

Seaspan CORP
Form SC 13D/A
June 15, 2018

United States
Securities and Exchange Commission
Washington, D.C. 20549

SCHEDULE 13D

(Rule 13d-101)

Information to be Included in Statements Filed Pursuant to § 240.13d-1(a) and Amendments Thereto Filed Pursuant to § 240.13d-2(a)

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

Seaspan Corporation

(Name of Issuer)

Series D Preferred Shares, par value \$0.01

(Title of Class of Securities)

Y75638109

(CUSIP Number)

Jeffrey Ferguson

The Carlyle Group

1001 Pennsylvania Avenue, NW

Suite 220 South

Edgar Filing: Seaspans CORP - Form SC 13D/A

Washington, D.C. 20004

(202) 729-5626

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

June 13, 2018

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. Y75638109

13D

Page 1 of 35 pages

1 Names of Reporting Persons

The Carlyle Group L.P.

2 Check the Appropriate Box if a Member of a Group

(a) (b)

3 SEC Use Only

4 Source of Funds (See Instructions)

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

Delaware

7 Sole Voting Power

NUMBER OF

SHARES

0

BENEFICIALLY

8 Shared Voting Power

OWNED BY

EACH

1,869,200

9 Sole Dispositive Power

REPORTING

PERSON

0

WITH

10 Shared Dispositive Power

1,869,200

11 Aggregate Amount Beneficially Owned by Each Reporting Person

1,869,200

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)

26.6%

14 Type of Reporting Person

PN

CUSIP No. Y75638109

13D

Page 2 of 35 pages

1 Names of Reporting Persons

Carlyle Group Management L.L.C.

2 Check the Appropriate Box if a Member of a Group

(a) (b)

3 SEC Use Only

4 Source of Funds (See Instructions)

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

Delaware

7 Sole Voting Power

NUMBER OF

SHARES

0

BENEFICIALLY

8 Shared Voting Power

OWNED BY

EACH

1,869,200

9 Sole Dispositive Power

REPORTING

PERSON

0

WITH

10 Shared Dispositive Power

1,869,200

11 Aggregate Amount Beneficially Owned by Each Reporting Person

1,869,200

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)

26.6%

14 Type of Reporting Person

OO (Delaware limited liability company)

CUSIP No. Y75638109

13D

Page 3 of 35 pages

1 Names of Reporting Persons

Carlyle Holdings II GP L.L.C.

2 Check the Appropriate Box if a Member of a Group

(a) (b)

3 SEC Use Only

4 Source of Funds (See Instructions)

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

Delaware

7 Sole Voting Power

NUMBER OF

SHARES

0

BENEFICIALLY

8 Shared Voting Power

OWNED BY

EACH

0

9 Sole Dispositive Power

REPORTING

PERSON

0

WITH

10 Shared Dispositive Power

0

11 Aggregate Amount Beneficially Owned by Each Reporting Person

0

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)

0%

14 Type of Reporting Person

OO (Delaware limited liability company)

CUSIP No. Y75638109

13D

Page 4 of 35 pages

1 Names of Reporting Persons

Carlyle Holdings II L.P.

2 Check the Appropriate Box if a Member of a Group

(a) (b)

3 SEC Use Only

4 Source of Funds (See Instructions)

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

Québec

7 Sole Voting Power

NUMBER OF

SHARES

0

BENEFICIALLY

8 Shared Voting Power

OWNED BY

EACH

0

9 Sole Dispositive Power

REPORTING

PERSON

0

WITH

10 Shared Dispositive Power

0

11 Aggregate Amount Beneficially Owned by Each Reporting Person

0

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)

0%

14 Type of Reporting Person

PN (Québec société en commandite)

CUSIP No. Y75638109

13D

Page 5 of 35 pages

1 Names of Reporting Persons

TC Group Cayman Investment Holdings, L.P.

2 Check the Appropriate Box if a Member of a Group

(a) (b)

3 SEC Use Only

4 Source of Funds (See Instructions)

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

Cayman Islands

7 Sole Voting Power

NUMBER OF

SHARES

0

BENEFICIALLY

8 Shared Voting Power

OWNED BY

EACH

0

9 Sole Dispositive Power

REPORTING

PERSON

0

WITH

10 Shared Dispositive Power

0

11 Aggregate Amount Beneficially Owned by Each Reporting Person

0

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)

0%

14 Type of Reporting Person

PN

CUSIP No. Y75638109

13D

Page 6 of 35 pages

1 Names of Reporting Persons

2 **TC Group Cayman Investment Holdings Sub L.P.**
Check the Appropriate Box if a Member of a Group

(a) (b)

3 SEC Use Only

4 Source of Funds (See Instructions)

5 **OO**
Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

Cayman Islands

7 Sole Voting Power

NUMBER OF	
SHARES	0
BENEFICIALLY	8 Shared Voting Power
OWNED BY	
EACH	0
	9 Sole Dispositive Power
REPORTING	
PERSON	0
WITH	10 Shared Dispositive Power

0

11 Aggregate Amount Beneficially Owned by Each Reporting Person

0

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)

0%

14 Type of Reporting Person

PN

CUSIP No. Y75638109

13D

Page 7 of 35 pages

1 Names of Reporting Persons

CP V General Partner, L.L.C.

