

**UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF PENNSYLVANIA**

_____, INDIVIDUALLY AND ON BEHALF OF
ALL OTHERS SIMILARLY SITUATED,

Plaintiff,

vs.

HÖEGH LNG PARTNERS LP, RICHARD
TYRRELL, AND SVEINUNG STØHLE,

Defendants.

Civil Action No.:

**CLASS ACTION COMPLAINT FOR
VIOLATIONS OF THE FEDERAL
SECURITIES LAWS**

JURY TRIAL DEMANDED

Plaintiff _____ (“Plaintiff”) makes the following allegations, except as to allegations specifically pertaining to Plaintiff and Plaintiff’s counsel, based upon the investigation undertaken by Plaintiff’s counsel, which investigation included analysis of publicly available news articles and reports, public filings, securities analysts’ reports and advisories about Höegh LNG Partners LP (“Höegh” or the “Company”), press releases and other public statements issued by the Company, and media reports about the Company..

NATURE OF THE ACTION

1. This is a federal securities class action on behalf of a class consisting of all persons other than defendants who purchased Höegh securities pursuant and/or traceable to the Company’s Registration Statement(the “Registration Statement”) and Prospectus (“the Prospectus”) (collectively, the “Offering Documents”) issued in connection with the Company’s Initial Public Offering (the “IPO”) on August 7, 2014, seeking to recover damages caused by defendants’ violations of federal securities laws and to pursue remedies under the Securities Act of 1933 (the “Securities Act”).

CLASS ACTION COMPLAINT

2. In the IPO, 9,600,000 of the Company's securities were priced at \$20.00/share for total proceeds of \$192 million. On August 7, 2014, trading in the Company's shares on the NYSE opened at \$22.00/share.

3. The Offering Documents, which included the Company's financial results in dating back to 2012, contained misstatements of material fact. Namely, the Offering Documents contained material errors relating to the Company's accounting treatment of certain Indonesian withholding and value added tax payments.

4. On November 11, 2015, Höegh filed a Form 6-K with the SEC attaching a press release announcing that the Company's previously issued financial statements, including those included in the IPO Offering Documents, contained material errors and had to be restated. The announcement states in relevant part:

Höegh LNG Partners LP Announces Intention to Restate its Financial Statements

HAMILTON, Bermuda, Nov. 11, 2015 /PRNewswire/ -- As announced on August 12, 2015, Höegh LNG Partners LP (NYSE: HMLP) (the "Partnership") has been reviewing its accounting treatment for certain Indonesian withholding and value added tax payments for the years ended December 31, 2014 and 2013, each quarter within the year ended December 31, 2014, the quarter ended December 31, 2013 and the quarters ended March 31, 2015 and June 30, 2015. The Audit Committee (the "Audit Committee") of the Board of Directors of the Partnership (the "Board"), in consultation with management, recommended to the Board that the Partnership restate financial results for such periods. ***On November 11, 2015 the Board met and concluded that a restatement is required. Accordingly, the Partnership's previously reported financial statements for the years ended December 31, 2014 and 2013, each quarter within the year ended December 31, 2014, the quarter ended December 31, 2013 and the quarter ended March 31, 2015 and the Partnership's previously announced results for the quarter ended June 30, 2015 should not be relied upon.***

The Partnership will finalize restatement amounts for the applicable periods as soon as practicable and release restated results and file applicable amendments to its previous filings with the U.S. Securities and Exchange Commission (the "SEC") as required. The restatements will correct the Partnership's accounting for certain Indonesian withholding and value added taxes which were not recorded correctly. The impact of the restatement of the withholding and value added taxes will also

affect recognition of certain revenue for reimbursable tax amounts, recognition of the direct financing lease and amortization of deferred debt issuance cost. As a result of the identified accounting errors, management of the Partnership expects to report a material weakness in its internal control over financial reporting.

The Partnership is indemnified by Höegh LNG Holdings Ltd. (“HLNG”) for all non-budgeted, non-creditable Indonesian value added taxes and non-budgeted Indonesian withholding taxes, including any related impact on cash flow, arising out of such restatement. If an indemnification payment is received from HLNG, the amount will be recorded as a contribution to equity. The change to the accounting for the Indonesia withholding and value added taxes is not expected to materially affect the Partnership’s cash flows, liquidity or distributable cash flow on a prospective basis.

Due to the restatement, the Partnership expects to release its financial results for the three months ended September 30, 2015 during the week of December 7, 2015, at which time the Partnership will host a conference call to discuss such results.

