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

FORM 10-Q

(Mark One)

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

For the quarterly period ended September 30, 2014

OR

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

For the transition period from __________ to __________

Commission File Number: 0-13546

APACHE OFFSHORE INVESTMENT PARTNERSHIP
(Exact name of registrant as specified in its charter)

Delaware	**41-1464066**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**

One Post Oak Central, 2000 Post Oak Boulevard, Suite 100, Houston, Texas 77056-4400
(Address of principal executive offices)

Registrant's telephone number, including area code: (713) 296-6000

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, 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.

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer	☐ (Do not check if a smaller reporting company)	Smaller reporting company	☒

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

Number of registrant's units outstanding as of September 30, 2014 1,022

PART I – FINANCIAL INFORMATION

ITEM 1 – FINANCIAL STATEMENTS

APACHE OFFSHORE INVESTMENT PARTNERSHIP
STATEMENT OF CONSOLIDATED INCOME
(Unaudited)

	For the Quarter Ended September 30, 2014	For the Quarter Ended September 30, 2013	For the Nine Months Ended September 30, 2014	For the Nine Months Ended September 30, 2013
REVENUES:				
Oil and gas sales	$807,361	$876,321	$2,278,123	$2,849,505
Interest income	9	46	44	74
	807,370	876,367	2,278,167	2,849,579
EXPENSES:				
Depreciation, depletion and amortization	161,331	178,827	452,002	592,737
Asset retirement obligation accretion	29,413	27,205	93,782	90,709
Lease operating expenses	228,287	278,193	768,807	970,754
Gathering and transportation costs	28,406	26,964	77,281	81,739
Administrative	93,500	90,500	284,500	286,500
	540,937	601,689	1,676,372	2,022,439
NET INCOME	$266,433	$274,678	$ 601,795	$ 827,140
NET INCOME ALLOCATED TO:				
Managing Partner	$ 83,339	$ 87,683	$ 205,682	$ 274,065
Investing Partners	183,094	186,995	396,113	553,075
	$266,433	$274,678	$ 601,795	$ 827,140
NET INCOME PER INVESTING PARTNER UNIT	$ 179	$ 183	$ 388	$ 541
WEIGHTED AVERAGE INVESTING PARTNER UNITS OUTSTANDING	1,021.5	1,021.5	1,021.5	1,021.5

The accompanying notes to consolidated financial statements are an integral part of this statement.

APACHE OFFSHORE INVESTMENT PARTNERSHIP
STATEMENT OF CONSOLIDATED CASH FLOWS
(Unaudited)

	For the Nine Months Ended September 30, 2014	2013
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$ 601,795	$ 827,140
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation, depletion and amortization	452,002	592,737
Asset retirement obligation accretion	93,782	90,709
Changes in operating assets and liabilities:		
(Increase) decrease in accrued receivables	(477,178)	76,872
Increase (decrease) in receivable from/payable to Apache Corporation	(240)	(73,764)
Increase (decrease) in accrued operating expenses	367,779	929
Increase (decrease) in deferred credits and other	(163,594)	(236,073)
Net cash provided by operating activities	874,346	1,278,550
CASH FLOWS FROM INVESTING ACTIVITIES:		
Additions to oil and gas properties	(158)	(14,320)
Net cash used in investing activities	(158)	(14,320)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Distributions to Managing Partner	(191,247)	(296,953)
Net cash used in financing activities	(191,247)	(296,953)
NET INCREASE IN CASH AND CASH EQUIVALENTS	682,941	967,277
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	4,320,218	3,118,789
CASH AND CASH EQUIVALENTS, END OF PERIOD	$5,003,159	$4,086,066

The accompanying notes to consolidated financial statements are an integral part of this statement.

