

TEEKAY CORP  
Form S-8 POS  
March 13, 2013

As filed with the Securities and Exchange Commission on March 12, 2013

Registration No. 333-166523

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**POST-EFFECTIVE AMENDMENT NO. 1**

**TO**

**FORM S-8**

**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

**TEEKAY CORPORATION**

(Exact name of Registrant as specified in its charter)

Republic of the Marshall Islands  
(State or other jurisdiction of)

Not Applicable  
(I.R.S. Employer)

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incorporation or organization)

Identification No.)

**4th Floor, Belvedere Building**

**69 Pitts Bay Road,**

**Hamilton, HM 08, Bermuda**

**Telephone: (441) 298-2530**

**Fax: (441) 292-3931**

(Address of principal executive offices, including zip code)

**TEEKAY CORPORATION**

**2003 EQUITY INCENTIVE PLAN**

(Full title of the plans)

**Watson, Farley & Williams (New York) LLP**

**Attn: Daniel C. Rodgers**

**1133 Avenue of the Americas**

**New York, New York 10036**

**Telephone: (212) 922-2200**

(Name, address and telephone number, including area code, of agent for service)

*Copies to:*

**Perkins Coie LLP**

**David S. Matheson**

**Danielle Benderly**

**1120 N.W. Couch Street, 10<sup>th</sup> Floor**

**Portland, Oregon 97209**

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Telephone: (503) 727-2000

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

**CALCULATION OF REGISTRATION FEE**

Title of Securities to Be Registered	Number to Be Registered	Proposed Maximum Offering Price	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$0.001 per share, together with associated common stock purchase rights, under the 2003 Equity Incentive Plan, as amended.	(1)	(1)	(1)	(1)

(1) No additional shares are being registered and registration fees were paid upon filing of the original Form S-8 Registration Statements with the Securities and Exchange Commission on May 4, 2010 (Registration No. 333-166523) for the plan. Therefore, no further registration fee is required.

**EXPLANATORY NOTE**

The Registrant suspended its 2003 Equity Incentive Plan, as amended (the 2003 Plan ) with respect to issuances of new stock option grants thereunder and adopted a new plan, the Teekay Corporation 2013 Equity Incentive Plan (the 2013 Plan ), effective December 2012. The Registrant's Form S-8 Registration Statement filed with the Securities and Exchange Commission on May 4, 2010 (Registration No. 333-166523) (the Registration Statement ) is hereby amended to deregister 4,331,897 shares that were available for issuance, but not issued or subject to outstanding awards, under the 2003 Plan, but are no longer issuable under the 2003 Plan, and may now be issued under the 2013 Plan. A registration statement on Form S-8 with respect to the such shares is being filed with the Commission concurrently with this Post-Effective Amendment No. 1.

The Registration Statement shall remain in effect for purposes of outstanding awards granted under the 2003 Plan.

**PART II**

**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Vancouver, Province of British Columbia, on March 12, 2013.

TEEKAY CORPORATION

By: /s/ Vincent Lok  
Vincent Lok  
Executive Vice President and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Registration Statement has been signed by the following persons in the capacities indicated below on March 12, 2013.

<b>Signature</b>	<b>Title</b>
/s/ Peter Evensen Peter Evensen	President, Chief Executive Officer, Director and Authorized Representative in the United States (Principal Executive Officer)
/s/ Vincent Lok Vincent Lok	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)
* C. Sean Day	Director and Chairman of the Board
* Axel Karlshoej	Director
* Dr. Ian D. Blackburne	Director
* Peter S. Janson	Director
Thomas Kuo-Yuen Hsu	Director
* Eileen A. Mercier	Director
* Bjorn Moller	Director
* Tore I. Sandvold	Director

\*By: /s/ Vincent Lok

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Vincent Lok, Attorney-in-Fact