

Seaspan CORP
Form 8-A12B
April 19, 2011

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

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of report: April 19, 2011

Commission file number 1-32591

SEASPAN CORPORATION

(Exact name of Registrant as specified in its charter)

Unit 2, 7th Floor, Bupa Centre,
141 Connaught Road West,

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Hong Kong

China

(Address of principal executive office)

Securities registered or to be registered pursuant to Section 12(b) of the Act.

Title of each class	Name of each exchange on which registered
Series R Participating Preferred Stock Purchase Rights	New York Stock Exchange

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box. ☒

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box. ☐

Securities Act registration statement file number to which this form relates: Not applicable

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

EXPLANATORY NOTE

On April 19, 2011, Seaspan Corporation (the Corporation) amended and restated its Shareholders Rights Agreement, dated as of August 8, 2005, between the Corporation and American Stock Transfer & Trust Company, as Rights Agent (the Rights Agent), as amended by Amendment No. 1, dated as of January 30, 2009, between the Corporation and the Rights Agent.

Item 1 Description of Registrants Securities to be Registered.

Pursuant to a Shareholders Rights Agreement, dated as of August 8, 2005 (the Original Rights Agreement) by and between Seaspan Corporation (the Corporation) and American Stock Transfer & Trust Company, as Rights Agent (the Rights Agent), the Board of Directors of the Corporation declared a dividend of one common share purchase right (a Right) for each outstanding common share (collectively, the Common Shares) of the Corporation. The dividend was paid on August 12, 2005 (the Record Date) to the shareholders of record on that date. The description and terms of the Rights were initially set forth in the Original Rights Agreement, as amended by Amendment No. 1 dated as of January 30, 2009 (the Amendment) by and between the Corporation and the Rights Agent. The Corporation and the Rights Agent have amended and restated the Original Rights Agreement (as amended by the Amendment) in order to, among other things, incorporate the terms of the Amendment and to make certain additional modifications to the terms of the Original Rights Agreement (as amended by the Amendment) and the description and terms of the Rights are now set forth in that certain Amended and Restated Rights Agreement, dated as of April 19, 2011 (the Rights Agreement), by and between the Corporation and the Rights Agent.

Until the earlier to occur of: (a) 10 days following a public announcement that (i) a person or group of affiliated or associated persons who or which has acquired beneficial ownership of 20% or more of the outstanding Common Shares or (ii) the Excluded Persons (as defined below) and any affiliated or associated persons collectively have acquired beneficial ownership of 30% or more of the outstanding Common Shares (each such person or group, an Acquiring Person), and (b) 10 business days (or such later date as may be determined by action of the Board of Directors) following the commencement of, or announcement of an intention to make, a tender offer or exchange offer the consummation of which would result in a person or group becoming an Acquiring Person (the earlier of such dates being called the Distribution Date), the Rights will be evidenced, with respect to any of the Common Share certificates outstanding as of the Record Date, by such Common Share certificates with a copy of a summary of Rights attached thereto. The term Acquiring Person excludes: (i) the Corporation; (ii) any subsidiary of the Corporation; (iii) any employee benefit plan of the Corporation or its subsidiaries; and (iv) any person organized, appointed or established by the Corporation for or pursuant to the terms of any such plan. In addition, a person shall not be an Acquiring Person :

(i) if the person becomes an Acquiring Person solely as the result of an acquisition of Common Shares by the Corporation which, by reducing the number of shares outstanding, increases the proportionate number of shares beneficially owned by such person to 20% or more (or, with respect to Excluded Persons and their affiliates and associates, collectively to more than 30%) of the Common Shares then outstanding; or

