

Seaspan CORP  
Form 6-K/A  
December 05, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 6-K/A**

**REPORT OF FOREIGN PRIVATE ISSUER**  
**PURSUANT TO RULE 13a-16 OR 15d-16 OF**  
**THE SECURITIES EXCHANGE ACT OF 1934**

**For the quarterly period ended June 30, 2012**

**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)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1).

Yes  No

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7).

Yes  No

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**EXPLANATORY NOTE**

This Amendment No. 1 to the Annual Report on Form 6-K for the quarter ended June 30, 2012, originally filed with the Securities and Exchange Commission on August 6, 2012 (the Form 6-K ), is being filed solely for the purposes of furnishing Interactive Data File disclosure as Exhibit 101 in accordance with Rule 405 of Regulation S-T. This Exhibit was not previously filed.

Other than as expressly set forth above, this Form 6-K/A does not, and does not purport to, amend, update or restate the information in any other item of the Form 6-K, or reflect any events that have occurred after the Form 6-K was originally filed.

**Item 6. Exhibits**

<b>Exhibit Number</b>	<b>Description</b>
101	<p>The following financial information from Seaspan Corporation's Report on Form 6-K for the quarter ended June 30, 2012, filed with the SEC on August 6, 2012, formatted in Extensible Business Reporting Language (XBRL):</p> <ul style="list-style-type: none"><li>(i) Interim Consolidated Balance Sheets (Unaudited) as of June 30, 2012 and December 31, 2011;</li><li>(ii) Interim Consolidated Statements of Operations (Unaudited) for the Three and Six Months ended June 30, 2012 and 2011;</li><li>(iii) Interim Consolidated Statements of Comprehensive Income (Loss) (Unaudited) for the Three and Six Months ended June 30, 2012 and 2011;</li><li>(iv) Interim Consolidated Statements of Shareholders' Equity (Unaudited) for the Six Months ended June 30, 2012 and the Year ended December 31, 2011;</li><li>(v) Interim Consolidated Statements of Cash Flows (Unaudited) for the Three and Six Months ended June 30, 2012 and 2011; and</li><li>(vi) Notes to the Interim Consolidated Financial Statements (Unaudited).</li></ul>

This Form 6-K/A is hereby incorporated by reference into the Registration Statement of Seaspan Corporation filed with the Securities and Exchange Commission on May 30, 2008 on Form F-3D (Registration No. 333-151329), the Registration Statement of Seaspan Corporation filed with the Securities and Exchange Commission on August 19, 2010 on Form F-3 (Registration No. 333-168938), the Registration Statement of Seaspan Corporation filed with the Securities and Exchange Commission on March 31, 2011 on Form S-8 (Registration No. 333-173207) and the Registration Statement of Seaspan Corporation filed with the Securities and Exchange Commission on April 24, 2012 on Form F-3ASR (Registration No. 333-180895).

