

Seaspan CORP  
Form 424B5  
December 05, 2012  
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Filed Pursuant to Rule 424(b)(5)  
Registration No. 333-168938

**The information in this preliminary prospectus supplement is not complete and may be changed. This prospectus supplement and the accompanying base prospectus are not an offer to sell these securities, and are not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.**

**SUBJECT TO COMPLETION, DATED DECEMBER 5, 2012**

**PROSPECTUS SUPPLEMENT**

(To Prospectus dated August 19, 2010)

**Shares**

**Seaspan Corporation**  
**% Series D Cumulative Redeemable Perpetual**  
**Preferred Shares**  
**(Liquidation Preference \$25 Per Share)**

We are offering \_\_\_\_\_ of our % Series D Cumulative Redeemable Perpetual Preferred Shares, par value \$0.01 per share, liquidation preference \$25.00 per share (the Series D Preferred Shares ).

Dividends on the Series D Preferred Shares are cumulative from the date of original issue and will be payable quarterly in arrears on the 30th day of January, April, July and October of each year, when, as and if declared by our board of directors. The initial dividend on the Series D Preferred Shares offered hereby will be payable on January 30, 2013. Dividends will be payable out of amounts legally available therefor at an initial rate equal to % per annum of the stated liquidation preference.

At any time on or after January 30, 2018, the Series D Preferred Shares may be redeemed, in whole or in part, out of amounts legally available therefor, at a redemption price of \$25.00 per share plus an amount equal to all accumulated and unpaid dividends thereon to the date of redemption, whether or not declared.

We intend to apply to have the Series D Preferred Shares listed on the New York Stock Exchange. Currently, there is no public market for the Series D Preferred Shares.

**Investing in our Series D Preferred Shares involves a high degree of risk. Our Series D Preferred Shares have not been rated. Please read Risk Factors beginning on page S-18 of this prospectus supplement and page 5 of the accompanying base prospectus.**

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Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying base prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

	PER SHARE	TOTAL
Public Offering Price	\$	\$
Underwriting Discount and Commissions	\$	\$
Proceeds to Us (Before Expenses)	\$	\$

Delivery of the Series D Preferred Shares is expected to be made in book-entry form through the facilities of The Depository Trust Company on or about December , 2012. We have granted the underwriters an option for a period of 30 days to purchase an additional shares of our Series D Preferred Shares. If the underwriters exercise the option in full, the total underwriting discounts and commissions payable by us will be \$ , and total proceeds to us before expenses will be \$ .

*Joint Book-Running Managers*

**Jefferies**

**Incapital**  
*Sole Structuring Agent*

**Credit Suisse**

, 2012

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**ABOUT THIS PROSPECTUS SUPPLEMENT**

This document is in two parts. The first part is the prospectus supplement, which describes the specific terms of this offering. The second part is the accompanying base prospectus, which gives more general information, some of which may not apply to this offering. Generally, when we refer to the prospectus, we are referring to both parts combined. If information in the prospectus supplement conflicts with information in the accompanying base prospectus, you should rely on the information in this prospectus supplement.

Any statement made in this prospectus or in a document incorporated or deemed to be incorporated by reference into this prospectus will be deemed to be modified or superseded for purposes of this prospectus to the extent that a statement contained in this prospectus supplement or in any other subsequently filed document that is also incorporated by reference into this prospectus modifies or supersedes that statement. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this prospectus.

You should rely only on the information contained in or incorporated by reference in this prospectus. We have not authorized anyone to provide you with different information. We are not making an offer of the Series D Preferred Shares in any state or jurisdiction where the offer is not permitted. You should not assume that the information contained in this prospectus or the information that is incorporated by reference herein is accurate as of any date other than its respective date.

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**ALTERNATIVE SETTLEMENT DATE**

It is expected that delivery of the Series D Preferred Shares will be made on or about the closing date specified on the cover page of this prospectus supplement, which will be the fifth business day following the date of pricing of the Series D Preferred Shares (this settlement cycle being referred to as "T+5"). Under Rule 15c6-1 of the Securities Exchange Act of 1934, trades in the secondary market generally are required to settle in three business days, unless the parties to a trade expressly agree otherwise. Accordingly, purchasers who wish to trade the Series D Preferred Shares on the initial pricing date of the Series D Preferred Shares or the next succeeding business day will be required, by virtue of the

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fact that the Series D Preferred Shares initially will settle in T+5, to specify alternative settlement arrangements at the time of any such trade to prevent a failed settlement and should consult their own advisor.

**Table of Contents****SUMMARY**

*This summary highlights important information contained elsewhere in this prospectus supplement and the accompanying base prospectus. You should carefully read this prospectus supplement, the accompanying base prospectus and the documents incorporated by reference to understand fully our business and the terms of our Series D Preferred Shares, as well as tax and other considerations that are important to you in making your investment decision. You should consider carefully the Risk Factors section beginning on page S-18 of this prospectus supplement and on page 5 of the accompanying base prospectus to determine whether an investment in our Series D Preferred Shares is appropriate for you. Unless otherwise indicated, all references in this prospectus supplement to dollars and \$ are to, and amounts are presented in, U.S. Dollars, and financial information presented in this prospectus supplement is prepared in accordance with generally accepted accounting principles in the United States, or U.S. GAAP.*

*Unless we otherwise specify, when used in this prospectus supplement, the terms Seaspan, the Company, we, our and us refer to Seaspan Corporation and its subsidiaries, except that when such terms are used in this prospectus supplement in reference to the Series D Preferred Shares, they refer specifically to Seaspan Corporation. References to our Manager are to Seaspan Management Services Limited and its wholly owned subsidiaries, which provide us with all of our technical, administrative and strategic services. In January 2012, we acquired all of the issued and outstanding share capital of our Manager.*

*References to shipbuilders are as follows:*

**SHIPBUILDER**

Jiangsu New Yangzi Shipbuilding Co., Ltd.  
Jiangsu Yangzi Xinfu Shipbuilding Co., Ltd.