APACHE OFFSHORE INVESTMENT PARTNERSHIP
CONSOLIDATED BALANCE SHEET
(Unaudited)

	September 30, 2014	December 31, 2013
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	$ 5,003,159	$ 4,320,218
Accrued revenues receivable	512,474	35,296
Receivable from Apache Corporation	8,575	8,335
	5,524,208	4,363,849
OIL AND GAS PROPERTIES, on the basis of full cost accounting:		
Proved properties	194,649,888	194,634,634
Less – Accumulated depreciation, depletion and amortization	(186,651,821)	(186,199,819)
	7,998,067	8,434,815
	$ 13,522,275	$ 12,798,664
LIABILITIES AND PARTNERS' CAPITAL		
CURRENT LIABILITIES:		
Current asset retirement obligation	$ 866,564	$ 991,248
Accrued operating expenses	520,319	152,540
Accrued development costs	15,096	—
	1,401,979	1,143,788
ASSET RETIREMENT OBLIGATION	1,283,476	1,228,604
PARTNERS' CAPITAL:		
Managing Partner	423,343	408,908
Investing Partners (1,021.5 units outstanding)	10,413,477	10,017,364
	10,836,820	10,426,272
	$ 13,522,275	$ 12,798,664

The accompanying notes to consolidated financial statements
are an integral part of this statement.

APACHE OFFSHORE INVESTMENT PARTNERSHIP
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Apache Offshore Investment Partnership, a Delaware general partnership (the Investment Partnership), was formed on October 31, 1983, consisting of Apache Corporation, a Delaware corporation (Apache or the Managing Partner), as Managing Partner and public investors (the Investing Partners). The Investment Partnership invested its entire capital in Apache Offshore Petroleum Limited Partnership, a Delaware limited partnership (the Operating Partnership). The primary business of the Investment Partnership is to serve as the sole limited partner of the Operating Partnership. The accompanying financial statements include the accounts of both the Investment Partnership and the Operating Partnership. The term "Partnership", as used herein, refers to the Investment Partnership or the Operating Partnership, as the case may be.

These financial statements have been prepared by the Partnership, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission (SEC). They reflect all adjustments that are, in the opinion of management, necessary for a fair statement of the results for the interim periods, on a basis consistent with the annual audited financial statements. All such adjustments are of a normal, recurring nature. Certain information, accounting policies, and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States (U.S. GAAP) have been omitted pursuant to such rules and regulations, although the Partnership believes that the disclosures are adequate to make the information presented not misleading. These financial statements should be read in conjunction with the Partnership's Annual Report on Form 10-K for the fiscal year ended December 31, 2013, which contains a summary of the Partnership's significant accounting policies and other disclosures.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

As of September 30, 2014, the Partnership's significant accounting policies are consistent with those discussed in Note 2 of its consolidated financial statements contained in the Annual Report on Form 10-K for the fiscal year ended December 31, 2013.

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Significant estimates with regard to these financial statements include the estimate of proved oil and gas reserves and related present value estimates of future net cash flow therefrom and asset retirement obligations. Actual results could differ from those estimates.

New Pronouncements Issued But Not Yet Adopted

In May 2014, the Financial Accounting Standards Board (FASB) and the International Accounting Standards Board (IASB) issued a joint revenue recognition standard, ASU 2014-09. The new standard removes inconsistencies in existing standards, changes the way companies recognize revenue from contracts with customers, and increases disclosure requirements. The guidance requires companies to recognize revenue to depict the transfer of goods or services to customers in amounts that reflect the consideration to which the company expects to be entitled in exchange for those goods or services. ASU 2014-09 is effective for annual and interim periods beginning after December 15, 2016. The standard is required to be adopted using either the full retrospective approach, with all prior periods presented adjusted, or the modified retrospective approach, with a cumulative adjustment to retained earnings on the opening balance sheet. The Partnership is currently evaluating the level of effort needed to implement the standard, the impact of adopting this standard on its consolidated financial statements, and whether to use the full retrospective approach or the modified retrospective approach.

