

TEEKAY CORP
Form 6-K
June 12, 2012
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 6-K

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 March 31, 2012
Commission file number 1- 12874

TEEKAY CORPORATION

(Exact name of Registrant as specified in its charter)

4th Floor, Belvedere Building

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69 Pitts Bay Road

Hamilton, HM 08 Bermuda

(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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TEEKAY CORPORATION AND SUBSIDIARIES

REPORT ON FORM 6-K FOR THE QUARTERLY PERIOD ENDED MARCH 31, 2012

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Table of Contents**ITEM 1 FINANCIAL STATEMENTS****TEEKAY CORPORATION AND SUBSIDIARIES****UNAUDITED CONSOLIDATED STATEMENTS OF INCOME (LOSS)**

(in thousands of U.S. dollars, except share and per share amounts)

	Three Months Ended March 31,	
	2012	2011
	\$	\$
REVENUES	495,564	488,024
OPERATING EXPENSES		
Voyage expenses	38,637	45,126
Vessel operating expenses (note 15)	167,201	161,577
Time-charter hire expense	43,979	63,031
Depreciation and amortization	114,614	105,038
General and administrative (notes 9 and 15)	53,373	70,218
(Gain) on sale of vessels and equipment and asset impairments (note 7)	(197)	3,593
Restructuring charges (note 12)		4,961
Total operating expenses	417,607	453,544
Income from vessel operations	77,957	34,480
OTHER ITEMS		
Interest expense	(42,300)	(32,794)
Interest income	2,046	2,465
Realized and unrealized gain on non-designated derivative instruments (note 15)	4,815	23,257
Equity income	17,644	6,394
Foreign exchange loss (notes 8 and 15)	(15,824)	(20,340)
Other income (note 13)	2,343	94
Net income before income taxes	46,681	13,556
Income tax recovery (expense) (note 16)	3,568	(811)
Net income	50,249	12,745
Less: Net income attributable to non-controlling interests	(49,183)	(42,402)
Net income (loss) attributable to stockholders of Teekay Corporation	1,066	(29,657)
Per common share of Teekay Corporation (note 17)		
Basic earnings (loss) attributable to stockholders of Teekay Corporation	0.02	(0.41)
Diluted earnings (loss) attributable to stockholders of Teekay Corporation	0.02	(0.41)
Cash dividends declared	0.3163	0.3163
Weighted average number of common shares outstanding (note 17)		
Basic	68,855,860	71,946,997
Diluted	70,146,586	71,946,997

The accompanying notes are an integral part of the unaudited consolidated financial statements.

Table of Contents**TEEKAY CORPORATION AND SUBSIDIARIES****UNAUDITED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)**

(in thousands of U.S. dollars)

	Three Months Ended March 31,	
	2012	2011
	\$	\$
Net income	50,249	12,745
Other comprehensive (loss) income:		
Unrealized (loss) gain on marketable securities	(232)	1,468
Realized loss on marketable securities	420	
Pension adjustments, net of taxes	(2,361)	192
Unrealized gain on qualifying cash flow hedging instruments	2,821	5,498
Realized gain on qualifying cash flow hedging instruments	(1,003)	(985)
Foreign exchange loss on currency translation	(760)	
Other comprehensive (loss) income	(1,115)	6,173
Comprehensive income	49,134	18,918
Less: Comprehensive income attributable to non-controlling interests	(49,725)	(43,530)
Comprehensive loss attributable to stockholders of Teekay Corporation	(591)	(24,612)

Table of Contents**TEEKAY CORPORATION AND SUBSIDIARIES****UNAUDITED CONSOLIDATED BALANCE SHEETS**

(in thousands of U.S. dollars, except share and per share amounts)