**REFERENCE**

New Jiangsu  
Jiangsu Xinfu

*References to customers are as follows:*

**CUSTOMER**

China Shipping Container Lines (Asia) Co., Ltd.<sup>(1)</sup>  
Compañía Sud Americana De Vapores S.A.  
COSCO Container Lines Co., Ltd.<sup>(2)</sup>  
Hanjin Shipping Co., Ltd.  
Hapag-Lloyd USA, LLC<sup>(3)</sup>  
Hyundai Merchant Marine Co., Ltd  
Kawasaki Kisen Kaisha Ltd.  
Mediterranean Shipping Company S.A.  
Mitsui O.S.K. Lines, Ltd.  
Yang Ming (UK) Ltd.

**REFERENCE**

CSCL Asia  
CSAV  
COSCON  
Hanjin  
HL USA  
HMM  
K-Line  
MSC  
MOL  
Yang Ming

<sup>(1)</sup> A subsidiary of China Shipping Container Lines Co., Ltd., or CSCL

<sup>(2)</sup> A subsidiary of China COSCO Holdings Company Limited

<sup>(3)</sup> A subsidiary of Hapag-Lloyd, AG, or Hapag-Lloyd

**Our Company**

We are a leading independent charter owner and manager of containerships, which we charter primarily pursuant to long-term, fixed-rate time charters to major container liner companies. As of November 15, 2012, we operated a fleet of 69 containerships (including eight vessels under long-term leases), and we had entered into contracts for the purchase of an additional three newbuilding containerships, which have scheduled delivery dates through July 2014. Each of our newbuilding vessels will commence operation under long-term, fixed-rate charters upon delivery. The average age of the 69 vessels in our operating fleet was approximately five years as of November 15, 2012.





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Customers for our operating fleet are CSCL Asia, HL USA, HMM, COSCON, CSAV, MOL, K-Line, MSC and Yang Ming. The customer for the additional three newbuilding vessels is Hanjin. Our primary objective is to continue to grow our business through accretive vessel acquisitions as market conditions allow.

We primarily deploy our vessels on long-term, fixed-rate time charters to take advantage of the stable cash flow and high utilization rates that are typically associated with long-term charters. As of November 15, 2012, the charters on the 69 vessels in our operating fleet had an average remaining term of approximately seven years, excluding the effect of charterers' options to extend certain time charters.

In January 2012, we acquired our Manager, which provides us with all of our technical, administrative and strategic services. Our Manager also manages a limited number of vessels for third parties.

**Table of Contents****Our Fleet*****Our Current Fleet***

The following table summarizes key facts regarding our 69 operating vessels as of November 15, 2012:

VESSEL NAME	VESSEL CLASS (TEU)	YEAR BUILT	CHARTER START DATE	CHARTERER	LENGTH OF CHARTER	DAILY CHARTER RATE (in thousands)
COSCO Glory	13100	2011	6/10/11	COSCON	12 years	\$55.0
COSCO Pride <sup>(1)</sup>	13100	2011	6/29/11	COSCON	12 years	55.0
COSCO Development	13100	2011	8/10/11	COSCON	12 years	55.0
COSCO Harmony	13100	2011	8/19/11	COSCON	12 years	55.0
COSCO Excellence	13100	2012	3/8/12	COSCON	12 years	55.0
COSCO Faith <sup>(1)</sup>	13100	2012	3/14/12	COSCON	12 years	55.0
COSCO Hope	13100	2012	4/19/12	COSCON	12 years	55.0
COSCO Fortune	13100	2012	4/29/12	COSCON	12 years	55.0
CSCL Zeebrugge	9600	2007	3/15/07	CSCL Asia	12 years	34.0 <sup>(2)</sup>
CSCL Long Beach	9600	2007	7/6/07	CSCL Asia	12 years	34.0 <sup>(2)</sup>
CSCL Oceania	8500	2004	12/4/04	CSCL Asia	12 years + one 3-year option	29.8 <sup>(3)</sup>
CSCL Africa	8500	2005	1/24/05	CSCL Asia	12 years + one 3-year option	29.8 <sup>(3)</sup>
COSCO Japan	8500	2010	3/9/10	COSCON	12 years + three 1-year options	42.9 <sup>(4)</sup>
COSCO Korea	8500	2010	4/5/10	COSCON	12 years + three 1-year options	42.9 <sup>(4)</sup>
COSCO Philippines	8500	2010	4/24/10	COSCON	12 years + three 1-year options	42.9 <sup>(4)</sup>
COSCO Malaysia	8500	2010	5/19/10	COSCON	12 years + three 1-year options	42.9 <sup>(4)</sup>
COSCO Indonesia	8500	2010	7/5/10	COSCON	12 years + three 1-year options	42.9 <sup>(4)</sup>
COSCO Thailand	8500	2010	10/20/10	COSCON	12 years + three 1-year options	42.9 <sup>(4)</sup>
COSCO Prince Rupert	8500	2011	3/21/11	COSCON	12 years + three 1-year options	42.9 <sup>(4)</sup>
Alianca Itapoa <sup>(5)</sup>	8500	2011	4/21/11	COSCON	12 years + three 1-year options	42.9 <sup>(4)</sup>
MOL Emerald	5100	2009	4/30/09	MOL	12 years	28.9
MOL Eminence	5100	2009	8/31/09	MOL	12 years	28.9
MOL Emissary	5100	2009	11/20/09	MOL	12 years	28.9
MOL Empire	5100	2010	1/8/10	MOL	12 years	28.9
MSC Veronique	4800	1989	11/25/11	MSC	5 years	10.0 <sup>(6)</sup>
MSC Manu	4800	1988	11/15/11	MSC	5 years	10.0 <sup>(6)</sup>
MSC Leanne	4800	1989	10/19/11	MSC	5 years	10.0 <sup>(6)</sup>
MSC Carole	4800	1989	10/12/11	MSC	5 years	10.0 <sup>(6)</sup>
Brotonne Bridge <sup>(1)</sup>	4500	2010	10/25/10	K-Line	12 years + two 3-year options	34.3 <sup>(7)</sup>
Brevik Bridge <sup>(1)</sup>	4500	2011	1/25/11	K-Line	12 years + two 3-year options	34.3 <sup>(7)</sup>
Bilbao Bridge <sup>(1)</sup>	4500	2011	1/28/11	K-Line	12 years + two 3-year options	34.3 <sup>(7)</sup>
Berlin Bridge <sup>(1)</sup>	4500	2011	5/9/11	K-Line	12 years + two 3-year options	34.3 <sup>(7)</sup>
Budapest Bridge <sup>(1)</sup>	4500	2011	8/1/11	K-Line	12 years + two 3-year options	34.3 <sup>(7)</sup>
CSAV Licanten <sup>(8)</sup>	4250	2001	7/3/01	CSCL Asia	10 years + one 2-year option	18.3 <sup>(9)</sup>
CSCL Chiwan	4250	2001	9/20/01	CSCL Asia	10 years + one 2-year option	18.3 <sup>(9)</sup>
Seaspan Ningbo <sup>(10)</sup>	4250	2002				
Seaspan Dalian	4250	2002	7/26/12	HMM	Up to 6 months	Short-term rate <sup>(11)</sup>
Seaspan Felixstowe <sup>(10)</sup>	4250	2002				
CSCL Vancouver	4250	2005	2/16/05	CSCL Asia	12 years	17.0
CSCL Sydney	4250	2005	4/19/05	CSCL Asia	12 years	17.0
CSCL New York	4250	2005	5/26/05	CSCL Asia	12 years	17.0

