
**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): December 30, 2024 (December 18, 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
(IRS 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

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

Sale of Offshore Petroleum Limited Partnership

On December 18, 2024 (the “**Effective Date**”), Offshore Petroleum Investment Partnership, a Delaware general partnership (the “**Investment Partnership**”), entered into an Equity Purchase Agreement (the “**Purchase Agreement**”) with CV Energy Corporation (the “**Purchaser**”), a Delaware corporation and a direct, wholly owned subsidiary of Apache Corporation, a Delaware corporation (“**Apache**”). Pursuant to the Purchase Agreement, on the Effective Date, the Purchaser acquired from the Investment Partnership 100% of the limited partnership interest (the “**Partnership Interest**”) in Offshore Petroleum Limited Partnership, a Delaware limited partnership (the “**Operating Partnership**”), on the terms and subject to the conditions set forth in the Purchase Agreement. Upon consummation of the transaction contemplated by the Purchase Agreement, the Operating Partnership became an indirect, wholly owned subsidiary of Apache.

Liquidation and Cancellation of Offshore Petroleum Investment Partnership

In accordance with the Plan of Dissolution and Liquidation of the Investment Partnership, dated effective February 20, 2024 (as amended, the “**Plan of Dissolution**”), Apache, as the liquidation manager (the “**Liquidation Manager**”) named in the Plan of Dissolution, was responsible for the winding-up and liquidation of the business and affairs of the Investment Partnership (the “**Liquidation**”). On the Effective Date, upon consummation of the transaction contemplated by the Purchase Agreement, Apache, in its capacity as the Liquidation Manager, completed the Liquidation of the Investment Partnership in accordance with the Plan of Dissolution. In light of the fact that, under the Purchase Agreement, no cash consideration was paid to the Investment Partnership in respect of the Partnership Interest, no liquidating distributions were paid to the Investing Partners (as defined in the Partnership Agreement of the Investment Partnership, dated October 31, 1983, as amended) under the Plan of Dissolution.

Following the Liquidation, on December 27, 2024, the Investment Partnership filed a Statement of Cancellation with the Secretary of State of the State of Delaware. Upon acceptance of the Statement of Cancellation by the Secretary of State of the State of Delaware, the legal existence of the Investment Partnership was cancelled under the Delaware Revised Uniform Partnership Act.

A copy of the Statement of Cancellation is filed as Exhibit 99.1 hereto and incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Statement of Cancellation.
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.

Date: December 30, 2024

OFFSHORE PETROLEUM INVESTMENT PARTNERSHIP

By: **APACHE CORPORATION, its Managing Partner**

By: /s/ Rebecca A. Hoyt

Name: Rebecca A. Hoyt

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

**STATE OF DELAWARE
STATEMENT OF CANCELLATION**

1. The name of the partnership is Offshore Petroleum Investment Partnership (the “**Partnership**”).
2. The Statement of Partnership Existence of the Partnership and the Restatement of Statement of Partnership Existence of the Partnership were filed in the Office of the Secretary of State of the State of Delaware on December 15, 2020 and September 27, 2024, respectively, but the Partnership was formed by execution of a Partnership Agreement on October 31, 1983.
3. The Managing Partner of the Partnership gave notice, in accordance with Section 7.1 of the Partnership Agreement of the Partnership, dated October 31, 1983, as amended by Amendment No. 1 thereto, dated February 11, 1994 (the “**Partnership Agreement**”), of its intention to withdraw as Managing Partner of the Partnership (the “**Notice**”).
4. Following receipt of the Notice, the Investing Partners holding a majority of the outstanding Partnership Units (excluding the Units held by the Managing Partner) failed to elect to continue the Partnership and select a substituted Managing Partner, resulting in dissolution of the Partnership, in accordance with Section 10.1(b) of the Partnership Agreement.
5. The Statement of Dissolution of the Partnership was filed in the Office of the Secretary of State of the State of Delaware on February 20, 2024, and a Certificate of Amendment to the Statement of Dissolution of the Partnership was filed in the Office of the Secretary of State of the State of Delaware with the Secretary of State on September 27, 2024.
6. The reason for filing this Statement of Cancellation is that the withdrawing Managing Partner has completed the process of winding up the business and affairs of the Partnership, liquidating its assets, and applying and distributing the proceeds of such liquidation, as applicable.
7. This Statement of Cancellation is being filed with the Secretary of State of the State of Delaware on December 27, 2024 and shall become effective upon acceptance of filing in the Office of the Secretary of State of the State of Delaware

IN WITNESS WHEREOF, the undersigned, constituting the sole Managing Partner and Liquidation Manager of the Partnership, has executed this Statement of Cancellation this 27th day of December, 2024.

MANAGING PARTNER:

APACHE CORPORATION

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