

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

FORM S-1

**REGISTRATION STATEMENT UNDER
 THE SECURITIES ACT OF 1933**

Oiltanking Partners, L.P.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
 (State or Other Jurisdiction of
 Incorporation or Organization)

4610
 (Primary Standard Industrial
 Classification Code Number)

45-0684578
 (I.R.S. Employer Identification Number)

**15631 Jacintoport Blvd.
 Houston, Texas 77015
 (281) 457-7900**

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

**Carlin G. Conner
 15631 Jacintoport Blvd.
 Houston, Texas 77015
 (281) 457-7900**

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

Copies to:

**David Palmer Oelman
 Gillian A. Hobson**
 Vinson & Elkins L.L.P.
 1001 Fannin Street, Suite 2500
 Houston, Texas 77002
 Tel: (713) 758-2222
 Fax: (713) 758-2346

**G. Michael O'Leary
 Gislar Donnenberg**
 Andrews Kurth LLP
 600 Travis Street, Suite 4200
 Houston, Texas 77002
 Tel: (713) 220-4200
 Fax: (713) 220-4285

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. File No. 333-173199

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 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 Smaller reporting company
 (Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities To Be Registered	Amount to be Registered (1)	Proposed Maximum Aggregate Offering Price per Common Unit (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee (3)

Common units representing limited partner interests	11,500,000	\$21.50	\$247,250,000	\$28,705.73
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- (1) Includes common units issuable upon exercise of the underwriters' option to purchase additional common units.
- (2) Based upon the public offering price.
- (3) The Registrant has previously paid \$23,220 for the registration of \$200,000,000 of proposed maximum aggregate offering price in connection with the Registrant's Registration Statement on Form S-1 (File No. 333-173199) filed on March 31, 2011 and \$4,818.15 for the registration of an additional \$41,500,000 of proposed maximum aggregate offering price in connection with the filing of Amendment No. 3 to such Registration Statement on June 22, 2011.

The Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

TABLE OF CONTENTS

Part II

ITEM 16. EXHIBITS

SIGNATURES

EX-5.1

EX-8.1

EX-23.1

EXPLANATORY NOTE

This registration statement is being filed with respect to the registration of additional common units representing limited partner interests of Oiltanking Partners, L.P., a Delaware limited partnership, pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The contents of the registration statement on Form S-1 (Registration No. 333-173199), initially filed by Oiltanking Partners, L.P. with the Securities and Exchange Commission on March 31, 2011, as amended by Amendment No. 1 thereto filed on May 12, 2011, Amendment No. 2 thereto filed on June 6, 2011, Amendment No. 3 thereto filed on June 23, 2011 and Amendment No. 4 thereto filed on July 5, 2011, and which was declared effective on July 13, 2011, including the exhibits thereto, are incorporated herein by reference.

The required opinions and consents are listed on an Exhibit Index attached hereto and filed herewith.

Part II
Information not required in the Prospectus

ITEM 16. EXHIBITS.

a. Exhibits.

All exhibits previously filed or incorporated by reference in the registrant's Registration Statement on Form S-1, as amended (Registration No. 333-173199), are incorporated by reference into, and shall be deemed to be a part of this filing, except for the following, which are filed herewith:

<u>Exhibit Number</u>	<u>Description</u>
5.1	— Opinion of Vinson & Elkins L.L.P. as to the legality of the securities being registered
8.1	— Opinion of Vinson & Elkins L.L.P. relating to tax matters
23.1	— Consent of BDO USA, LLP
23.2	— Consent of Vinson & Elkins L.L.P. (contained in Exhibit 5.1)
23.3	— Consent of Vinson & Elkins L.L.P. (contained in Exhibit 8.1)
24.1	— Powers of Attorney (included on the signature page to the Registration Statement on Form S-1 (File No. 333-173199) initially filed with the Securities and Exchange Commission on March 31, 2011 and incorporated by reference herein)

b. Financial Statement Schedules.

None.

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 Houston, State of Texas, on July 13, 2011.

Oiltanking Partners, L.P.

By: OTLP GP, LLC, its general partner

By: /s/ CARLIN G. CONNER
Name: Carlin G. Conner
Title: President and Chief Executive Officer

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

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ CARLIN G. CONNER</u> Carlin G. Conner	President, Chief Executive Officer and Director (Principal Executive Officer)	July 13, 2011
<u>*</u> Kenneth F. Owen	Chief Financial Officer (Principal Financial Officer)	July 13, 2011
<u>*</u> Donna Y. Hymel	Controller (Principal Accounting Officer)	July 13, 2011
<u>*</u> David L. Griffis	Director	July 13, 2011
<u>*</u> Kapil K. Jain	Director	July 13, 2011
<u>*</u> Rutger van Thiel	Director	July 13, 2011
<u>*</u> Gregory C. King	Director	July 13, 2011

*By: /s/ CARLIN G. CONNER
Name: Carlin G. Conner
Title: President and Chief Executive Officer

Table of Contents

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July 13, 2011

Oiltanking Partners, L.P.
15631 Jacintoport Boulevard
Houston, Texas 77015

Ladies and Gentlemen:

We have acted as counsel to Oiltanking Partners, L.P., a Delaware limited partnership (the "**Partnership**"), in connection with the registration under the Securities Act of 1933, as amended (the "**Securities Act**"), of the offering and sale of up to an aggregate of 10,000,000 common units representing limited partner interests in the Partnership (the "**Common Units**") and up to an additional 1,500,000 Common Units pursuant to the underwriters' option to purchase additional Common Units.

