

CAP III CO-INVESTMENT, L.P.
 Form 3
 April 20, 2018

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 and Ticker or Trading Symbol | |
| TC Group Cayman Investment Holdings, L.P. | | (Month/Day/Year) | Seaspan CORP [SSW] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| C/O WALKERS, CAYMAN CORPORATE CENTER, 27 HOSPITAL ROAD | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| GEORGE TOWN GRAND CAYMAN, KY1-9008 | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | (specify below) | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Series D Preferred Shares | 1,869,200 | I | See footnotes (1) (2) (3) (4) |

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

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| Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) |
|------------------|-----------------|---------------------|----------------------------|------------------------------|---|
|------------------|-----------------|---------------------|----------------------------|------------------------------|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| TC Group Cayman Investment Holdings, L.P. C/O WALKERS, CAYMAN CORPORATE CENTER 27 HOSPITAL ROAD GEORGE TOWN GRAND CAYMAN, KY1-9008 | ^ | ^ X | ^ | ^ |
| TC Group Cayman Investment Holdings Sub L.P. C/O WALKERS, CAYMAN CORPORATE CENTER 27 HOSPITAL ROAD, GEORGE TOWN GRAND CAYMAN, KY1-9008 | ^ | ^ X | ^ | ^ |
| CP V General Partner, L.L.C. C/O WALKERS, CAYMAN CORPORATE CENTER 27 HOSPITAL ROAD, GEORGE TOWN GRAND CAYMAN, KY1-9008 | ^ | ^ X | ^ | ^ |
| TC Group V Cayman, L.P. C/O WALKERS, CAYMAN CORPORATE CENTER 27 HOSPITAL ROAD, GEORGE TOWN GRAND CAYMAN, KY1-9008 | ^ | ^ X | ^ | ^ |
| CP V Coinvestment A Cayman, LP C/O WALKERS, CAYMAN CORPORATE CENTER 27 HOSPITAL ROAD, GEORGE TOWN GRAND CAYMAN, KY1-9008 | ^ | ^ X | ^ | ^ |
| CP V Coinvestment B Cayman, LP C/O WALKERS, CAYMAN CORPORATE CENTER 27 HOSPITAL ROAD, GEORGE TOWN GRAND CAYMAN, KY1-9008 | ^ | ^ X | ^ | ^ |
| CAP III, L.L.C. C/O WALKERS, CAYMAN CORPORATE CENTER 27 HOSPITAL ROAD, GEORGE TOWN GRAND CAYMAN, KY1-9008 | ^ | ^ X | ^ | ^ |
| CAP III General Partner, L.P. C/O WALKERS, CAYMAN CORPORATE CENTER 27 HOSPITAL ROAD, GEORGE TOWN GRAND CAYMAN, KY1-9008 | ^ | ^ X | ^ | ^ |
| CAP III CO-INVESTMENT, L.P. C/O WALKERS, CAYMAN CORPORATE CENTER 27 HOSPITAL ROAD, GEORGE TOWN | ^ | ^ X | ^ | ^ |