In August 2014, the Financial Accounting Standards Board (FASB) issued ASU No. 2014-15, which requires management of public and private companies to evaluate whether there are conditions and events that raise substantial doubt about the entity's ability to continue as a going concern within one year after the financial statements are issued (or available to be issued when applicable) and, if so, disclose that fact. Management will be required to make this evaluation for both annual and interim reporting periods, if applicable. ASU No. 2014-15 is effective for annual periods ending after December 15, 2016 and interim periods within annual periods beginning after December 15, 2016. The Partnership does not expect the adoption of this amendment to have a material impact on its consolidated financial statements.

2. RECEIVABLE FROM / PAYABLE TO APACHE CORPORATION

The receivable from/payable to Apache represents the net result of the Investing Partners' revenue received and expenditures paid in the current month. Generally, cash in this amount will be paid by Apache to the Partnership or transferred to Apache in the month after the Partnership's transactions are processed and the net results of operations are determined.

3. RIGHT OF PRESENTMENT

As provided in the Partnership Agreement, as amended (the Amended Partnership Agreement), a first right of presentment valuation was computed during the first quarter of 2014. The per-unit value was determined to be $16,020 based on the valuation date of December 31, 2013. A second right of presentment valuation was computed during October 2014 and the per-unit value was determined to be $16,260 based on a valuation date of June 30, 2014. The Partnership did not repurchase any Investing Partner Units (Units) during the first nine months of 2014, and is not expected to purchase any Units in the fourth quarter of 2014. The per-unit right of presentment value computed during the first quarter of 2013 was determined to be $15,412 based on the valuation date of December 31, 2012, and the second per-unit right of presentment in 2013 was $15,622 based on a valuation date of June 30, 2013. The Partnership did not repurchase any Units during the first nine months of 2013. Pursuant to the Amended Partnership Agreement, the Partnership has no obligation to purchase any Units presented to the extent it determines that it has insufficient funds for such purchases.

4. ASSET RETIREMENT OBLIGATIONS

The following table describes the changes to the Partnership's asset retirement obligation liability for the first nine months of 2014:

Asset retirement obligation at December 31, 2013	$2,219,852
Accretion expense	93,782
Liabilities settled	(163,594)
Asset retirement obligation at September 30, 2014	2,150,040
Less current portion	(866,564)
Asset retirement obligation, long-term	$1,283,476

5. FAIR VALUE MEASUREMENTS

Certain assets and liabilities are reported at fair value on a recurring basis in the Partnership's consolidated balance sheet. As of September 30, 2014, and December 31, 2013, the carrying amounts of the Partnership's current assets and current liabilities approximated fair value because of the short-term nature or maturity of these instruments.

The Partnership did not use derivative financial instruments or otherwise engage in hedging activities during the nine months ended September 30, 2014, and 2013.

ITEM 2 - MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This discussion relates to Apache Offshore Investment Partnership (the Partnership) and should be read in conjunction with the Partnership's consolidated financial statements and accompanying notes included under Part I, Item 1, "Financial Statements" of this Quarterly Report on Form 10-Q, as well as its consolidated financial statements, accompanying notes and Management's Discussion and Analysis of Financial Condition and Results of Operations included in the Partnership's Annual Report on Form 10-K for the fiscal year ended December 31, 2013.

The Partnership's business is participation in oil and gas exploration, development and production activities on federal lease tracts in the Gulf of Mexico, offshore Louisiana and Texas.

Financial Overview

The Partnership reported net income of $266,433 for the third quarter of 2014, down from $274,678 in the third quarter of 2013. Net income per Investing Partner Unit decreased to $179 per Unit in the third quarter of 2014, down from $183 per Unit in the third quarter of 2013. Lower gas production and oil prices in 2014 contributed to the decrease in earnings and net income per Investing Partner Unit from 2013. The lower gas production resulted from Matagorda Island 681/682 being taken off production during the third quarter of 2013 and North Padre Island 969/976 coming off production in June 2014, as they were no longer economical at current prices.