**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: December 5, 2012

By: /s/ SAI W. CHU  
Sai W. Chu  
Chief Financial Officer

FONT> 139,548

Inflective Convertible Opportunity Fund I, LTD<sup>(11)</sup>

432,598 \* 432,598

Institutional Benchmark Series<sup>(12)</sup>

7,591 \* 7,591

Institutional Benchmark Series Ivan Segregated Account<sup>(1)</sup>

41,864 \* 41,864

KBC Financial Products USA Inc.<sup>(10)</sup>

305,386 \* 305,386

Lyxor/Inflective Convertible Opportunity Fund<sup>(11)</sup>

167,457 \* 167,457

Morgan Stanley Convertible Securities Trust<sup>(14)</sup>

20,932 \* 20,932

Nicholas-Applegate Convertible and Income Fund (CVT)<sup>(5)</sup>

233,463 \* 233,463

Nicholas-Applegate Convertible and Income Fund II (CVT)<sup>(5)</sup>

185,180 \* 185,180

Occidental Petroleum Corporation<sup>(12)</sup>

8,540 \* 8,540

Oppenheimer & Co. Inc.<sup>(28)</sup>

8,372 \* 8,372

Orchard Hill Master Fund Ltd. <sup>(22)</sup>

4,006,757 3.0% 4,006,757

Oregon Convertible Opportunities Bond Fund, L.P. <sup>(6)</sup>

69,550 \* 69,550

Principal Funds, Inc. Global Multi-Strategy Fund <sup>(3)</sup>

20,932 \* 20,932

ProMutual <sup>(12)</sup>

21,518 \* 21,518

Royal Bank of Canada <sup>(16)</sup>

1,271,324 \* 97,683 1,173,641 \*

San Francisco City & County <sup>(12)</sup>

27,379 \* 27,379

SMI Defensive LP <sup>(20)</sup>

1,349 \* 1,349

Special Opportunities Offshore Fund Ltd. <sup>(6)</sup>

55,819 \* 55,819

Trustmark <sup>(12)</sup>	8,819	*	8,819
Wolverine Flagship Fund Trading Limited <sup>(23)</sup>	466,536	*	466,536
Van Kampen Harbor Fund <sup>(15)</sup>	48,841	*	48,841
Value Line Income & Growth, Inc.	4,186	*	4,186
The Guardian Life Insurance Company of America <sup>(24)</sup>	128,384	*	128,384
The Guardian Life Insurance Company of America Master Pension Trust <sup>(25)</sup>	22,327	*	22,237

\* Less than one percent of the outstanding shares of common stock.

- (1) Additional selling securityholders not named in this prospectus will not be able to use this prospectus for resales until they are named in the selling securityholder table by a prospectus supplement or post-effective amendment.
- (2) Calculated based on Rule 13d-3(d)(1)(i) under the Exchange Act, except assumes that the debentures are exchanged at the maximum exchange rate of 27.9096 shares of our common stock per \$1,000 principal amount of the debentures.
- (3) The maximum aggregate number of shares of common stock that may be sold under this prospectus will not exceed 7,435,118.
- (4) Assumes that each selling securityholder will sell the maximum number of shares of common stock for which the outstanding debentures held by such selling securityholder are exchangeable.
- (5) Nicholas-Applegate Capital Management LLC, or Nicholas-Applegate, is an investment adviser registered under the Investment Advisers Act of 1940. Nicholas-Applegate is an affiliate of Nicholas-Applegate Securities LLC, a limited purpose broker-dealer registered with the Financial Industry Regulatory Authority effective April 1993. Nicholas-Applegate Securities LLC was organized in December 1992 for the sole purpose of distributing mutual funds sponsored by Nicholas-Applegate. The selling securityholder has delegated full investment authority to Nicholas-Applegate, as investment adviser, over these securities, including full dispositive power. The Chief Investment Officer of Nicholas-Applegate is Horacio A. Valeiras, CFA, who, in such capacity, has oversight authority over all portfolio managers at Nicholas-Applegate. To the knowledge of Nicholas-Applegate, the securities listed herein were not acquired as compensation for employment, underwriting or any other services performed by the selling securityholder for the benefit of the issuer. The selling securityholder has certified that it purchased the securities being offered by it in the ordinary course of business, and at the time of the purchase of such securities, had no agreements or understandings, directly or indirectly, with any person to distribute such securities.
- (6) CNH Partners, LLC, as the sub-advisor of the selling securityholder, has discretionary voting and investment authority over the shares owned by CNH CA Master Account, L.P. CNH Partners, LLC is controlled indirectly by Todd Pulvino and Mark Mitchell. Accordingly, Todd Pulvino and Mark Mitchell may be deemed to share voting and investment authority over the shares owned by the selling securityholder.

