
**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): September 27, 2024

**OFFSHORE PETROLEUM INVESTMENT
PARTNERSHIP**

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

0-13546
(Commission
File Number)

41-1464066
(I.R.S. Employer
Identification No.)

2000 W. Sam Houston Pkwy. S., Suite 200
Houston, Texas 77042-3643
(Address of principal executive offices) (Zip Code)

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

Apache Offshore Investment Partnership
(Former name, if changed since last report.)

2000 Post Oak Boulevard, Suite 100
Houston, Texas 77056-4400
(Former address, if changed since last report.)

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:

- 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))

Securities registered pursuant to Section 12(b) of the Act: None

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.

On September 27, 2024 (the Filing Date), Apache Offshore Investment Partnership, a Delaware general partnership (the Partnership), filed a Restatement of Statement of Partnership Existence of the Partnership (the Restatement) with the Secretary of State of the State of Delaware (the Secretary of State) for the sole purpose of changing the name of the Partnership to “Offshore Petroleum Investment Partnership,” effective as of the Filing Date. A Certificate of Amendment to the Statement of Dissolution of the Partnership (the Certificate of Amendment) was subsequently filed with the Secretary of State on, and effective as of, the Filing Date for the sole purpose of disclosing the Partnership’s name change.

The foregoing descriptions of the Restatement and the Certificate of Amendment do not purport to be complete and are subject to, and qualified in their entirety by, the full text of the documents filed as Exhibits 4.1 and 4.2, respectively, hereto, which are incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
4.1	Restatement of Statement of Partnership Existence, dated September 27, 2024.
4.2	Certificate of Amendment to the Statement of Dissolution, dated September 27, 2024.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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 hereunto duly authorized.

OFFSHORE PETROLEUM INVESTMENT PARTNERSHIP

By: Apache Corporation, Managing Partner

By: /s/ Rebecca A. Hoyt

Name: Rebecca A. Hoyt

Title: Senior Vice President, Chief Accounting Officer
and Controller

Date: September 30, 2024

**RESTATEMENT OF
STATEMENT OF PARTNERSHIP EXISTENCE**

The undersigned, desiring to amend and restate the Statement of Partnership Existence of Apache Offshore Investment Partnership (the “**Statement of Partnership Existence**”), pursuant to the provisions of Section 15-116 of the Revised Uniform Partnership Act of the State of Delaware, does hereby certify as follows:

- FIRST: The name of the Partnership is “Apache Offshore Investment Partnership”.
- SECOND: The Partnership was formed on October 31, 1983 by execution of a Partnership Agreement.
- THIRD: The original Statement of Partnership Existence was filed with the Secretary of State of the State of Delaware on December 15, 2020.
- FOURTH: The Statement of Partnership Existence shall be amended as follows:
1. The name of the Partnership is “Offshore Petroleum Investment Partnership”.
 2. The address of its registered agent in the State of Delaware is:
Corporation Trust Center
1209 Orange Street
Wilmington, New Castle County, Delaware 19801
 3. The name of the registered agent is The Corporation Trust Company.

IN WITNESS WHEREOF, the undersigned has executed this Restatement of Statement of Partnership Existence this 27th day of September, 2024.

MANAGING PARTNER:

APACHE CORPORATION

By: /s/ Rebecca A. Hoyt
Name: Rebecca A. Hoyt
Title: Senior Vice President, Chief Accounting Officer, and Controller

**CERTIFICATE OF AMENDMENT TO
STATEMENT OF DISSOLUTION**

- I. The name of the Partnership is “Offshore Petroleum Investment Partnership”.
- II. This Certificate of Amendment shall amend the Statement of Dissolution filed in this office on February 20, 2024 (the Statement of Dissolution).
- III. The Statement of Dissolution shall be amended as follows:
 1. The name of the Partnership is Offshore Petroleum Investment Partnership.
 2. The original Statement of Partnership Existence was filed with the Secretary of State of the State of Delaware on December 15, 2020, but the Partnership was formed on October 31, 1983. The Restatement of Statement of Partnership Existence of the Partnership was filed with the Secretary of State of the State of Delaware on September 27, 2024.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment this 27th day of September, 2024.

MANAGING PARTNER:

APACHE CORPORATION

By: /s/ Rebecca A. Hoyt

Name: Rebecca A. Hoyt

Title: Senior Vice President, Chief Accounting Officer, and Controller