	As at March 31, 2012 \$	As at December 31, 2011 \$
ASSETS		
Current		
Cash and cash equivalents <i>(note 8)</i>	712,288	692,127
Restricted cash	104,688	4,370
Accounts receivable, including non-trade of \$33,073 (2011 \$38,120) and related party balance of \$7,587 (2011 \$3,487)	331,720	359,758
Vessels held for sale	19,000	19,000
Net investment in direct financing leases <i>(note 5)</i>	20,128	23,171
Prepaid expenses	92,435	82,927
Current portion of loans to equity accounted investees	80,000	50,000
Current portion of derivative assets <i>(note 15)</i>	25,906	24,712
Other current assets	2,915	2,672
Total current assets	1,389,080	1,258,737
Restricted cash non-current	526,901	495,784
Vessels and equipment <i>(notes 7 and 8)</i>		
At cost, less accumulated depreciation of \$2,417,268 (2011 \$2,375,604)	6,602,934	6,678,899
Vessels under capital leases, at cost, less accumulated amortization of \$171,385 (2011 \$163,939)	676,255	681,554
Advances on newbuilding contracts <i>(note 10a)</i>	316,176	507,908
Total vessels and equipment	7,595,365	7,868,361
Net investment in direct financing leases non-current <i>(note 5)</i>	433,350	436,737
Marketable securities	6,487	7,782
Loans to equity accounted investees and joint venture partners, bearing interest between 4.4% to 8.0%	43,927	35,248
Derivative assets <i>(note 15)</i>	121,659	140,557
Deferred income tax asset <i>(note 16)</i>	23,991	22,316
Equity accounted investments <i>(notes 4 and 10b)</i>	424,269	252,637
Investment in term loans	187,091	186,844
Other non-current assets	117,493	119,093
Intangible assets net	132,494	136,742
Goodwill	166,539	166,539
Total assets	11,168,646	11,127,377
LIABILITIES AND EQUITY		
Current		
Accounts payable	52,882	93,065
Accrued liabilities	329,587	394,586
Current portion of derivative liabilities <i>(note 15)</i>	117,420	117,337
Current portion of long-term debt <i>(note 8)</i>	414,076	401,376
Current obligation under capital leases	173,140	47,203
Current portion of in-process revenue contracts	71,813	73,344

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Total current liabilities	1,158,918	1,126,911
Long-term debt, including amounts due to joint venture partners of \$13,282 (2011 \$13,282) (note 8)	5,192,380	5,042,997
Long-term obligation under capital leases	471,566	599,844
Derivative liabilities (note 15)	502,983	569,542
Asset retirement obligation	22,211	21,150
In-process revenue contracts	219,050	235,296
Other long-term liabilities	198,165	199,836
Total liabilities	7,765,273	7,795,576
Commitments and contingencies (notes 5, 10 and 15)		
Redeemable non-controlling interest (note 10e)	37,805	38,307
Equity		
Common stock and additional paid-in capital (\$0.001 par value; 725,000,000 shares authorized; 69,178,935 shares outstanding (2011 68,732,341); 74,335,466 shares issued (2011 74,391,691)) (note 9)	666,099	660,917
Retained earnings	757,757	792,682
Non-controlling interest	1,967,272	1,863,798
Accumulated other comprehensive loss (note 14)	(25,560)	(23,903)
Total equity	3,365,568	3,293,494
Total liabilities and equity	11,168,646	11,127,377

Consolidation of variable interest entities (note 4a)

The accompanying notes are an integral part of the unaudited consolidated financial statements.

Table of Contents**TEEKAY CORPORATION AND SUBSIDIARIES****UNAUDITED CONSOLIDATED STATEMENTS OF CASH FLOWS**

(in thousands of U.S. dollars)

	Three Months Ended March 31,	
	2012	2011
	\$	\$
Cash and cash equivalents provided by (used for)		
OPERATING ACTIVITIES		
Net income	50,249	12,745
Non-cash items:		
Depreciation and amortization	114,614	105,038
Amortization of in-process revenue contracts	(17,777)	(10,867)
Gain on sale of vessels and equipment and other assets	(2,414)	193
Loss on sale of marketable securities	420	
Write-down of vessels and equipment		3,400
Equity income, net of dividends received	(17,644)	(6,394)
Income tax (recovery) expense	(3,568)	811
Employee stock option compensation		