2 Check the Appropriate Box if a Member of a Group

(a) (b)

3 SEC Use Only

4 Source of Funds (See Instructions)

OO

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6 Citizenship or Place of Organization

Cayman Islands

7 Sole Voting Power

NUMBER OF

SHARES

0

BENEFICIALLY

8 Shared Voting Power

OWNED BY

EACH

0

9 Sole Dispositive Power

REPORTING

PERSON

0

WITH

10 Shared Dispositive Power

0

11 Aggregate Amount Beneficially Owned by Each Reporting Person

0

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)

0%

14 Type of Reporting Person

OO (Cayman Islands Exempted Company)

CUSIP No. Y75638109

13D

Page 8 of 35 pages

1 Names of Reporting Persons

TC Group V Cayman, L.P.

2 Check the Appropriate Box if a Member of a Group

(a) (b)

3 SEC Use Only

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5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

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Cayman Islands

7 Sole Voting Power

NUMBER OF

SHARES

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BENEFICIALLY

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REPORTING

PERSON

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WITH

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11 Aggregate Amount Beneficially Owned by Each Reporting Person

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13 Percent of Class Represented by Amount in Row (11)

0%

14 Type of Reporting Person

PN

CUSIP No. Y75638109

13D

Page 9 of 35 pages

1 Names of Reporting Persons

CP V Coinvestment A Cayman, L.P.

2 Check the Appropriate Box if a Member of a Group

(a) (b)

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4 Source of Funds (See Instructions)

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Cayman Islands

7 Sole Voting Power

NUMBER OF

SHARES

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BENEFICIALLY

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PERSON

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13 Percent of Class Represented by Amount in Row (11)

0%

14 Type of Reporting Person

PN

CUSIP No. Y75638109

13D

Page 10 of 35 pages

1 Names of Reporting Persons

CP V Coinvestment B Cayman, L.P.

2 Check the Appropriate Box if a Member of a Group

(a) (b)

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OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

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Cayman Islands

7 Sole Voting Power

NUMBER OF

SHARES

0

BENEFICIALLY

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OWNED BY

EACH

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REPORTING

PERSON

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0

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12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)

0%

14 Type of Reporting Person

PN

CUSIP No. Y75638109

13D

Page 11 of 35 pages

1 Names of Reporting Persons

CAP III, L.L.C.

2 Check the Appropriate Box if a Member of a Group

(a) (b)

3 SEC Use Only

4 Source of Funds (See Instructions)

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

Delaware

7 Sole Voting Power

NUMBER OF

SHARES

0

BENEFICIALLY

8 Shared Voting Power

OWNED BY

EACH

0

9 Sole Dispositive Power

REPORTING

PERSON

0

WITH

10 Shared Dispositive Power

0

11 Aggregate Amount Beneficially Owned by Each Reporting Person

0

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)

0%

14 Type of Reporting Person

OO (Delaware limited liability company)

CUSIP No. Y75638109

13D

Page 12 of 35 pages

1 Names of Reporting Persons

CAP III General Partner, L.P.

2 Check the Appropriate Box if a Member of a Group

(a) (b)

3 SEC Use Only

4 Source of Funds (See Instructions)

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

Cayman Islands

7 Sole Voting Power

NUMBER OF

SHARES

0

BENEFICIALLY

8 Shared Voting Power

OWNED BY

EACH

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9 Sole Dispositive Power

REPORTING

PERSON

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WITH

10 Shared Dispositive Power

0

11 Aggregate Amount Beneficially Owned by Each Reporting Person

0

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)

0%

14 Type of Reporting Person

PN

CUSIP No. Y75638109

13D

Page 13 of 35 pages

1 Names of Reporting Persons

CAP III Co-Investment, L.P.

2 Check the Appropriate Box if a Member of a Group

(a) (b)

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11 Aggregate Amount Beneficially Owned by Each Reporting Person

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12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)

0%

14 Type of Reporting Person

PN

CUSIP No. Y75638109

13D

Page 14 of 35 pages

1 Names of Reporting Persons

Carlyle Holdings III GP Management L.L.C.