We are rendering this opinion as of the time the Partnership's Registration Statement on Form S-1 (File No. 333-173199) (such Registration Statement, as amended at the effective date thereof, together with the registration statement filed by the Partnership on the date hereof pursuant to Rule 462(b) promulgated under the Securities Act, being collectively referred to herein as the "**Registration Statement**") becomes effective in accordance with Section 8(a) of the Securities Act.

As the basis for the opinion hereinafter expressed, we examined such statutes, including the Delaware Revised Uniform Limited Partnership Act (the "**Delaware Act**"), partnership records and documents, certificates of partnership and public officials, and other instruments and documents as we deemed necessary or advisable for the purposes of this opinion. In such examination, we have assumed the authenticity of all documents submitted to us as originals and the conformity with the original documents of all documents submitted to us as copies.

Based on the foregoing and on such legal considerations as we deem relevant, we are of the opinion that the Common Units have been duly authorized and, when issued and delivered on behalf of the Partnership against payment therefor as described in the Registration Statement to which this opinion is an exhibit and relating to the Common Units, will be validly issued, fully paid and non-assessable.

The foregoing opinion is limited to the laws of the United States of America, the Delaware Act and the Constitution of the State of Delaware as interpreted by federal courts and the courts of the State of Delaware.

We hereby consent to the reference to us under the heading "Validity of Our Common Units" in the Registration Statement and the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act.

Very truly yours,

/s/ Vinson & Elkins L.L.P.

Vinson & Elkins LLP Attorneys at Law
Abu Dhabi Austin Beijing Dallas Dubai Hong Kong Houston London
Moscow New York Palo Alto Riyadh Shanghai Tokyo Washington

First City Tower, 1001 Fannin Street, Suite 2500
Houston, TX 77002-6760
Tel +1.713.758.2222 **Fax** +1.713.758.2346 **www.velaw.com**

Vinson&Elkins

July 13, 2011

Oiltanking Partners, L.P.
15631 Jacintoport Boulevard
Houston, Texas 77015

RE: OILTANKING PARTNERS, L.P. REGISTRATION STATEMENT ON FORM S-1

Ladies and Gentlemen:

We have acted as counsel for Oiltanking Partners, L.P. (the "**Partnership**"), a Delaware limited partnership, with respect to certain legal matters in connection with the offer and sale of common units representing limited partner interests in the Partnership. We have also participated in the preparation of a Registration Statement on Form S-1 (File No. 333-173199) (such Registration Statement, as amended at the effective date thereof, together with the registration statement filed by the Partnership on the date hereof pursuant to Rule 462(b) promulgated under the Securities Act, being collectively referred to herein as the "**Registration Statement**") to which this opinion is an exhibit. In connection therewith, we prepared the discussion set forth under the caption "Material U.S. Federal Income Tax Consequences" in the Registration Statement (the "**Discussion**").

All statements of legal conclusions contained in the Discussion, unless otherwise noted, are our opinion with respect to the matters set forth therein as of the effective date of the Registration Statement. In addition, we are of the opinion that the Discussion with respect to those matters as to which no legal conclusions are provided is an accurate discussion of such federal income tax matters (except for the representations and statements of fact by the Partnership and its general partner, included in the Discussion, as to which we express no opinion).

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the use of our name in the Registration Statement. This consent does not, however, constitute an admission that we are "experts" as such term is defined in Section 7 of the Securities Act of 1933, as amended.

Very truly yours,

/s/ VINSON & ELKINS L.L.P.

Vinson & Elkins LLP Attorneys at Law
Abu Dhabi Austin Beijing Dallas Dubai Hong Kong Houston London
Moscow New York Palo Alto Riyadh Shanghai Tokyo Washington

First City Tower, 1001 Fannin Street, Suite 2500
Houston, TX 77002-6760
Tel +1.713.758.2222 **Fax** +1.713.758.2346 **www.velaw.com**

Consent of Independent Registered Public Accounting Firm

Oiltanking Partners, L.P.
Houston, Texas

We hereby consent to the incorporation by reference in the Prospectus constituting a part of this Registration Statement of our report dated March 28, 2011, relating to the combined financial statements of Oiltanking Houston, L.P. and Oiltanking Beaumont Partners, L.P., which is contained in that Prospectus.

We hereby consent to the incorporation by reference in the Prospectus constituting a part of this Registration Statement of our report dated March 28, 2011, relating to the balance sheet of Oiltanking Partners, L.P., which is contained in that Prospectus.

We also consent to the reference to us under the caption "Experts" in the Prospectus.

/s/ BDO USA, LLP

Houston, Texas
July 13, 2011