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CSCL Melbourne	4250	2005	8/17/05	CSCL Asia	12 years	17.0
CSCL Brisbane	4250	2005	9/15/05	CSCL Asia	12 years	17.0

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VESSEL NAME	VESSEL CLASS (TEU)	YEAR BUILT	CHARTER START DATE	CHARTERER	LENGTH OF CHARTER	DAILY CHARTER RATE (in thousands)
New Delhi Express	4250	2005	10/19/05	HL USA	3 years + seven 1-year extensions + two 1-year options <sup>(12)</sup>	\$18.0 <sup>(13)</sup>
Dubai Express	4250	2006	1/3/06	HL USA	3 years + seven 1-year extensions + two 1-year options <sup>(12)</sup>	18.0 <sup>(13)</sup>
Jakarta Express	4250	2006	2/21/06	HL USA	3 years + seven 1-year extensions + two 1-year options <sup>(12)</sup>	18.0 <sup>(13)</sup>
Saigon Express	4250	2006	4/6/06	HL USA	3 years + seven 1-year extensions + two 1-year options <sup>(12)</sup>	18.0 <sup>(13)</sup>
Lahore Express	4250	2006	7/11/06	HL USA	3 years + seven 1-year extensions + two 1-year options <sup>(12)</sup>	18.0 <sup>(13)</sup>
Rio Grande Express	4250	2006	10/20/06	HL USA	3 years + seven 1-year extensions + two 1-year options <sup>(12)</sup>	18.0 <sup>(13)</sup>
Santos Express	4250	2006	11/13/06	HL USA	3 years + seven 1-year extensions + two 1-year options <sup>(12)</sup>	18.0 <sup>(13)</sup>
Rio de Janeiro Express	4250	2007	3/28/07	HL USA	3 years + seven 1-year extensions + two 1-year options <sup>(12)</sup>	18.0 <sup>(13)</sup>
Manila Express	4250	2007	5/23/07	HL USA	3 years + seven 1-year extensions + two 1-year options <sup>(12)</sup>	18.0 <sup>(13)</sup>
CSAV Loncomilla	4250	2009	4/28/09	CSAV	6 years	25.9
CSAV Lumaco	4250	2009	5/14/09	CSAV	6 years	25.9
CSAV Lingue	4250	2010	5/17/10	CSAV	6 years	25.9
CSAV Lebu	4250	2010	6/7/10	CSAV	6 years	25.9
Madinah <sup>(1)</sup>	4250	2009	6/20/12	Yang Ming	Up to 7 months	Short-term rate <sup>(11)</sup>
COSCO Fuzhou	3500	2007	3/27/07	COSCON	12 years	19.0
COSCO Yingkou	3500	2007	7/5/07	COSCON	12 years	19.0
CSCL Panama	2500	2008	5/14/08	CSCL Asia	12 years	16.8 <sup>(14)</sup>
CSCL São Paulo	2500	2008	8/11/08	CSCL Asia	12 years	16.8 <sup>(14)</sup>
CSCL Montevideo	2500	2008	9/6/08	CSCL Asia	12 years	16.8 <sup>(14)</sup>
CSCL Lima	2500	2008	10/15/08	CSCL Asia	12 years	16.8 <sup>(14)</sup>
CSCL Santiago	2500	2008	11/8/08	CSCL Asia	12 years	16.8 <sup>(14)</sup>
CSCL San Jose	2500	2008	12/1/08	CSCL Asia	12 years	16.8 <sup>(14)</sup>
CSCL Callao	2500	2009	4/10/09	CSCL Asia	12 years	16.8 <sup>(14)</sup>
CSCL Manzanillo	2500	2009	9/21/09	CSCL Asia	12 years	16.8 <sup>(14)</sup>
Guayaquil Bridge	2500	2010	3/8/10	K-Line	10 years	17.9
Calicanto Bridge	2500	2010	5/30/10	K-Line	10 years	17.9

(1) This vessel is leased pursuant to a lease agreement, which we used to finance the acquisition of the vessel.