Net income for the nine months ending September 30, 2014, totaled $601,795 compared to $827,140 for the nine months ending September 30, 2013. Net income per Investing Partner Unit of $388 in the nine-month period ending September 30, 2014 was down from $541 per Unit in the first nine months of 2013. The decline in earnings and net income per Investing Partner Unit from 2013 reflected lower oil and gas production and oil prices in 2014.

Results of Operations

Total revenues decreased 8 percent from the third quarter of 2013 to the third quarter of 2014 on lower gas production and oil prices, while year-to-date revenues in 2014 decreased 20 percent from the first nine months of 2013 on lower oil and gas production and oil prices.

The Partnership's oil, gas and natural gas liquids (NGL) production volume and price information is summarized in the following table (gas volumes are presented in thousand cubic feet (Mcf) per day):

	For the Quarter Ended September 30,			For the Nine Months Ended September 30,		
	2014	2013	Increase (Decrease)	2014	2013	Increase (Decrease)
Gas volume – Mcf per day	243	561	(57)%	276	779	(65)%
Average gas price – per Mcf	$ 4.14	$ 3.71	12 %	$ 4.91	$ 3.85	28 %
Oil volume – barrels per day	71	63	13 %	63	64	(2)%
Average oil price – per barrel	$ 104.28	$ 111.63	(7)%	$ 106.01	$ 110.44	(4)%
NGL volume – barrels per day	8	11	(27)%	9	10	(10)%
Average NGL price – per barrel	$ 45.01	$ 35.53	27 %	$ 40.90	$ 36.93	11 %

Oil and Gas Sales

Natural gas sales in the third quarter of 2014 totaled $92,709 or slightly less than half the amount realized in 2013. Natural gas volumes declined 57 percent from the third quarter of 2013, decreasing sales by $120,861. The decline in the Partnership's production from 2013 was attributable to the shut-in of Matagorda Island 681/682 and North Padre Island 969/976, and declines at Ship Shoal 258/259. Matagorda Island 681/682 ceased production in August 2013, while North Padre Island 969/976 was taken off production in June 2014. Both fields were uneconomic to produce and are waiting plugging and abandonment. The Partnership's average realized natural gas price for the quarter increased $0.43 per Mcf, or 12 percent, from the third quarter of 2013, increasing sales by $22,122 from a year ago.

The Partnership's crude oil sales for the third quarter of 2014 totaled $680,467 compared to $649,948 of crude oil sales in the third quarter of 2013. Crude oil volumes on a per day basis increased from 63 barrels per day in 2013 to 71 barrels per day in 2014, increasing sales by $73,286. The increase in volumes in 2014 was attributable to a recompletion of the South Timbalier 295 #B-5 well. The Partnership's average realized price in the third quarter of 2014 decreased $7.35 per barrel from the third quarter of 2013.

During the third quarter of 2014, the Partnership sold 8 barrels per day of natural gas liquids, down 27 percent from the third quarter of 2013. The Partnership's average NGL price for the current quarter increased 27 percent from a year ago to $45.01 per barrel.

Natural gas sales for the first nine months of 2014 decreased 55 percent from a year ago, dropping to $369,879 in the current period from $817,930 during the first nine months of 2013. A 503 Mcf per day, or 65 percent decrease in natural gas volumes during the first nine months of 2014 from the same period a year ago reduced sales by $674,325. The Partnership's decline in gas production in 2014 reflected the shut-in of Matagorda Island 681/682 (288 Mcf per day), declines in production at Ship Shoal 258/259 (124 Mcf per day) and declines at North Padre Island 969/976 (114 Mcf per day). The Partnership's average realized gas prices increased from $3.85 per Mcf in the first nine months of 2013 to $4.91 per Mcf in 2014, increasing sales by $226,274.

Crude oil sales for the nine months of 2014 totaled $1.8 million, down six percent from the same period in 2013. The Partnership's crude oil volumes decreased from 64 barrels per day during the first nine months of 2013 to 63 barrels per day during the same period of 2014 as a result of natural depletion which was partially offset by the recompletion of the South Timbalier 295 #B-5 well. The Partnership's average realized oil price for the first nine months of 2014 decreased four percent from the first nine months of 2013, dropping to $106.01 per barrel in 2014.