The Audit Committee has discussed the matters related to the restatement with Ernst & Young AS, the Partnership’s independent registered public accounting firm. (emphasis added).

5. At the time of the filing of this action, Höegh’s securities trade at approximately \$15.00 or approximately 25% below than the IPO price.

JURISDICTION AND VENUE

6. The claims asserted herein arise under and pursuant to Sections 11 and 15 of the Securities Act, 15 U.S.C. §§ 77k and 77(o). Section 22 of the Securities Act provides for jurisdiction over Securities Act claims in this Court.

7. This Court has jurisdiction over the subject matter of this action pursuant to Section 22(a) of the Securities Act, 15 U.S.C. §77v(a).

8. Venue is proper in this Judicial District pursuant to Section 22(a) of the Securities Act, 15 U.S.C. § 77v(a). Pursuant to 28 U.S.C. § 1391(d), Höegh may be properly sued in any District in the United States, including the Eastern District of Pennsylvania. Moreover, many of the acts and transactions alleged herein, including the negotiation, preparation and dissemination of many of the material misstatements and omissions contained in the Registration Statement and

Prospectus, filed in connection with the IPO, occurred in substantial part in the State. Additionally, the shares sold in connection with the IPO were actively marketed and sold in this State. Thus, venue is proper in this District.

9. In connection with the acts, conduct and other wrongs alleged in this complaint, defendants, directly or indirectly, used the means and instrumentalities of interstate commerce, including but not limited to, the United States mails, interstate telephone communications and the facilities of the national securities exchange.

PARTIES

10. Plaintiff, as set forth in the accompanying certification, incorporated by reference herein, purchased Höegh securities, pursuant to or traceable to the Company's IPO and was economically damaged thereby.

11. Defendant Höegh is incorporated in the Republic of the Marshall Islands and headquartered in Hamilton, Bermuda. Defendant Höegh owns, operates, and acquires floating storage and regasification units, liquefied natural gas ("LNG") carriers and other LNG infrastructure assets under long-term charters. Defendant Höegh was founded in 2014 as a subsidiary of Höegh LNG Holdings Ltd.

12. Defendant Richard Tyrell ("Tyrell"), is the Company's Chief Executive Officer and Chief Financial Officer. Tyrell signed the IPO Registration Statement.

13. Defendant Sveinung Støhle ("Støhle"), the Company's Chairman of the Board of Directors. Støhle signed the IPO Registration Statement.

14. Defendants Tyrell and Støhle are collectively referred to herein as the "Individual Defendants."

15. Defendants Höegh and the Individual Defendants are collectively referred to herein as “Defendants.”

ALLEGATIONS OF FALSE STATEMENTS

16. On July 3, 2014, Höegh filed a Registration Statement on Form F-1 with the SEC.

17. On August 6, 2014, Höegh filed fourth amendment to the Registration Statement on Form F-1/A with the SEC, which was signed by Defendants Tyrrell and Støhle.

18. On August 7, 2014, the SEC declared Höegh’s Registration Statement effective.

19. On August 8, 2014, Höegh filed the Prospectus with the SEC.

20. In the IPO, 9,600,000 shares of Höegh were sold at \$20.00 per share. Total proceeds from the IPO were \$192,000,000.

21. The Registration Statement and Prospectus contained the audited consolidated financial statements for fiscal years ended December 31, 2012 (the “2012 Financial Statements”) and December 31, 2013 (the “2013 Financial Statements”).

22. The Registration Statement and Prospectus contained material errors related to the Company’s accounting treatment certain Indonesian withholding and value added tax payments for the 2013 Financial Statements.

THE TRUTH EMERGES

23. On November 11, 2015, the Company filed a Form 6-K with the SEC attaching a press release announcing that its previously issued 2013 Financial Statements, each quarter of 2013 and 2014, and the first two quarters of 2015 needed to be restated and should no longer be relied upon. The press release states in relevant part:

