

U.S. Shipping Partners L.P.
Form 8-K
August 27, 2008

**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 25, 2008

U.S. Shipping Partners L.P.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-32326
(Commission File
Number)

20-1447743
(IRS Employer
Identification No.)

399 Thornall St., 8th Floor
Edison, NJ
(Address of principal executive offices)
Registrant's telephone number, including area code: **(732) 635-1500**

08837
(Zip Code)

Not Applicable

(Former name or 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 (see General Instruction A.2 below):

- 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))
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SECTION 2 FINANCIAL INFORMATION

Item 2.02 Results of Operations and Financial Condition.

On August 25, 2008, U.S. Shipping Partners L.P. announced that Standard & Poor's Rating Services lowered the Partnership's corporate credit rating and its rating on the Partnership's senior secured bank debt and senior notes, and revised the CreditWatch status from negative to developing.

A copy of the press release is furnished as Exhibit 99.1 to this Form 8-K.

SECTION 8 OTHER EVENTS

Item 8.01 Other Events.

On August 25, 2008, the Partnership announced the delivery of its second Articulated Tug Barge unit (ATB), the Galveston/ Petrochem Producer.

A copy of the press release is filed as Exhibit 99.1 to this Form 8-K.

SECTION 9 FINANCIAL STATEMENTS AND EXHIBITS

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit Number | Title |
|----------------|--|
| 99.1 | Press release on announcement that U.S. Shipping Partners L.P. Announces Delivery of Second ATB on Schedule. |

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.

U.S. SHIPPING PARTNERS L.P.
By: US Shipping General Partner LLC,
its general partner

By: /s/ Albert E. Bergeron

Name: Albert E. Bergeron
Title: Vice President - Chief Financial Officer
(principal financial and accounting officer)

Date: August 27, 2008