The Partnership sold 9 barrels per day of natural gas liquids in the first nine months of 2014, down from 10 barrels per day in the first nine months of 2013. The decrease reflected lower processed volumes at Ship Shoal 258/259 in 2014. NGL prices for the first nine months increased 11 percent from a year ago, rising to $40.90 per barrel.

Since the Partnership does not anticipate acquiring additional acreage or conducting exploratory drilling on leases in which it currently holds an interest, declines in oil and gas production can be expected in future periods as a result of natural depletion. Also, given the small number of producing wells owned by the Partnership and exposure to inclement weather in the Gulf of Mexico, the Partnership's production during the remainder of 2014 and beyond may be subject to more volatility than those companies with a larger or more diversified property portfolio.

Operating Expenses

The Partnership's depreciation, depletion and amortization (DD&A) rate, expressed as a percentage of oil and gas sales, was approximately 20 percent for each of the third quarter of 2014 and the third quarter of 2013. DD&A, expressed as a percentage of oil and gas sales, for the first nine months of 2014 and 2013 was 20 percent and 21 percent, respectively. The dollar amount of DD&A expense for the first nine months of 2014 decreased from the comparable periods a year ago as a result of lower oil and gas sales in 2014.

The Partnership recognized $29,413 in asset retirement obligation accretion for the third quarter of 2014 compared to $27,205 for the third quarter of 2013. For the nine months ending September 30, 2014, and 2013, the Partnership recognized asset retirement obligation accretion of $93,782 and $90,709, respectively.

Lease operating expenses (LOE) for the third quarter of 2014 of $228,287 decreased 18 percent from the third quarter of 2013 on lower repair costs and the reduced cost resulting from shutting-in Matagorda Island 681/682. LOE for the first nine months of 2014 was down 21 percent from the same period a year ago, decreasing to $768,807 in the first nine months of 2014. The decline in costs for the first nine months reflected lower repair and workover costs in 2014, and lower costs on the shut-in of Matagorda Island 681/682. LOE for the first nine months of 2013 included repair costs on platforms at South Timbalier 295 and Ship Shoal 258/259, and costs to re-stage a compressor at Ship Shoal 258/259.

In the third quarter of 2014, gathering and transportation costs for the delivery of oil and gas totaled $28,406. Gathering and transportation costs during the first nine months of 2014 of $77,281 decreased five percent from the same period in 2013 as a result of lower oil and gas volumes in 2014.

Capital Resources and Liquidity

The Partnership's primary capital resource is net cash provided by operating activities, which totaled $0.9 million for the first nine months of 2014, down from $1.3 million in the comparable period in 2013 as a result of lower gas production and oil prices which negatively impacted the Partnership's 2014 earnings.

At September 30, 2014, the Partnership had approximately $5.0 million in cash and cash equivalents, up from approximately $4.3 million at December 31, 2013. The Partnership's goal is to maintain cash and cash equivalents at least sufficient to cover the undiscounted value of its future asset retirement obligation liability. The Partnership also plans to reserve funds for repairs which may disrupt the Partnership's production.

The Partnership's future financial condition, results of operations and cash from operating activities will largely depend upon prices received for its oil and natural gas production. A substantial portion of the Partnership's production is sold under market-sensitive contracts. Prices for oil and natural gas are subject to fluctuations in response to changes in supply, market uncertainty and a variety of factors beyond the Partnership's control. These factors include worldwide political instability (especially in the Middle East), the foreign supply of oil and natural gas, the price of foreign imports, the level of consumer demand, and the price and availability of alternative fuels.

The Partnership's oil and gas reserves and production will also significantly impact future results of operations and cash from operating activities. The Partnership's production is subject to fluctuations in response to remaining quantities of oil and gas reserves, weather, pipeline capacity, consumer demand, mechanical performance and workover, recompletion and drilling activities. Declines in oil and gas production can be expected in future years as a result of normal depletion and the non-participation in acquisition or exploration activities by the Partnership. Based on production estimates from independent engineers and current market conditions, the Partnership forecasts it will be able to meet its liquidity needs for routine operations in the foreseeable future. The Partnership will reduce capital expenditures and distributions to partners as cash from operating activities declines.