(2) CSCL Asia has a charter of 12 years with a charter rate of \$34,000 per day, increasing to \$34,500 per day after six years.

(3) CSCL Asia has an initial charter of 12 years with a charter rate of \$29,500 per day for the first six years, \$29,800 per day for the second six years, and \$30,000 per day during the three-year option.

(4) COSCON has an initial charter of 12 years with a charter rate of \$42,900 per day for the initial term and \$43,400 per day for the three one-year options.

(5) The name of the COSCO Vietnam was changed to Alianca Itapoa in March 2012, in connection with a sub-charter from COSCON to Hamburg Süd.

(6) MSC has a bareboat charter of five years with a charter rate of \$10,000 per day, increasing to \$14,500 after two years. MSC has agreed to purchase the vessels for \$5.0 million each at the end of the five-year bareboat charter terms. In addition, we pay a 1.25% commission to a broker on all bareboat charter payments for these charters.

(7) K-Line has an initial charter of 12 years with a charter rate of \$34,250 per day for the first six years, increasing to \$34,500 per day for the second six years, \$37,500 per day for the first three-year option period and \$42,500 per day for the second three-year option period.

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- (8) This vessel is on sub-charter from CSCL Asia to CSAV.
- (9) CSCL Asia has an initial charter of 10 years with a charter rate of \$18,000 per day for the first five years, \$18,300 per day for the second five years, and \$19,000 per day for the two-year option. CSCL Asia has exercised its options on the CSAV Licanten and the CSCL Chiwan.
- (10) This vessel currently is idle.
- (11) Given that the term of the time charter is less than one year, the vessel is being chartered at rates applicable to short-term charters.
- (12) For these charters, the initial term was three years, which automatically extends for up to an additional seven years in successive one-year extensions unless HL USA elects to terminate the charters with two years prior written notice. HL USA would have been required to pay a fee of approximately \$8.0 million to terminate a charter at the end of the initial term. The termination fee declines by \$1.0 million per year per vessel in years four through nine. The initial terms of the charters for these vessels have expired, and these charters have automatically extended pursuant to their terms.
- (13) HL USA had an initial charter of three years that automatically extends for up to an additional seven years in successive one-year extensions unless HL USA elects to terminate the charters with two years prior written notice, with a charter rate of \$18,000 per day and \$18,500 per day for the two one-year options.
- (14) CSCL Asia has a charter of 12 years with a charter rate of \$16,750 per day for the first six years, increasing to \$16,900 per day for the second six years.

**New Vessel Contracts**

Our primary objective is to acquire additional containerships as market conditions allow, and to enter into additional long-term, fixed-rate time charters for such vessels.

As of November 15, 2012, we have contracted to purchase three additional newbuilding containerships, which have scheduled delivery dates through July 2014. These three newbuilding vessels consist of the following:

VESSEL	VESSEL-CLASS (TEU)	LENGTH OF TIME CHARTER <sup>(1)</sup>	CHARTERER	SCHEDULED DELIVERY DATE	SHIPBUILDER
Hull No. 983	10000	10 years + one 2-year option	Hanjin	2014	New Jiangsu
Hull No. 985	10000	10 years + one 2-year option	Hanjin	2014	Jiangsu Xinfu
Hull No. 993	10000	10 years + one 2-year option	Hanjin	2014	New Jiangsu

<sup>(1)</sup> Each charter is scheduled to begin upon delivery of the vessel to the relevant charterer.

The following chart indicates the estimated number of vessels in our fleet based on scheduled delivery dates as of November 15, 2012.

	YEAR ENDING DECEMBER 31, SCHEDULED		
	2012	2013	2014
Deliveries			3
Operating Vessels	69	69	72
<b>Approximate Total Capacity (TEU)</b>	<b>405,100</b>	<b>405,100</b>	<b>435,100</b>

**Market Opportunity**

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We believe that there is an opportunity for shipowners with access to capital to acquire vessels at attractive prices and employ them in a manner that will generate attractive returns on capital and is accretive to cash flow. Due to financial constraints of shipowners and the decrease in global trade, few orders for newbuilding containerships were placed in recent years and there is a limited amount of vessel capacity scheduled to enter the market after 2013.

We intend to continue to expand our fleet primarily through entering into newbuilding contracts with shipyards, but believe that there will also be select opportunities to acquire existing or newbuilding vessels from other shipowners, shipbuilders due to defaulting purchasers under construction contracts, or banks and other lessors

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that may acquire vessels upon borrower or lessee defaults. We believe we are well positioned to take advantage of current market opportunities. We believe that we will be able to fund the remaining payments for the three containerships that we have contracted to purchase through the availability under our current credit facilities. We believe we will be able to use our existing debt capacity and current cash balances (exclusive of amounts committed to finance the remaining payments on the three vessels we have agreed to purchase), to fund additional growth beyond our contracted fleet.

We may seek to undertake additional acquisitions of quality newbuilding or secondhand vessels through asset or business acquisitions, and we regularly consider potential opportunities. In evaluating these opportunities, we consider, among other things, the size of the vessels and the tenor of the related time charters relative to those in our existing fleet. We anticipate that we would fund the purchase price for any secondhand vessels we may acquire primarily through the assumption of debt, with the balance funded through borrowings under our existing credit facilities, cash, other financings or a combination thereof. There can be no assurance that we will be able to acquire any of the containerships opportunities we are evaluating.