- (7) Clint D. Carlson has the power to direct the voting and disposition of the securities held by Black Diamond Offshore Ltd. and Double Black Diamond Offshore LDC.
- (8) Yanfang (Emma) Yan, Director and Senior Equity Portfolio Manager, has the power to direct the voting and disposition of the securities held by Columbia Convertible Securities Fund.
- (9) Highbridge Capital Management, LLC is the trading manager of the selling securityholder and has the power to direct the voting and disposition of the securities held by the selling securityholder. Glenn Dubin and Henry Swieca control Highbridge Capital Management, LLC and have voting control and investment discretion over the securities held by the selling securityholder. Each of Highbridge Capital Management, LLC, Glenn Dubin and Henry Swieca disclaims beneficial ownership of the securities held by the selling securityholder.
- (10) The securities are under the total control of KBC Financial Products USA Inc. KBC Financial Products USA Inc. is a direct wholly-owned subsidiary of KBC Financial Holdings, Inc., which in turn is a direct wholly-owned subsidiary of KBC Bank N.V., which in turn is a direct wholly-owned subsidiary of KBC Group N.V., a publicly traded entity.
- (11) Thomas J. Ray, C.I.O. of Inflective Asset Management, LLC, has the power to direct the voting and disposition of the securities held by the selling securityholder.
- (12) Tracy V. Maitland, Chief Investment Officer and President of Advent Capital Management LLC, has the power to direct the voting and disposition of the securities held by the selling securityholder.
- (13) AQR Capital Management, LLC, or AQR, is the investment advisor of the selling securityholder and has delegated investment management authority to CNH Partners, LLC, or CNH. As sub-advisor, CNH has shared dispositive power over the securities held by the selling securityholder and exercises full discretionary control relating to all investment decisions made on behalf of the selling securityholder. Clifford S. Asness, Ph.D., and John M. Liew are the investment principals for AQR. Mark Mitchell and Todd Pulvino are the investment principals for CNH. As such, Clifford S. Asness, John M. Liew, Mark Mitchell and Todd Pulvino have shared discretionary voting and investment authority over the shares owned by the selling securityholder.
- (14) Morgan Stanley Convertible Securities Trust is an investment company, subject to the Investment Company Act of 1940.
- (15) Van Kampen Asset Management, as the selling securityholder's investment advisor, has discretionary authority to direct the voting and disposition of the securities held by Van Kampen Harbor Fund, an investment company, subject to the Investment Company Act of 1940.
- (16) Royal Bank of Canada is an investment company, subject to the Investment Company Act of 1940. Royal Bank of Canada is an affiliate of RBC Capital Markets Corporation, a registered broker-dealer. Royal Bank of Canada has certified that it purchased the securities being offered by it in the ordinary course of business, and at the time of the purchase of such securities, had no agreements or understandings, directly or indirectly, with any person to distribute such securities.
- (17) CSS, LLC is a registered broker-dealer. CSS, LLC has certified that it purchased the securities being offered by it in the ordinary course of business as an investment, and that it is not, and does not intend to act as, an underwriter for the securities. Nicholas D. Schoewe and Clayton A. Struve share the power to direct the voting and disposition of the securities held by CSS, LLC.