(ii) if, as of the date of the Rights Agreement, the person is the beneficial owner of 20% or more (or, with respect to Excluded Persons and their affiliates and associates, collectively of more than 30%) of the Common Shares outstanding, unless and until such time as such person or persons become the beneficial owners of additional Common Shares (other than pursuant to dividends or distributions paid or made by the Corporation in Common Shares, a stock split or subdivision or, with respect to Excluded Persons only, any benefit plan or other compensatory arrangement), unless, upon becoming the beneficial owner of such additional Common Shares, such person or persons are not then the beneficial owner of 20% or more (or, with respect to Excluded Persons and their affiliates and associates, collectively of more than 30%) of the Common Shares then outstanding; or

(iii) to the extent based on any Common Shares (Series A-Related Shares) beneficially owned as a result of the transactions contemplated by the Preferred Stock Purchase Agreement dated January 22, 2009 among the Corporation and Deep Water Holdings, LLC, Tiger Container Shipping Co. Ltd, CopperLion

Capital (KRW) I Limited Partnership and CopperLion Capital (KLW) I Limited Partnership, but only with respect to such investors and their affiliates.

The term Excluded Person refers to each of Dennis R. Washington, Kyle R. Washington and Kevin L. Washington, any spouse, father, mother, brother, sister, lineal descendant of spouse or lineal descendant of such individuals, and each of their respective controlled affiliates, estate planning vehicles, trusts and related entities (collectively, the Washington Family) and any person (other than the Corporation and any directors or officers thereof acting in their capacities as such and not individually) who enters into a shareholders agreement, proxy or similar agreement with a member of the Washington Family regarding the voting of Common Shares for as long as such agreement is in place. No person shall become an Excluded Person as a result of acquiring Common Shares from an Excluded Person and, subject to the exceptions above relating to being an Acquiring Person, if the Excluded Persons, together with all affiliates and associates of such Excluded Persons (other than the Corporation and its subsidiaries), collectively become the beneficial owners of more than 30% of the Common Shares then outstanding, each Excluded Person shall be deemed to be an Acquiring Person.

The Rights Agreement provides that, until the Distribution Date (or earlier redemption or expiration of the Rights), the Rights will be transferred with and only with the Common Shares. Until the Distribution Date (or earlier redemption or expiration of the Rights), new Common Share certificates issued after the Record Date upon transfer or new issuance of Common Shares will contain a notation incorporating the Rights Agreement by reference. Until the Distribution Date (or earlier redemption or expiration of the Rights), the surrender for transfer of any certificates for Common Shares outstanding as of the Record Date, even without such notation or a summary of Rights being attached thereto, will also constitute the transfer of the Rights associated with the Common Shares represented by such certificate. As soon as practicable following the Distribution Date (unless the effect of such Distribution Date is waived by the Corporation's Board of Directors), separate certificates evidencing the Rights (Right Certificates) will be mailed to holders of record of the Common Shares as of the close of business on the Distribution Date and such separate Right Certificates alone will evidence the Rights.

The Rights are not exercisable until the Distribution Date (unless the effect of such Distribution Date is waived by the Board of Directors). On the Distribution Date, each holder of a Right will be entitled to purchase for \$25.00 (the Exercise Price) a fraction (1/1000th) of one share of the Corporation's Series R Participating Preferred Stock, par value \$0.01 per share (the Preferred Shares), which fraction has similar economic terms as one Common Share. The Rights will expire on August 8, 2015 (the Final Expiration Date), unless the Final Expiration Date is extended or unless the Rights are earlier redeemed or exchanged by the Corporation, in each case, as described below.

The exercise price payable, and the number of Preferred Shares or other securities or property issuable, upon exercise of the Rights are subject to adjustment from time to time to prevent dilution if the Corporation: (i) declares a dividend on the Preferred Shares payable in Preferred Shares; (ii) subdivides the outstanding Preferred Shares; (iii) combines the outstanding Preferred Shares (by reverse stock split or otherwise) into a smaller number of Preferred Shares; or (iv) issues any shares of its capital stock in a reclassification of the Preferred Shares (including any such reclassification in connection with a consolidation or merger in which the Corporation is the continuing or surviving corporation).