### **Our Competitive Strengths**

We believe that we possess a number of competitive strengths that will allow us to capitalize on the opportunities in the containership industry, including the following:

- n *Scale, diversity and high quality of our fleet.* We are one of the largest independent charter owners and managers of containerships and believe that the size of our fleet appeals to our customers and provides us cost savings through volume purchases and leverage in negotiating newbuilding contracts and accessing shipyard berths. Our operating fleet of 69 containerships had an average age of approximately five years as of November 15, 2012, which is significantly below the industry average of approximately 11 years. Our three newbuilding vessels also will be subject to our high standards for design, construction quality and maintenance. The vessels in our fleet range in size from 2500 TEU to 13100 TEU, and our 13100 TEU containerships are among the largest sized containerships in operation.
- n *Strong, long-term relationships with high-quality customers, including leading Asian container liners.* We have developed strong relationships with our customers, which include leading container liner companies. We believe we are the largest provider of containerships to China, and anticipate that Asian demand for containerships will continue to rebound and grow following the recent economic downturn. We attribute the strength of our customer relationships in part to our consistent operational quality, customer oriented service and historical average utilization of over 99% since our initial public offering in 2005.
- n *Enhanced stability of cash flows through long-term, fixed-rate time charters.* Our vessels are primarily subject to long-term, fixed-rate time charters, which had an average remaining term of approximately seven years as of November 15, 2012. As a result, substantially all of our revenue is protected from the volatility of spot rates and short-term charters. To further promote cash flow stability, we have primarily placed newbuilding orders and purchased secondhand vessels when we have concurrently entered into long-term time charters with our customers. As of November 15, 2012, and excluding any extensions of our time charters, we had approximately \$5.8 billion of contracted future revenue under existing fixed-rate and bareboat time charters, including approximately \$0.5 billion attributable to time charters for the remaining three newbuilding containerships that we have contracted to purchase.
- n *Proven ability to source capital for growth.* Since our initial public offering in 2005, we have successfully accessed capital to grow our fleet. Including our initial public offering, we have raised approximately \$2.2 billion in public and private issuances of equity securities. In addition, we have secured credit and lease facilities with aggregate outstanding borrowings and commitments of \$3.8 billion as of September 30, 2012. We also accessed capital during the recent economic downturn, including raising preferred share equity and entering into sale-leaseback financings. We



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believe we will be able to use our existing debt capacity and current cash balances (exclusive of amounts committed to finance the remaining payments on the three vessels we have agreed to purchase), to fund additional growth beyond our contracted fleet. We intend to continue to access existing capital, and to seek new sources of capital, to cost-effectively maintain and grow our fleet over the long term.

- n *Significant delivered fleet growth.* We have significantly grown our fleet since our initial public offering in August 2005. At that time, we had an operating fleet of 10 vessels with another 13 vessels on order, aggregating 116,950 TEU. As of November 15, 2012, we had 69 vessels in operation and three newbuilding vessels on order, aggregating 435,100 TEU, an increase since our initial public offering of 272.0% in TEU capacity. The aggregate capacity of the three newbuilding vessels, with scheduled delivery dates through July 2014, represents over 7.4% of the aggregate capacity of our vessels currently in operation. We believe that our longstanding relationships with key constituents in the containership industry, including container liner companies, shipbuilders and shipping banks, as well as our affiliation with Greater China Intermodal Investments LLC (an investment vehicle established by an affiliate of global alternative asset manager The Carlyle Group), or the Vehicle, in which we hold approximately 11.0% ownership interest, will enable us to continue sourcing newbuilding and secondhand vessel acquisition opportunities at terms attractive to us.
- n *Experienced management.* Together our chief executive officer, chief operating officer and chief financial officer have over 60 years of professional experience in the shipping industry, and they have experience managing shipping companies through multiple economic cycles. The members of our management team have prior experience with many companies in the international ship management industry, such as China Merchants Group, Neptune Orient Lines, APL Limited, Safmarine Container Lines and Columbia Ship Management, and provide expertise across commercial, technical, financial and other functional management areas of our business. The acquisition of our Manager in January 2012 provides us direct control over these functions.

## **Our Business Strategies**

We seek to continue to expand our business and increase our cash flow by employing the following business strategies:

- n *Pursuing long-term, fixed-rate charters.* We intend to continue to primarily employ our vessels under long-term, fixed-rate charters, which contribute to the stability of our cash flows. In addition, container liner companies typically employ long-term charters for strategic expansion into major trade routes, while using spot charters for shorter term discretionary needs. To the extent container liner companies expand their services into major trade routes, we believe we are well positioned to participate in their growth.
- n *Expanding and diversifying our customer relationships.* Since our initial public offering, we have increased our customer base from two to ten customers and have expanded our revenue from existing customers. We intend to continue to expand our existing customer relationships and to add new customers to the extent container liner companies increase their use of chartered-in vessels to add capacity in their existing trade routes and establish new trade routes. We believe that we will benefit from the expected growth of worldwide container shipping demand, especially in certain markets that we believe have high growth potential, such as Asia, where we have strong customer relationships. We also believe that our experience in working with container liners to provide ship design, construction supervision and chartering services will improve our ability to secure new customers.
- n *Actively acquiring newbuilding and secondhand vessels.* We have increased, and intend to further increase, the size of our fleet through selective acquisitions of new and secondhand containerships that we believe will be accretive to our cash flow. We believe that entering into newbuilding contracts will continue our long-term fleet growth and provide modern vessels to our customers. In addition, we intend to continue to selectively consider any nearer-term growth opportunities to acquire high-quality

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secondhand vessels, primarily either with existing long-term charters or where we can enter into long-term charters concurrently with the acquisitions. We also intend to consider appropriate (a) partnering opportunities that would allow us to seek to capitalize on opportunities in the newbuilding and secondhand markets with more modest investments, and (b) business acquisitions, as well as the potential sale of any older vessels in our fleet as part of fleet renewal.