In the event that future short-term operating cash requirements are greater than the Partnership's financial resources, the Partnership may seek short-term, interest-bearing advances from the Managing Partner as needed. The Managing Partner, however, is not obligated to make loans to the Partnership.

On an ongoing basis, the Partnership reviews the possible sale of lower value properties prior to incurring associated dismantlement and abandonment costs.

Capital Commitments

The Partnership's primary needs for cash are for operating expenses, drilling and recompletion expenditures, future dismantlement and abandonment costs, distributions to Investing Partners, and the purchase of Units offered by Investing Partners under the right of presentment. To the extent there is discretion, the Partnership allocates available capital to investment in the Partnership's properties so as to maximize production and resultant cash flow. The Partnership had no outstanding debt or lease commitments at September 30, 2014. The Partnership did not have any contractual obligations as of September 30, 2014, other than the liability for dismantlement and abandonment costs of its oil and gas properties. The Partnership has recorded a separate liability for the present value of this asset retirement obligation as discussed in the notes to the financial statements included in the Partnership's latest annual report on Form 10-K.

During the first nine months of 2014 the Partnership had capital expenditures $15,254 for additions to oil and gas properties as it participated in a recompletion project on the South Timbalier 295 #B-5 well during the period. Of the $15,254 of capital additions for 2014, $158 was paid during the third quarter and $15,096 was accrued for payment in the fourth quarter of 2014. The Partnership's cash outlays for capital expenditures during the first nine months of 2013 were minimal as the Partnership did not participate in any new drilling or recompletion projects in 2013. During the first nine months of 2014, the Partnership spent $163,594 on abandonment costs at North Padre Island 969/976 and Matagorda Island 681/682. During the first nine months of 2013, the Partnership spent $236,073 on abandonment projects. Based on information supplied by the operators of the properties, the Partnership anticipates capital expenditures of less than $0.1 million during the remainder of 2014 as no new drilling projects are currently planned for 2014. Capital estimates may change based on realized prices, changes by the operator to the development plan, pipeline construction or modifications, or changes in government regulations.

Because of declining oil and gas production during the first nine months of 2014 and the need to reserve cash for future asset retirement obligations, no distributions were made to Investing Partners during the first nine months of 2014. The Partnership also made no distribution to Investing Partners during the first nine months of 2013 as a result of the large amount of plugging costs funded by the Partnership during 2013.

The amount of future distributions will be dependent on actual and expected production levels, realized and anticipated oil and gas prices, expected drilling and recompletion expenditures, and prudent cash reserves for future dismantlement and abandonment costs that will be incurred after the Partnership's reserves are depleted. The Partnership's goal is to maintain cash and cash equivalents in the Partnership at least sufficient to cover the undiscounted value of its future asset retirement obligations. The Partnership will review available cash balances, any development or abandonment plans submitted by the operators of the Partnership's properties, and the factors noted above to determine whether there are sufficient funds to make a distribution to Investing Partners during the first half of 2015.

As provided in the Partnership Agreement, as amended (the Amended Partnership Agreement), a first right of presentment valuation was computed during the first quarter of 2014. The per-unit value was determined to be $16,020 based on the valuation date of December 31, 2013. A second right of presentment valuation was computed during October 2014 and the per-unit value was determined to be $16,260 based on a valuation date of June 30, 2014. The Partnership did not repurchase any Investing Partner Units (Units) during the first nine months of 2014, and is not expected to purchase any Units in the fourth quarter of 2014. The per-unit right of presentment value computed during the first quarter of 2013 was determined to be $15,412 based on the valuation date of December 31, 2012, and the second per-unit right of presentment in 2013 was $15,622 based on a valuation date of June 30, 2013. The Partnership did not repurchase any Units during the first nine months of 2013. Pursuant to the Amended Partnership Agreement, the Partnership has no obligation to repurchase any Units presented to the extent it determines that it has insufficient funds for such purchases.