- (18) Hudson Bay Capital Management, L.P., the investment manager of the selling securityholder, has voting and investment power over the securities held by the selling securityholder. Sander Gerber is the managing member of Hudson Bay Capital GP LLC, which is the general partner of Hudson Bay Capital Management, L.P. Sander Gerber disclaims beneficial ownership over the securities held by the selling securityholder.
- (19) Daiwa America Strategic Advisors Corporation is a direct, wholly-owned subsidiary of Daiwa Capital Markets America Holdings Inc., which in turn is a direct, wholly-owned subsidiary of Daiwa International Holdings Inc., which in turn is a wholly-owned subsidiary of Daiwa Securities Group Inc., a publicly traded entity headquartered and incorporated in Japan. Daiwa America Strategic Advisors Corporation is an affiliate of Daiwa Capital Markets America Inc., a broker-dealer registered with the U.S. Securities and Exchange Commission. Daiwa America Strategic Advisors Corporation has certified that it purchased the securities being offered by it in the ordinary course of business, and at the time of the purchase of such securities, had no agreements or understandings, directly or indirectly, with any person to distribute such securities.
- (20) Louise Morwick, President and Portfolio Manager of Silvercreek Management Inc., has the power to direct the voting and disposition of the securities held by the selling securityholder.
- (21) Basso Capital Management, L.P., or Basso, is the investment manager to the selling securityholder. Howard Fischer is a managing member of Basso GP LLC, the general partner of Basso. Mr. Fischer and the other managing members have the power to direct the voting and disposition of the securities held by the selling securityholder.
- (22) Orchard Hill Capital Management LP, the investment manager of the selling securityholder, has voting and investment power over the securities held by the selling securityholder. Marc Fussteig is the managing member of the general partner of Orchard Hill Capital Management LP. Each of Orchard Hill Master Fund Ltd. and Marc Fussteig disclaims beneficial ownership of the securities held by the selling securityholder for purposes of Sections 13 and 16 of the Securities Exchange Act of 1934, as amended. The selling securityholder has granted Deutsche Bank Securities Inc. a security interest in 692,717.26 shares of common stock offered hereby. If the selling securityholder defaults in the performance of its secured obligations, Deutsche Bank Securities Inc. may offer and sell such shares of common stock from time to time pursuant to this prospectus supplement and accompanying prospectus. The selling securityholder has also granted BNP Paribas Prime Brokerage, Inc. a security interest in 2,403,441.60 shares of common stock offered hereby. If the selling securityholder defaults in the performance of its secured obligations, BNP Paribas Prime Brokerage, Inc. may offer and sell such shares from time to time pursuant to this prospectus supplement and the accompanying prospectus. See Plan of Distribution in the accompanying prospectus.
- (23) Wolverine Asset Management, LLC, or WAM, is the investment manager of the selling securityholder and has voting and investment power over the securities held by the selling securityholder. The sole member and manager of WAM is Wolverine Holdings, L.P., or Wolverine Holdings. Robert R. Bellick and Christopher L. Gust are deemed to control Wolverine Trading Partners, Inc., or WTP, the general partner of Wolverine Holdings, and share voting and dispositive power over the securities held by the selling securityholder. Each of Mr. Bellick, Mr. Gust, WTP, Wolverine Holdings and WAM disclaims beneficial ownership of the securities held by the selling securityholder.



- (24) John Murphy, Managing Director, has the power to direct the voting and disposition of the securities held by The Guardian Life Insurance Company of America. Park Avenue Securities LLC and Guardian Investor Services LLC, which are indirect wholly-owned subsidiaries of The Guardian Life Insurance Company of America, are registered broker-dealers. The Guardian Life Insurance Company of America has certified that it purchased the securities being offered by it in the ordinary course of business, and at the time of the purchase of such securities, had no agreements or understandings, directly or indirectly, with any person to distribute such securities.
- (25) The Guardian Life Insurance Company of America is the plan sponsor for The Guardian Life Insurance Company of America Master Pension Trust. John Murphy, a Managing Director of The Guardian Life Insurance Company of America, has the power to direct the voting and disposition of the securities held by The Guardian Life Insurance Company of America Master Pension Trust.
- (26) Paul M. Britton, Ebony Myles-Berry and Geoff Ruddick are Directors of Capstone Volatility Master (Cayman) Limited and have the power to direct the voting and disposition of the securities held by Capstone Volatility Master (Cayman) Limited.
- (27) Deutsche Bank AG, acting through its London Branch ( Deutsche Bank AG London ) is an affiliate of Deutsche Bank Securities, Inc., a registered broker-dealer. Deutsche Bank AG London has certified that it purchased the securities being offered by it in the ordinary course of business, and at the time of the purchase of such securities, had no agreements or understandings, directly or indirectly, with any person to distribute such securities.
- (28) Oppenheimer & Co. Inc. is a registered broker-dealer. Oppenheimer & Co. Inc. has certified that it purchased the securities being offered by it in the ordinary course of business as an investment, and that it is not, and does not intend to act as, an underwriter for the securities.