- n *Maintaining efficient capital structure.* We intend to pursue a financial strategy that aims to preserve our financial flexibility and achieve a low cost of capital so that we may take advantage of acquisition and expansion opportunities in the future while also meeting our existing obligations.

An investment in our Series D Preferred Shares involves risks. Our growth depends on our ability to make accretive vessel acquisitions, expand existing and develop new relationships with charterers and obtain new charters. Substantial competition may hamper our business strategy. Our growth also depends upon continued growth in demand for containerships. A reduction in demand for containerships, increased competition or an inability to make accretive vessel acquisitions may lead to reductions and volatility in charter hire rates and profitability. In addition, we may be unable to realize expected benefits from acquisitions, and implementing our growth strategy through acquisitions may harm our business, financial condition, operating results and ability to pay dividends. Before investing in our Series D Preferred Shares, you should consider carefully the factors set forth in the section of this prospectus entitled *Risk Factors* beginning on page S-18 of this prospectus supplement and on page 5 of the accompanying base prospectus.

## **Recent Developments**

### ***Anticipated Newbuilding Order and Vessel Acquisition***

We are in negotiations for the construction of two 10000 TEU newbuilding vessels by shipbuilders New Jiangsu and Jiangsu Xinfu and for the chartering of these newbuilding vessels to a leading container liner company under anticipated eight- to ten-year, fixed-rate time charters upon delivery. If the transaction is completed, we anticipate that the newbuilding vessels would be delivered in 2014 and would be constructed using our fuel efficient New Panamax SAVER design.

As part of the anticipated transaction, we are also in negotiations to purchase two existing 4600 TEU vessels, for delivery in the second half of 2013, from the same liner company that would charter the two newbuilding vessels, with the vessels to be chartered back to the liner company under two- to three-year, fixed-rate time charters.

These two newbuilding and two existing vessels would represent our anticipated portion of an overall transaction with the liner company involving four newbuilding and four existing vessels, which transaction would be subject to our right of first refusal agreement with the Vehicle and Blue Water Commerce LLC. We would supervise the construction of all four newbuilding vessels and manage all eight newbuilding and existing vessels.

The potential transaction is subject to completion of negotiations and definitive documentation with the shipyards, the liner company and the Vehicle. The potential transaction may not be completed on the terms described above, if at all.

### ***Proposed Amended and Restated Employment Agreement with CEO Gerry Wang***

The Compensation Committee of our board of directors is in advanced negotiations for an amended and restated employment agreement with our chief executive officer, Gerry Wang, which agreement would supersede the employment agreement we entered into with Mr. Wang in March 2011 in connection with our investment in the Vehicle. The existing employment agreement between Mr. Wang and Seaspan Ship Management Ltd., or SSML, under which Mr. Wang is paid \$600,000 annually, would also terminate, and the fee under our transaction services agreement with Mr. Wang that would apply following any termination of employment through March 31, 2015 would decrease from 1.5% to 1.25% per transaction. For descriptions of our existing arrangements with Mr. Wang, please read *Certain Relationships and Related Party Transactions* Employment Agreement and Other Related Agreements with Gerry Wang. The primary anticipated changes in

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the amended employment arrangement would be the extension of Mr. Wang's employment term with us, the granting to Mr. Wang of stock appreciation rights, or SARs, with respect to our common shares, and the termination of the SSML employment agreement.

We anticipate that pursuant to the amended employment agreement, the term of Mr. Wang's employment with us would be extended from January 1, 2013 until the termination of our right of first refusal with the Vehicle, which is scheduled to expire on March 31, 2015, unless earlier terminated. We anticipate that Mr. Wang's aggregate compensation under the amended agreement with us would be the same as that under his existing employment arrangements, other than the SARs grant and termination of his compensation under the SSML employment agreement.

We anticipate that the SARs granted to Mr. Wang would vest and become exercisable in three tranches when and if the fair market value of our common shares equals or exceeds an applicable base price for such tranche for any 20 consecutive trading days on or before the expiration date for such tranche. The varying base prices for the three tranches would each be at a premium to the current trading price of our common shares, and the expiration dates for the tranches would range between three and five years from the grant date. Upon exercise by Mr. Wang of vested SARs, he would receive common shares with a value equal to the spread between the applicable base price and the fair market value of the common shares on the exercise date. We believe we would recognize the compensation expense relating to the SARs prior to expiration of the term of Mr. Wang's employment under the agreement.

Mr. Wang would agree to retain ownership of 50% of the net after-tax number of common shares received upon exercise of the SARs until the later of March 31, 2015 and 120 days after the exercise date with respect to such common shares. If Mr. Wang's employment were terminated by us with cause or Mr. Wang were to terminate his employment without good reason, all unvested SARs would be forfeited and all vested SARs would remain exercisable until the applicable expiration date. Upon termination of Mr. Wang's employment for any other reason, all unvested SARs would remain outstanding and be eligible for future vesting and exercise, and all vested SARs would remain exercisable until their applicable expiration date. Vesting of the SARs would accelerate in the event of a merger, tender offer or similar change of control transaction in which the amount to be paid to holders of common shares in connection with such transaction exceeds the base price for the applicable tranches of SARs.