ITEM 3 – QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Commodity Risk

The Partnership's major market risk exposure is in the pricing applicable to its oil and gas production. Realized pricing is primarily driven by the prevailing worldwide price for crude oil and spot prices applicable to its natural gas production. Prices received for oil and gas production continue to be volatile and unpredictable. The Partnership did not use derivative financial instruments or otherwise engage in hedging activities during the first nine months of 2014 or 2013.

The information set forth under "Commodity Risk" in Item 7A of the Partnership's Form 10-K for the year ended December 31, 2013, is incorporated by reference. Information about market risks for the current quarter is not materially different.

Forward-Looking Statements and Risk

This report includes "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements other than statements of historical facts included or incorporated by reference in this report, including, without limitation, statements regarding our future financial position, business strategy, budgets, projected revenues, projected costs and plans, and objectives of management for future operations, are forward-looking statements. Such forward-looking statements are based on our examination of historical operating trends, the information that was used to prepare our estimate of proved reserves as of December 31, 2013, and other data in our possession or available from third parties. In addition, forward-looking statements generally can be identified by the use of forward-looking terminology such as "may," "will," "expect," "intend," "project," "estimate," "anticipate," "believe," or "continue" or similar terminology. Although we believe that the expectations reflected in such forward-looking statements are reasonable, we can give no assurance that such expectations will prove to have been correct. Important factors that could cause actual results to differ materially from our expectations include, but are not limited to, our assumptions about:

- the market prices of oil, natural gas, NGLs and other products or services;
- the supply and demand for oil, natural gas, NGLs and other products or services;
- production and reserve levels;
- drilling risks;
- economic and competitive conditions;
- the availability of capital resources;
- capital expenditure and other contractual obligations;
- weather conditions;
- inflation rates;
- the availability of goods and services;
- legislative or regulatory changes;
- terrorism and cyber-attacks;
- occurrence of property acquisitions or divestitures;
- the securities or capital markets and related risks such as general credit, liquidity, market and interest-rate risks; and

- other factors disclosed under Items 1 and 2 – “Business and Properties — Estimated Proved Reserves and Future Net Cash Flows,” Item 1A – “Risk Factors,” Item 7 – “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” Item 7A – “Quantitative and Qualitative Disclosures About Market Risk,” and elsewhere in our most recently filed Form 10-K.

All subsequent written and oral forward-looking statements attributable to the Partnership, or persons acting on its behalf, are expressly qualified in their entirety by the cautionary statements. We assume no duty to update or revise our forward-looking statements based on changes in internal estimates or expectations or otherwise.

ITEM 4 – CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

G. Steven Farris, the Managing Partner’s Chairman of the Board, Chief Executive Officer and President (in his capacity as principal executive officer), and P. Anthony Lannie, the Managing Partner’s Executive Vice President and Chief Financial Officer (in his capacity as principal financial officer), evaluated the effectiveness of the Partnership’s disclosure controls and procedures as of September 30, 2014, the end of the period covered by this report. Based on that evaluation and as of the date of that evaluation, these officers concluded that the Partnership’s disclosure controls and procedures were effective, providing effective means to ensure that the information it is required to disclose under applicable laws and regulations is recorded, processed, summarized and reported within the time periods specified under the Commission’s rules and forms and communicated to our management, including the Managing Partner’s principal executive officer and principal financial officer, to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

There was no change in our internal controls over financial reporting during the period covered by this quarterly report on Form 10-Q that materially affected, or is reasonably likely to materially affect, our internal controls over financial reporting.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

None.

ITEM 1A. RISK FACTORS

During the nine months ended September 30, 2014, there were no material changes from the risk factors as previously disclosed in the Partnership’s Form 10-K for the year ended December 31, 2013.