With certain exceptions, no adjustment in the Exercise Price will be required until cumulative changes require an adjustment of at least 1% in such Exercise Price. The Corporation shall not be required to issue fractions of Preferred Shares (other than fractions that are integral multiples of one one-thousandth of a Preferred Share) upon exercise of the Rights or to distribute certificates which evidence fractional Preferred Shares (other than fractions that are integral multiples of one one-thousandth of a Preferred Share). Interests in fractions of Preferred Shares in integral multiples of one one-thousandth of a Preferred Share may, at the election of the Corporation, be evidenced by depositary receipts, pursuant to an appropriate agreement between the Corporation and a depositary selected by it; provided, that such agreement shall provide that the holders of such depositary receipts shall have all the rights, privileges and preferences to which they are entitled as beneficial owners of the Preferred Shares represented by such depositary receipts.

If an Acquiring Person acquires 20% or more of the Excluded Persons and any affiliated or associated persons collectively acquire more than 30% of the Common Shares then outstanding, then each holder of a Right (except that Acquiring Person) will be entitled to buy at the Exercise Price, a number of Common Shares which has a market

value of twice the Exercise Price. If after an Acquiring Person acquires 20% or more of the Excluded Persons and any affiliated or associated persons collectively acquire more than 30% of the Common Shares then outstanding, the Corporation merges into another company (either as the surviving corporation or as the disappearing entity) or the Corporation sells more than 50% of its assets or earning power, then each holder of a Right (except for those owned by the acquirer) will be entitled to purchase at the Exercise Price, a number of common shares of the surviving entity which has a then current market value of twice the Exercise Price.

Any time after the date an Acquiring Person obtains 20% or more of the Excluded Persons and any affiliated or associated persons collectively acquire more than 30% of the Common Shares and before that Acquiring Person acquires or the Excluded Persons acquire more than 50% of the outstanding Common Shares, the Corporation may exchange each Right owned by all other holders of Rights, in whole or in part, for one Common Share.

At any time prior to a public announcement that an Acquiring Person has acquired ownership of 20% or more, or that the Excluded Persons and any affiliated or associated persons collectively have acquired ownership of more than 30%, of the Common Shares, the Board of Directors of the Corporation may redeem the Rights in whole, but not in part, at a price of \$0.01 per Right (the Redemption Price). The redemption of the Rights may be made effective at such time, on such basis and with such conditions as the Board of Directors in its sole discretion may establish. Immediately upon any redemption of the Rights, the right to exercise the Rights will terminate and the only right of the holders of Rights will be to receive the Redemption Price.

The terms of the Rights may be amended or supplemented by the Board of Directors of the Corporation without the consent of the holders of the Rights, except that from and after such time as any person or group of affiliated or associated persons becomes an Acquiring Person no such amendment may adversely affect the interests of the holders of the Rights.

Until a Right is exercised, the holder thereof, as such, will have no rights as a shareholder of the Corporation, including, without limitation, the right to vote or to receive dividends.

A copy of the Rights Agreement is attached as Exhibit 4.1 hereto. A copy of the Rights Agreement is available free of charge from the Corporation. This summary description of the Rights does not purport to be complete and is qualified in its entirety by reference to the Rights Agreement, which is hereby incorporated herein by reference.

Item 2 Exhibits.

4.1. Amended and Restated Shareholders Rights Agreement dated April 19, 2011, by and between Seaspan Corporation and American Stock Transfer & Trust Company, LLC, as Rights Agent (including as Exhibit A attached thereto the Form of Statement of Designations of Series R Participating Preferred Stock, as Exhibit B attached thereto the Form of Rights Certificate and as Exhibit C attached thereto the Summary of Rights).

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, thereunto duly authorized.

SEASPAN CORPORATION

Date: April 19, 2011

By: /s/ Sai W. Chu
Sai W. Chu

Chief Financial Officer

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