commission File Number)

47-3298142
(I.R.S. Employer
Identification No.)

77 Rio Robles
San Jose, California
(Address of principal executive offices)

95134
(Zip Code)

Registrant's telephone number, including area code: **(408) 240-5500**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01. Other Events.

As previously disclosed, 8point3 Operating Company, LLC (“OpCo”), a wholly-owned subsidiary of 8point3 Energy Partners LP (the “Partnership”), and First Solar, Inc. (“First Solar”) entered into the Right of First Offer Agreement, dated as of June 24, 2015 (the “ROFO Agreement”), pursuant to which First Solar granted to OpCo a right of first offer to purchase certain solar energy generating facilities for a period of five years. On June 28, 2016, the Partnership disclosed that OpCo and First Solar entered into Amendment and Waiver No. 2 to Right of First Offer Agreement, pursuant to which, among other things, OpCo’s rights under the ROFO Agreement were expanded to include a right of first offer to purchase First Solar’s 130 MW California Flats and 150 MW California Flats facilities in Monterey County, California (collectively, the “California Flats Project”). On June 29, 2017, the Partnership disclosed that OpCo waived the 45-day negotiation period under the ROFO Agreement with respect to the California Flats Project and that, following such waiver, First Solar has the right to offer and sell the interest in the California Flats Project that was subject to the ROFO Agreement to a third party, in accordance with the terms of the ROFO Agreement.

On Tuesday, August 22, 2017, it was announced that First Solar has sold the interest in the California Flats Project that was subject to the ROFO Agreement to a third party. As such, OpCo no longer has the ability to acquire such interest in the California Flats Project or its related assets.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

8POINT3 ENERGY PARTNERS LP

By: 8point3 General Partner, LLC,
its general partner

By: /s/ JASON E. DYMBORT
Jason E. Dymbort
General Counsel

Date: August 22, 2017