
UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Amendment No. 6

to

Form S-1

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

8point3 Energy Partners LP

(Exact Name of Registrant as Specified in its Charter)

Delaware

(State or other Jurisdiction of
Incorporation or Organization)

4911

(Primary Standard Industrial
Classification Code Number)

47-3298142

(IRS Employer
Identification Number)

77 Rio Robles

San Jose, California 95134

(408) 240-5500

(Address, including Zip Code, and Telephone Number, including Area Code, of Registrant's Principal Executive Offices)

Charles D. Boynton

77 Rio Robles

San Jose, California 95134

(408) 240-5500

(Name, Address, including Zip Code, and Telephone Number, including Area Code, of Agent for Service)

Copies to:

Joshua Davidson

Gerald M. Spedale

Baker Botts L.L.P.

One Shell Plaza

910 Louisiana Street

Houston, Texas 77002

(713) 229-1234

Andrea L. Nicolas

Lance T. Brasher

Skadden, Arps, Slate, Meagher & Flom LLP

Four Times Square

New York, New York 10036

(212) 735-3000

T. Mark Kelly

E. Ramey Layne

Vinson & Elkins L.L.P.

1001 Fannin, Suite 2500

Houston, Texas 77002

(713) 758-2222

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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

Large accelerated filer

Accelerated filer

Non-accelerated filer
(Do not check if a smaller reporting
company)

Smaller reporting company

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

EXPLANATORY NOTE

This Amendment No. 6 is being filed solely for the purposes of filing Exhibit 5.2 herewith. No changes or additions are being made hereby to the Prospectus constituting Part I of the Registration Statement (not included herein) or to Items 13, 14, 15 or 17 of Part II of the Registration Statement (not included herein).

PART II
INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits

The following documents are filed as exhibits to this registration statement:

Number	Description
1.1**	Form of Underwriting Agreement
3.1**	Certificate of Limited Partnership of 8point3 Energy Partners LP
3.2**	Form of Amended and Restated Agreement of Limited Partnership of 8point3 Energy Partners LP (included as Appendix A in the prospectus included in this Registration Statement)
3.3**	Certificate of Formation of 8point3 Operating Company, LLC
3.4**	Form of Amended and Restated Limited Liability Company Agreement of 8point3 Operating Company, LLC (included as Appendix B in the prospectus included in this Registration Statement)
3.5**	Certificate of Formation of 8point3 General Partner, LLC
3.6**	Form of Amended and Restated Limited Liability Company Agreement of 8point3 General Partner, LLC
5.1**	Opinion of Baker Botts L.L.P. with respect to the legality of the securities registered
5.2	Opinion of Skadden, Arps, Slate, Meagher & Flom LLP with respect to the legality of the securities registered
10.1**	Form of Contribution Agreement
10.2	[Reserved]
10.3**	Form of Omnibus Agreement
10.4**	Form of First Solar ROFO Agreement
10.5**	Form of SunPower ROFO Agreement
10.6**	Credit and Guaranty Agreement dated as of June 5, 2015 among 8point3 Operating Company, LLC, 8point3 Energy Partners LP, certain subsidiaries of 8point3 Operating Company, LLC, various lenders party thereto and Credit Agricole Corporate and Investment Bank, as administrative agent and collateral agent
10.7**	Form of 8point3 General Partner, LLC Long-Term Incentive Plan
10.8**	Form of First Solar Management Services Agreement
10.9**	Form of SunPower Management Services Agreement
10.10**	Form of Exchange Agreement
10.11**	Form of Registration Rights Agreement
10.12**	Form of Equity Purchase Agreement
21**	Subsidiaries of the Registrant
23.1**	Consent of Ernst & Young LLP
23.2**	Consent of PricewaterhouseCoopers LLP with respect to the audited financial information of First Solar's interest in the combined entities

Number	Description
23.3**	Consent of Frazier & Deeter, LLC
23.4**	Consent of PricewaterhouseCoopers LLP with respect to the audited financial information of 8point3 Energy Partners LP
23.5**	Consent of Baker Botts L.L.P. (included in Exhibit 5.1)
23.6	Consent of Skadden, Arps, Slate, Meagher & Flom LLP (included in Exhibit 5.2)
23.7**	Consent of Director Nominee (Thomas C. O'Connor)
23.8**	Consent of Director Nominee (Norman J. Szydlowski)
23.9**	Consent of Director Nominee (Michael W. Yackira)
23.10**	Consent of Director Nominee (Ty P. Daul)
24**	Powers of Attorney (included in signature page)

* To be filed by amendment.

** Previously filed.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Jose, State of California, on the 16th of June, 2015.