GRAND CAYMAN, KY1-9008

Signatures

| | |
|--|------------|
| TC GROUP CAYMAN INVESTMENT HOLDINGS, L.P, By: Carlyle Holdings II L.P., its general partner, By: /s/ William E. Conway, Jr., Name: William E. Conway, Jr., Title: Co-Executive Chairman & Co-Chief Investment Officer | 04/20/2018 |
| **Signature of Reporting Person | Date |
| TC GROUP CAYMAN INVESTMENT HOLDINGS SUB L.P., By: TC Group Cayman Investment Holdings, L.P., its general partner, By: Carlyle Holdings II L.P., its general partner, By: /s/ William E. Conway, Jr., Title: Co-Executive Chairman & Co-CIO | 04/20/2018 |
| **Signature of Reporting Person | Date |
| CP V General Partner, L.L.C., By: /s/ William E. Conway, Jr., Name: William E. Conway, Jr., Title: Co-Executive Chairman & Co-Chief Investment Officer | 04/20/2018 |
| **Signature of Reporting Person | Date |
| TC Group V Cayman, L.P., By: /s/ Jeremy W. Anderson, Name: Jeremy W. Anderson, Title: Authorized Person | 04/20/2018 |
| **Signature of Reporting Person | Date |
| CP V Coinvestment A Cayman, L.P., By: TC Group V Cayman, L.P., its general partner, By: /s/ Jeremy W. Anderson, Name: Jeremy W. Anderson, Title: Authorized Person | 04/20/2018 |
| **Signature of Reporting Person | Date |
| CP V Coinvestment B Cayman, L.P., By: TC Group V Cayman, L.P., its general partner, By: /s/ Jeremy W. Anderson, Name: Jeremy W. Anderson, Title: Authorized Person | 04/20/2018 |
| **Signature of Reporting Person | Date |
| CAP III, L.L.C., By: TC Group Cayman Investment Holdings Sub L.P., By: TC Group Cayman Investment Holdings, L.P., its general partner, By: Carlyle Holdings II L.P., its general partner, By: /s/ William E. Conway, Jr. | 04/20/2018 |
| **Signature of Reporting Person | Date |
| CAP III General Partner, L.P., By: /s/ Norma R. Kuntz, Name: Norma R. Kuntz, Title: Authorized Person | 04/20/2018 |
| **Signature of Reporting Person | Date |
| CAP III Co-Investment, L.P., By: CAP III General Partner, L.P., its general partner, By: /s/ Norma R. Kuntz, Name: Norma R. Kuntz, Title: Authorized Person | 04/20/2018 |
| **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).
 - (1) Includes: (i) 47,028 shares of Series D Preferred Shares held by CP V Coinvestment A Cayman, L.P.; (ii) 9,628 shares of Series D Preferred Shares held by CP V Coinvestment B Cayman, L.P.; (iii) 17,423 shares of Series D Preferred Shares held by CAP III Co-Investment, L.P.; (iv) 1,363,936 shares of Series D Preferred Shares held by Carlyle Partners V Cayman TE, L.P.; (v) 356,417 shares of Series D Preferred Shares held by CAP III Maritime AIV, L.P.; and (vi) 74,768 shares of Series D Preferred Shares held by Carlyle-Eight Finance Asia Co-Investment Partners, L.P.
 - (2) Carlyle Group Management L.L.C. is the general partner of The Carlyle Group L.P., which is a publicly traded entity listed on NASDAQ. The Carlyle Group L.P. is the managing member of each of Carlyle Holdings II GP L.L.C. and Carlyle Holdings III GP Management L.L.C.

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(3) Carlyle Holdings II GP L.L.C. is the general partner of Carlyle Holdings II L.P., which is the general partner of TC Group Cayman Investment Holdings, L.P., which is the general partner of TC Group Cayman Investment Holdings Sub L.P., which is the sole member of each of CP V General Partner, L.L.C. and CAP III, L.L.C. CP V General Partner, L.L.C. is the general partner of TC Group V Cayman, L.P., which is the general partner of each of CP V Coinvestment A Cayman, L.P. and CP V Coinvestment B Cayman, L.P. CAP III, L.L.C. is the general partner of CAP III General Partner, L.P., which is the general partner of CAP III Co-Investment, L.P.

(4) Carlyle Holdings III GP Management L.L.C. is the general partner of Carlyle Holdings III GP L.P., which is the sole member of Carlyle Holdings III GP Sub L.L.C., which is the general partner of Carlyle Holdings III L.P., which is the general partner of TC Group Cayman L.P., which is the general partner of TC Group Cayman Sub, L.P., which is the sole shareholder of each of CP V S3 GP, Ltd. and CAP III S3 Ltd. CP V S3 GP, Ltd. is the general partner of TC Group V Cayman S3, L.P., which is the general partner of Carlyle Partners V Cayman TE, L.P. CAP III S3 Ltd. is the general partner of CAP III General Partner S3, L.P., which is the general partner of each of CAP III Maritime AIV, L.P. and Carlyle-Eight Finance Asia Co-Investment Partners, L.P.

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Remarks:

Due to the limitations of the electronic filing system. Carlyle Group Management L.L.C., The Carlyle

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

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