The proposed changes to Mr. Wang's employment arrangements described above are subject to completion of negotiations and definitive documentation. These changes may not be completed on the terms described above, if at all.

### ***Proposed SAR Grants to Other Members of Senior Management***

The Compensation Committee of our board of directors also anticipates making SAR grants in early 2013 to certain members of senior management other than Mr. Wang. SARs equal in number to 1/3 of the total SARs granted to Mr. Wang would be granted in the aggregate to the designated members of senior management. The Compensation Committee would determine the members of senior management to receive SARs and the amount of individual SAR awards based on recommendations from Mr. Wang and Kyle Washington, co-chairman of the board of directors. The Compensation Committee anticipates that the SARs would have terms similar to those granted to Mr. Wang, including grants in three tranches and similar vesting provisions, base prices and expiration dates. However, the period during which SAR recipients would agree to retain ownership of 50% of the net after-tax number of common shares received upon exercise of the SARs would be extended until the later of the fifth anniversary of the grant date and 120 days after the exercise date with respect to such common shares.

The proposed grants of SARs to members of our senior management remain subject to final approval by the Compensation Committee of our board of directors. These grants may not be made on the terms described above, if at all.

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**Corporate Information**

We are a Marshall Islands corporation incorporated on May 3, 2005. We maintain our principal executive offices at Unit 2, 7<sup>th</sup> Floor, Bupa Centre, 141 Connaught Road West, Hong Kong, China. Our telephone number is (852) 2540-1686. We maintain a website at [www.seaspancorp.com](http://www.seaspancorp.com). The information on our website is not part of this prospectus, and you should rely only on the information contained in this prospectus and the documents we incorporate by reference herein when making a decision as to whether to invest in the Series D Preferred Shares.

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**THE OFFERING**

<b>Issuer</b>	Seaspan Corporation
<b>Securities Offered</b>	<p>of our % Series D Cumulative Redeemable Perpetual Preferred Shares, par value \$0.01 per share, liquidation preference \$25.00 per share, plus up to an additional shares if the underwriters exercise their option to purchase additional shares in full.</p> <p>For a detailed description of the Series D Preferred Shares, please read Description of Series D Preferred Shares.</p>
<b>Price per Share</b>	\$
<b>Conversion; Exchange and Preemptive Rights</b>	The Series D Preferred Shares will not have any conversion or exchange rights or be subject to preemptive rights.
<b>Dividends</b>	Dividends on Series D Preferred Shares will accrue and be cumulative from the date that the Series D Preferred Shares are originally issued and will be payable on each Dividend Payment Date (as defined below) when, as and if declared by our board of directors out of legally available funds for such purpose.
<b>Dividend Payment Dates</b>	January 30, April 30, July 30 and October 30, commencing January 30, 2013 (each, a Dividend Payment Date).
<b>Dividend Rate</b>	The dividend rate for the Series D Preferred Shares will be % per annum per \$25.00 of liquidation preference per share (equal to \$ per share).
<b>Ranking</b>	<p>The Series D Preferred Shares will represent perpetual equity interests in us and, unlike our indebtedness, will not give rise to a claim for payment of a principal amount at a particular date. The Series D Preferred Shares will rank:</p> <ul style="list-style-type: none"> <li>n senior to all classes of our common shares (which currently consist of the Class A common shares) and to each other class or series of capital stock established after the original issue date of the Series D Preferred Shares that is not expressly made senior to or on parity with the Series D Preferred Shares as to the payment of dividends and amounts payable upon liquidation, dissolution or winding up, whether voluntary or involuntary, or Junior Securities;</li> <li>n <i>pari passu</i> with our existing Series C Preferred Shares and any other class or series of capital stock established after the original issue date of the Series D Preferred</li> </ul>

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Shares that is not expressly subordinated or senior to the Series D Preferred Shares as to the payment of dividends and amounts payable upon liquidation, dissolution or winding up, whether voluntary or involuntary, or Parity Securities; and

- n junior to all of our indebtedness and other liabilities with respect to assets available to satisfy claims against us and our Series A

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Preferred Shares and each other class or series of capital stock expressly made senior to the Series D Preferred Shares as to the payment of dividends and amounts payable upon liquidation, dissolution or winding up, whether voluntary or involuntary, or Senior Securities.

No dividend may be declared or paid or set apart for payment on any Junior Securities (other than a dividend payable solely in shares of Junior Securities) unless (a) full cumulative dividends have been or contemporaneously are being paid or provided for on all outstanding Series D Preferred Shares and any Parity Securities (including the Series C Preferred Shares) through the most recent respective dividend payment dates and (b) we are in compliance with the Net Worth to Preferred Stock Ratio described in

Description of Series D Preferred Shares Net Worth Covenant. Accumulated dividends in arrears for any past dividend period may be declared by our board of directors and paid on any date fixed by our board of directors, whether or not a Dividend Payment Date, to holders of the Series D Preferred Shares on the record date for such payment, which may not be more than 60 days, nor less than 15 days, before such payment date. Subject to the next succeeding sentence, if all accumulated dividends in arrears on all outstanding Series D Shares and any Parity Securities (including the Series C Preferred Shares) have not been declared and paid, or sufficient funds for the payment thereof have not been set apart, payment of accumulated dividends in arrears will be made in order of their respective dividend payment dates, commencing with the earliest. If less than all dividends payable with respect to all Series D Preferred Shares and any Parity Securities (including the Series C Preferred Shares) are paid, any partial payment will be made pro rata with respect to the Series D Preferred Shares and any Parity Securities (including the Series C Preferred Shares) entitled to a dividend payment at such time in proportion to the aggregate amounts remaining due in respect of such shares at such time. Holders of the Series D Preferred Shares will not be entitled to any dividend, whether payable in cash, property or stock, in excess of full cumulative dividends.