Höegh LNG Partners LP Announces Intention to Restate its Financial Statements

HAMILTON, Bermuda, Nov. 11, 2015 /PRNewswire/ -- As announced on August 12, 2015, Höegh LNG Partners LP (NYSE: HMLP) (the “Partnership”) has been reviewing its accounting treatment for certain Indonesian withholding and value added tax payments for the years ended December 31, 2014 and 2013, each quarter within the year ended December 31, 2014, the quarter ended December 31, 2013 and the quarters ended March 31, 2015 and June 30, 2015. The Audit Committee (the “Audit Committee”) of the Board of Directors of the Partnership (the “Board”), in consultation with management, recommended to the Board that the Partnership restate financial results for such periods. ***On November 11, 2015 the Board met and concluded that a restatement is required. Accordingly, the Partnership’s previously reported financial statements for the years ended December 31, 2014 and 2013, each quarter within the year ended December 31, 2014, the quarter ended December 31, 2013 and the quarter ended March 31, 2015 and the Partnership’s previously announced results for the quarter ended June 30, 2015 should not be relied upon.***

The Partnership will finalize restatement amounts for the applicable periods as soon as practicable and release restated results and file applicable amendments to its previous filings with the U.S. Securities and Exchange Commission (the “SEC”) as required. The restatements will correct the Partnership’s accounting for certain Indonesian withholding and value added taxes which were not recorded correctly. The impact of the restatement of the withholding and value added taxes will also affect recognition of certain revenue for reimbursable tax amounts, recognition of the direct financing lease and amortization of deferred debt issuance cost. As a result of the identified accounting errors, management of the Partnership expects to report a material weakness in its internal control over financial reporting.

The Partnership is indemnified by Höegh LNG Holdings Ltd. (“HLNG”) for all non-budgeted, non-creditable Indonesian value added taxes and non-budgeted Indonesian withholding taxes, including any related impact on cash flow, arising out of such restatement. If an indemnification payment is received from HLNG, the amount will be recorded as a contribution to equity. The change to the accounting for the Indonesia withholding and value added taxes is not expected to materially affect the Partnership’s cash flows, liquidity or distributable cash flow on a prospective basis.

Due to the restatement, the Partnership expects to release its financial results for the three months ended September 30, 2015 during the week of December 7, 2015, at which time the Partnership will host a conference call to discuss such results.

The Audit Committee has discussed the matters related to the restatement with Ernst & Young AS, the Partnership’s independent registered public accounting firm. (emphasis added).

24. Since the IPO, Höegh's shares traded as high as \$26.50/share or \$6.50 over the IPO price.

25. At the time of the filing of this action, Höegh's securities trade at approximately \$15.00 or approximately 25% less than the IPO price.

PLAINTIFF'S CLASS ACTION ALLEGATIONS

26. Plaintiff brings this action as a class action on behalf of himself and on behalf of all purchasers of Höegh securities pursuant to and/or traceable to the Company's false and misleading Registration Statement and Prospectus issued in connection with its IPO and who were damaged thereby (the "Class"), pursuant to Federal Rules of Civil Procedure 23(a) and (b)(3) on behalf of a Class. Excluded from the Class are Defendants herein, members of the immediate family of each of the Defendants, any person, firm, trust, corporation, officer, director or other individual or entity in which any Defendant has a controlling interest or which is related to or affiliated with any of the Defendants, and the legal representatives, agents, affiliates, heirs, successors-in-interest or assigns of any such excluded party.

27. The members of the Class are so numerous that joinder of all members is impracticable. 9,600,000 shares were sold in the IPO which were then actively traded on the NYSE. The precise number of the Class members is unknown to Plaintiff at this time but it is believed to be in the thousands. Members of the Class may be identified from records maintained by Höegh or its transfer agent or the underwriters to the IPO. Notice can be provided to such record owners by a combination of published notice and first-class mail, using techniques and a form of notice similar to those customarily used in securities class actions.

28. Plaintiff's claims are typical of the claims of the members of the Class, as all members of the Class are similarly affected by defendants' wrongful conduct in violation of federal law that is complained of herein.

29. Plaintiff will fairly and adequately protect the interests of the members of the Class and has retained counsel competent and experienced in class action and securities litigation.

30. The prosecution of separate actions by individual members of the Class would create a risk of inconsistent or varying adjudication with respect to individual members of the Class that would establish incompatible standards of conduct for the party opposing the Class.

31. A class action is superior to all other available methods for the fair and efficient adjudication of this controversy. Since the damages suffered by individual Class members may be relatively small, the expense and burden of individual litigation make it virtually impossible for the Class members to seek redress for the wrongful conduct alleged. Plaintiff knows of no difficulty that will be encountered in the management of this litigation that would preclude its maintenance as a class action.

