

Rorabaugh Philip Daniel  
 Form 3  
 November 15, 2017

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|   |         |                                      |  |  |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                         |  |
| Rorabaugh Philip Daniel                   |         | (Month/Day/Year)                     | ATLANTIC POWER CORP [AT]   |  |
| (Last)                                    | (First) | (Middle)                             | 11/07/2017   |  |
| C/O 3 ALLIED DRIVE, SUITE 220             |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                           | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)                                  |         |                                      | (Check all applicable)   |  |
| DEDHAM, MA 02026                          |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner       | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      | (give title below) (specify below)   | <input type="checkbox"/> Form filed by More than One Reporting Person  |
|   |         |                                      | SVP, Asset Management  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common shares                      | 61,582   | D   |  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4)<br><br>Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|---|--|---|--|
|---|---|---|--|---|--|

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|                 | Date Exercisable | Expiration Date | Amount or Number of Shares   | or Indirect (I) (Instr. 5) |
|-----------------|------------------|-----------------|------------------------------|----------------------------|
| Notional shares | Â (1)            | Â (1)           | Common shares 154,277 \$ (1) | D Â                        |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| Rorabaugh Philip Daniel<br>C/O 3 ALLIED DRIVE<br>SUITE 220<br>DEDHAM, MA 02026 | Â             | Â         | Â SVP, Asset Management | Â     |

## Signatures

/s/ John S. Miele,  
attorney-in-fact  
11/15/2017  
\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).  
Represents notional shares granted under the Company's Long-Term Incentive Plan (LTIP). Approximately 50,355 notional shares will vest on February 28, 2018, 40,896 notional shares will vest February 28, 2019 and 15,756 notional shares will vest on February 28, 2020. The remaining 47,269 notional shares have performance criteria for vesting. The notional shares are scheduled to vest one-third on each (1) of February 28, 2018, February 28, 2019 and February 28, 2020. However, each year based on a performance assessment by the Compensation Committee of the Board of Directors, Mr. Rorabaugh is eligible to receive between 0% and 150% of the original one-third target amount. Under the LTIP, each notional share represents a right to receive one-third in cash, which will be deposited into the reporting persons applicable payroll tax withholding account, and the remainder in common shares.
- Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.