**Optional Redemption**

At any time on or after January 30, 2018, we may redeem, in whole or in part, the Series D Preferred Shares at a redemption price of \$25.00 per share plus an amount equal to all accumulated and unpaid dividends thereon to the date of redemption, whether or not declared. Any such redemption would be effected only out of funds legally available for such purpose. We must provide not less than 15 days and not more than 60 days written notice of any such redemption.

**Voting Rights**

Holders of the Series D Preferred Shares generally have no voting rights. However, if and whenever dividends payable on the Series D Preferred Shares are in arrears for six or more quarterly periods, whether or not consecutive, holders of Series D Preferred Shares (voting together as a class with all other classes or series of Parity Securities upon which like voting rights have been conferred and are

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exercisable, including holders of our Series C Preferred Shares) will be entitled to elect one additional director to serve on our board of directors, and the size of our board of directors will be increased as needed to accommodate such change (unless the size of our board of directors already has been increased by reason of the election of a director by holders of Parity Securities upon which like voting rights have been conferred and with which the Series D Preferred Shares voted as a class for the election of such director). The right of such holders of Series D Preferred Shares to elect a member of our board of directors will continue until such time as all accumulated and unpaid dividends on the Series D Preferred Shares have been paid in full.

Unless we have received the affirmative vote or consent of the holders of at least two-thirds of the outstanding Series D Preferred Shares, voting as a single class, we may not adopt any amendment to our Amended and Restated Articles of Incorporation, or Articles of Incorporation, that adversely alters the preferences, powers or rights of the Series D Preferred Shares.

In addition, unless we have received the affirmative vote or consent of the holders of at least two-thirds of the outstanding Series D Preferred Shares, voting as a class together with holders of any other Parity Securities upon which like voting rights have been conferred and are exercisable (including holders of our Series C Preferred Shares), we may not (i) issue any Parity Securities if the cumulative dividends payable on outstanding Series D Preferred Shares are in arrears or (ii) create or issue any Senior Securities, in each case other than Series A Preferred Shares that are (A) authorized for issuance on the initial issue date of the Series D Preferred Shares and (B) issued as dividends in respect of Series A Preferred Shares outstanding on the initial issue date of the Series D Preferred Shares or issued as dividends thereafter.

### **Net Worth Covenant**

We will be subject to a covenant with respect to the Series D Preferred Shares requiring that we maintain a Net Worth to Preferred Stock Ratio of at least 1.00. We will not declare, pay or set apart for payment any cash dividend on any Junior Securities unless we are in compliance with such covenant.

For a description of this ratio and for related defined terms, please read [Description of Series D Preferred Shares](#) [Certain Definitions and Interpretations](#).

### **Fixed Liquidation Price**

In the event of any liquidation, dissolution or winding up of our affairs, whether voluntary or involuntary, holders of the Series D Preferred Shares will have the right to receive the liquidation preference of \$25.00 per share plus an amount equal to all accumulated and unpaid dividends thereon to the date of payment, whether or not declared, before any payments are made to holders of our common stock or any other Junior Securities.

### **Sinking Fund**

The Series D Preferred Shares will not be subject to any sinking fund requirements.



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### **Use of Proceeds**

We intend to use the net proceeds of the sale of the Series D Preferred Shares, which are expected to total approximately \$       million (or approximately \$       million if the underwriters exercise their option to purchase additional shares in full), for general corporate purposes, which may include making vessel acquisitions or investments. Please read   Use of Proceeds.

### **Ratings**

The securities will not be rated by any Nationally Recognized Statistical Rating Organization.

### **Listing**

We intend to file an application to list the Series D Preferred Shares on The New York Stock Exchange, or NYSE. If the application is approved, trading of the Series D Preferred Shares on the NYSE is expected to begin within 30 days after the original issue date of the Series D Preferred Shares. The underwriters have advised us that they intend to make a market in the Series D Preferred Shares prior to commencement of any trading on the NYSE. However, the underwriters will have no obligation to do so, and no assurance can be given that a market for the Series D Preferred Shares will develop prior to commencement of trading on the NYSE or, if developed, will be maintained.

### **Tax Considerations**

We believe that all or a portion of the distributions you would receive from us with respect to your Series D Preferred Stock would constitute dividends. Under 2012 U.S. federal income tax law, if you are an individual citizen or resident of the United States or a U.S. estate or trust and meet certain holding period requirements, such dividends would be expected to be taxable as   qualified dividend income   currently subject to a maximum 15% U.S. federal income tax rate. However, in the absence of legislation extending the term for these preferential tax rates, all dividends received by U.S. shareholders in taxable years beginning after December 31, 2012 will be taxed at graduated tax rates applicable to ordinary income, which are significantly higher. Any portion of your distribution that is not treated as a dividend will be treated first as a non-taxable return of capital to the extent of your tax basis in your Series D Preferred Shares and, thereafter, as capital gain. Please read   Material U.S. Federal Income Tax Considerations.

### **Form**

The Series D Preferred Shares will be issued and maintained only in book-entry form registered in the name of the nominee of The Depository Trust Company, or DTC, except under limited circumstances.

### **Settlement**

Delivery of the Series D Preferred Shares offered hereby will be made against payment therefor on or about December       , 2012.

### **Risk Factors**

An investment in our Series D Preferred Shares involves risks. You should consider carefully the factors set forth in the section of this prospectus entitled   Risk Factors   beginning on page S-18 of this prospectus supplement and on page 5 of the accompanying base prospectus to determine whether an investment in our Series D Preferred Shares is appropriate for you.

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**SUMMARY HISTORICAL CONSOLIDATED FINANCIAL AND OPERATING DATA**