8point3 Energy Partners LP

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

By: /s/ Charles D. Boynton
Charles D. Boynton
Chairman of the Board, Chief Executive Officer and
Director

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and the dates indicated.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Charles D. Boynton</u> Charles D. Boynton	Chairman of the Board, Chief Executive Officer and Director (Principal Executive Officer)	June 16, 2015
*		
<u>Mark R. Widmar</u>	Chief Financial Officer and Director (Principal Financial Officer)	June 16, 2015
*		
<u>Mandy Yang</u>	Chief Accounting Officer (Principal Accounting Officer)	June 16, 2015
*		
<u>Joseph G. Kishkill</u>	Director	June 16, 2015

* Charles D. Boynton hereby signs this Amendment No. 6 to the Registration Statement on behalf of the indicated person for whom he is attorney-in-fact on June 16, 2015, pursuant to powers of attorney previously included with the Registration Statement on Form S-1 of 8point3 Energy Partners LP filed on March 10, 2015 and June 4, 2015 with the Securities and Exchange Commission.

By: /s/ Charles D. Boynton
Charles D. Boynton
Attorney-in-fact

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[Letterhead of Skadden, Arps, Slate, Meagher & Flom LLP]

June 16, 2015

8point3 Energy Partners LP
77 Rio Robles
San Jose, California 95134

Re: 8point3 Energy Partners LP Initial Public Offering of Class A Shares

Ladies and Gentlemen:

We have acted as special counsel to 8point3 Energy Partners LP, a Delaware limited partnership (the "Partnership"), in connection with its filing with the U.S. Securities and Exchange Commission (the "Commission") of a registration statement on Form S-1 (the "Registration Statement") for the purpose of registering with the Commission under the Securities Act of 1933, as amended (the "Securities Act"), the sale by the Partnership of up to 20,000,000 Class A Shares representing limited partner interests in the Partnership (the "Class A Shares"), including up to 3,000,000 Class A Shares subject to an over-allotment option (the "Offering").

This opinion is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act.

In rendering the opinions herein, we have examined and relied on originals or copies, certified or otherwise identified to our satisfaction, of (a) the Registration Statement on Form S-1 (File No. 333-202634) of the Partnership, as filed with the Commission under the Securities Act on March 10, 2015; (b) Pre-Effective Amendments No. 1 through No. 5 thereto (such Registration Statement, as so amended, being hereinafter referred to as the "Registration Statement"); (c) the form of underwriting agreement (the "Underwriting Agreement") proposed to be entered into by and among the Partnership, 8point3 Holding Company, LLC, Goldman, Sachs & Co. and Citigroup Global Markets Inc., as representatives of the several underwriters named therein, filed as Exhibit 1.1 to the Registration Statement; (d) the form of the Amended and Restated Agreement of Limited Partnership of the Partnership (the "Partnership Agreement") to be in effect in connection with the closing of the Offering and filed as Exhibit 3.2 to the Registration Statement; (e) the Certificate of Limited Partnership of the Partnership, filed as Exhibit 3.1 to the Registration Statement; (f) a secretary's certificate; and (g) certain resolutions of the Board of Directors of the general partner of the Partnership relating to the Offering and related matters.

We have also examined originals or copies, certified or otherwise identified to our satisfaction, of such records of the Partnership and such agreements, certificates and receipts of public officials, certificates of officers or other representatives of the Partnership and others, and such other documents, certificates and records as we have deemed necessary or appropriate as a basis for the opinions set forth below.

In our examination, we have assumed the legal capacity and competency of all natural persons, the genuineness of all signatures, including endorsements, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as facsimile, electronic, certified or photostatic copies, and the authenticity of the originals of such copies. In making our examination of executed documents, we have assumed that the parties thereto, other than the Partnership, had the power, corporate or other, to enter into and perform all obligations thereunder and have also assumed the due authorization by all requisite action, corporate or other, and the execution and delivery by such parties of such documents and the validity and binding effect thereof on such parties. As to any facts relevant to the opinions expressed herein that we did not independently establish or verify, we have relied upon statements and representations of officers and other representatives of the Partnership and others and of public officials.

We do not express any opinion with respect to the laws of any jurisdiction other than the Delaware Revised Uniform Limited Partnership Act and we do not express any opinion as to the effect of any other laws on the opinions herein stated.

Based upon and subject to the foregoing, we are of the opinion that the Class A Shares, upon (i) the due execution of the Partnership Agreement and the effectiveness thereof, (ii) the due action by a duly appointed committee of the Board of Directors of the general partner of the Partnership to determine the price per Class A Share and (iii) the due issuance of the Class A Shares against payment therefor in accordance with the Partnership Agreement and in the manner described in the Underwriting Agreement, will be validly issued and holders of the Class A Shares will have no obligation to make payments or contributions to the Partnership or its creditors solely by reason of their ownership of the Class A Shares.

We hereby consent to the filing of this opinion with the Commission as an exhibit to the Registration Statement. We also hereby consent to the reference to our firm under the heading "Validity of Class A Shares" in the prospectus forming a part of the Registration Statement. In giving this consent, we do not admit that we are included in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Skadden, Arps, Slate, Meagher & Flom LLP