ITEM 2. UNREGISTERED SALES OF EQUITY IN SECURITIES AND USE OF PROCEEDS

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

None.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

a. Exhibits

*3.1	Partnership Agreement of Apache Offshore Investment Partnership (incorporated by reference to Exhibit (3)(i) to Form 10 filed by Partnership with the Commission on April 30, 1985, Commission File No. 0-13546).
*3.2	Amendment No. 1, dated February 11, 1994, to the Partnership Agreement of Apache Offshore Investment Partnership (incorporated by reference to Exhibit 3.3 to Partnership's Annual Report on Form 10-K for the year ended December 31, 1993, Commission File No. 0-13546).
*3.3	Limited Partnership Agreement of Apache Offshore Petroleum Limited Partnership (incorporated by reference to Exhibit (3)(ii) to Form 10 filed by Partnership with the Commission on April 30, 1985, Commission File No. 0-13546).
**31.1	Certification (pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Exchange Act) by Principal Executive Officer
**31.2	Certification (pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Exchange Act) by Principal Financial Officer
**32.1	Section 1350 Certification (pursuant to Sarbanes-Oxley Section 906) by Principal Executive Officer and Principal Financial Officer
**101.INS	XBRL Instance Document.
**101.SCH	XBRL Taxonomy Schema Document.
**101.CAL	XBRL Calculation Linkbase Document.
**101.LAB	XBRL Label Linkbase Document.
**101.PRE	XBRL Presentation Linkbase Document.

* Incorporated by reference herein.
** Filed herewith.

SIGNATURES

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 thereunto duly authorized.

APACHE OFFSHORE INVESTMENT PARTNERSHIP
By: Apache Corporation, Managing Partner

Dated: November 6, 2014

/s/ P. Anthony Lannie

P. Anthony Lannie
Executive Vice President and Chief Financial Officer (principal financial officer) of Apache Corporation, Managing Partner

Dated: November 6, 2014

/s/ Rebecca A. Hoyt

Rebecca A. Hoyt
Senior Vice President, Chief Accounting Officer and Controller (principal accounting officer) of Apache Corporation, Managing Partner

Exhibit 31.1

CERTIFICATIONS

I, G. Steven Farris, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Apache Offshore Investment Partnership;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ G. Steven Farris

G. Steven Farris
Chairman of the Board, Chief Executive Officer and President
(principal executive officer) of Apache Corporation, Managing Partner

Date: November 6, 2014

Exhibit 31.2

CERTIFICATIONS

I, P. Anthony Lannie, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Apache Offshore Investment Partnership;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ P. Anthony Lannie

P. Anthony Lannie
Executive Vice President and Chief Financial Officer
(principal financial officer) of Apache Corporation, Managing Partner

Date: November 6, 2014

APACHE OFFSHORE INVESTMENT PARTNERSHIP
by Apache Corporation, Managing Partner

Certification of Principal Executive Officer
and Principal Financial Officer

I, G. Steven Farris, certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge, the quarterly report on Form 10-Q of Apache Offshore Investment Partnership for the quarterly period ending September 30, 2014, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. §78m or §78o (d)) and that information contained in such report fairly represents, in all material respects, the financial condition and results of operations of Apache Offshore Investment Partnership.

/s/ G. Steven Farris

By: G. Steven Farris
Title: Chairman of the Board, Chief Executive Officer and President (principal executive officer) of Apache Corporation, Managing Partner

Date: November 6, 2014

I, P. Anthony Lannie, certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge, the quarterly report on Form 10-Q of Apache Offshore Investment Partnership for the quarterly period ending September 30, 2014, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. §78m or §78o (d)) and that information contained in such report fairly represents, in all material respects, the financial condition and results of operations of Apache Offshore Investment Partnership.

/s/ P. Anthony Lannie

By: P. Anthony Lannie
Title: Executive Vice President and Chief Financial Officer (principal financial officer) of Apache Corporation, Managing Partner

Date: November 6, 2014