32. Common questions of law and fact exist as to all members of the Class and predominate over any questions affecting solely individual members of the Class. Among the questions of law and fact common to the Class are:

(a) whether the federal securities laws were violated by Defendants' acts as alleged herein;

(b) whether the Prospectus and Registration Statement issued by Defendants to the investing public in connection with the IPO negligently omitted and/or misrepresented material facts concerning Höegh and its business; and

(c) the extent of injuries sustained by members of the Class and the appropriate measure of damages.

COUNT 1

Violation of Section 11 of the Securities Act Against All Defendants

33. Plaintiff repeats and realleges each and every allegation contained above.

34. The Registration Statement for the IPO was inaccurate and misleading, contained untrue statements of material facts, omitted to state other facts necessary to make the statements made not misleading, and omitted to state material facts required to be stated therein.

35. Höegh is the registrant for the IPO. The Individual Defendants are responsible for the contents of the Registration Statement based upon their status as directors of the Company or because they signed or authorized the signing of the Registration Statement on their behalf pursuant to Sections 11(a)(1)-(3) of the Securities Act.

36. As issuer of the shares, Höegh is strictly liable to Plaintiff and the Class for the misstatements and omissions.

37. Höegh is strictly liable for the contents of the Registration Statement. The Individual Defendants failed to make a reasonable investigation or possess reasonable grounds for the belief that the statements contained in the Registration Statement were true and without omissions of any material facts and were not misleading.

38. By reasons of the conduct herein alleged, each Defendant named in this Count violated Section 11 of the Securities Act.

39. Plaintiff acquired Höegh shares pursuant to the Registration Statement.

40. Plaintiff and the Class have sustained damages. The value of Höegh shares has declined substantially subsequent to and due to Defendants' violations.

41. At the times Plaintiff purchased Höegh shares, Plaintiff and other members of the Class were without knowledge of the facts concerning the wrongful conduct alleged herein and could not have reasonably discovered those facts prior to the IPO. Less than one year has elapsed from the time that Plaintiff discovered or reasonably could have discovered the facts upon which this Complaint is based to the time that Plaintiff filed this Complaint. Less than three years elapsed between the time that the securities upon which this Count is brought were offered to the public and the time Plaintiff filed this Complaint.

COUNT II

Violations of Section 15 of the Securities Act Against Individual Defendants

42. Plaintiff repeats and realleges each and every allegation contained above.

43. This claim is asserted against the Individual Defendants, each of whom was a control person of Höegh during the relevant time period.

44. For the reasons set forth above in the First Claim, above, Höegh is liable to the Plaintiff and the members of the Class who purchased Höegh shares in the IPO based on the untrue statements and omissions of material fact contained in the Registration Statement and Prospectus, pursuant to Section 11 of the Securities Act, and were damaged thereby.

45. The Individual Defendants were control persons of Höegh by virtue of, among other things, their positions as senior officers of the Company, and they were in positions to control and did control, the false and misleading statements and omissions contained in the Registration Statement and Prospectus.

46. None of the Individual Defendants made reasonable investigation or possessed reasonable grounds for the belief that the statements contained in the Registration Statement and

Prospectus were accurate and complete in all material respects. Had they exercised reasonable care, they could have known of the material misstatements and omissions alleged herein.

47. This claim was brought within one year after the discovery of the untrue statements and omissions in the Registration Statement and Prospectus and within three years after Höegh shares was sold to the Class in connection with the IPO.

48. By reason of the misconduct alleged herein, for which Höegh is primarily liable, as set forth above, the Individual Defendants are jointly and severally liable with and to the same extent as Höegh pursuant to Section 15 of the Securities Act.

PRAYER FOR RELIEF

WHEREFORE, plaintiff, on behalf of himself and the Class, prays for judgment and relief as follows:

- (a) declaring this action to be a proper class action, designating plaintiff as Lead Plaintiff and certifying plaintiff as a class representative under Rule 23 of the Federal Rules of Civil Procedure and designating plaintiff's counsel as Lead Counsel;
- (b) awarding damages in favor of plaintiff and the other Class members against all defendants, jointly and severally, together with interest thereon;
- (c) awarding plaintiff and the Class reasonable costs and expenses incurred in this action, including counsel fees and expert fees; and
- (d) awarding plaintiff and other members of the Class such other and further relief as the Court may deem just and proper.

JURY TRIAL DEMANDED

Plaintiff hereby demands a trial by jury.

CLASS ACTION COMPLAINT

Dated: November __, 2015

Respectfully submitted,

THE ROSEN LAW FIRM, P.A.

/s/ _____
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