2 Check the Appropriate Box if a Member of a Group

(a) (b)

3 SEC Use Only

4 Source of Funds (See Instructions)

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

Delaware

7 Sole Voting Power

NUMBER OF

SHARES

0

BENEFICIALLY

8 Shared Voting Power

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EACH

1,869,200

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REPORTING

PERSON

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11 Aggregate Amount Beneficially Owned by Each Reporting Person

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12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)

26.6%

14 Type of Reporting Person

OO (Delaware limited liability company)

CUSIP No. Y75638109

13D

Page 15 of 35 pages

1 Names of Reporting Persons

Carlyle Holdings III GP L.P.

2 Check the Appropriate Box if a Member of a Group

(a) (b)

3 SEC Use Only

4 Source of Funds (See Instructions)

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

Quebec

7 Sole Voting Power

NUMBER OF

SHARES

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14 Type of Reporting Person

OO (Quebec société en command)

CUSIP No. Y75638109

13D

Page 16 of 35 pages

1 Names of Reporting Persons

Carlyle Holdings III GP Sub L.L.C.

2 Check the Appropriate Box if a Member of a Group

(a) (b)

3 SEC Use Only

4 Source of Funds (See Instructions)

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

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Delaware

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NUMBER OF

SHARES

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BENEFICIALLY

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14 Type of Reporting Person

OO (Delaware limited liability company)

CUSIP No. Y75638109

13D

Page 17 of 35 pages

1 Names of Reporting Persons

Carlyle Holdings III L.P.

2 Check the Appropriate Box if a Member of a Group

(a) (b)

3 SEC Use Only

4 Source of Funds (See Instructions)

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

Quebec

7 Sole Voting Power

NUMBER OF

SHARES

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BENEFICIALLY

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EACH

1,869,200

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14 Type of Reporting Person

OO (Quebec société en command)

CUSIP No. Y75638109

13D

Page 18 of 35 pages

1 Names of Reporting Persons

TC Group Cayman L.P.

2 Check the Appropriate Box if a Member of a Group

(a) (b)

3 SEC Use Only

4 Source of Funds (See Instructions)

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

Cayman Islands

7 Sole Voting Power

NUMBER OF

SHARES

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14 Type of Reporting Person

PN

CUSIP No. Y75638109

13D

Page 19 of 35 pages

1 Names of Reporting Persons

TC Group Cayman Sub, L.P.

2 Check the Appropriate Box if a Member of a Group

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NUMBER OF

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26.6%

14 Type of Reporting Person

PN

CUSIP No. Y75638109

13D

Page 20 of 35 pages

1 Names of Reporting Persons

CP V S3 GP, Ltd.

2 Check the Appropriate Box if a Member of a Group

(a) (b)

3 SEC Use Only

4 Source of Funds (See Instructions)

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

Cayman Islands

7 Sole Voting Power

NUMBER OF

SHARES

0

BENEFICIALLY

8 Shared Voting Power

OWNED BY

EACH

1,869,200

9 Sole Dispositive Power

REPORTING

PERSON

0

WITH

10 Shared Dispositive Power

1,869,200

11 Aggregate Amount Beneficially Owned by Each Reporting Person

1,869,200

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)

26.6%

14 Type of Reporting Person

OO (Cayman Islands Exempted Company)

CUSIP No. Y75638109

13D

Page 21 of 35 pages

1 Names of Reporting Persons

TC Group V Cayman S3, L.P.

2 Check the Appropriate Box if a Member of a Group

(a) (b)

3 SEC Use Only

4 Source of Funds (See Instructions)

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

Cayman Islands

7 Sole Voting Power

NUMBER OF

SHARES

0

BENEFICIALLY

8 Shared Voting Power

OWNED BY

EACH

1,869,200

9 Sole Dispositive Power

REPORTING

PERSON

0

WITH

10 Shared Dispositive Power

1,869,200

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1,869,200

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)

26.6%

14 Type of Reporting Person

PN

CUSIP No. Y75638109

13D

Page 22 of 35 pages

1 Names of Reporting Persons

Carlyle Partners V Cayman TE, L.P.

2 Check the Appropriate Box if a Member of a Group

(a) (b)

3 SEC Use Only

4 Source of Funds (See Instructions)

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

Cayman Islands

7 Sole Voting Power

NUMBER OF

SHARES

0

BENEFICIALLY

8 Shared Voting Power

OWNED BY

EACH

1,869,200

9 Sole Dispositive Power

REPORTING

PERSON

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WITH

10 Shared Dispositive Power

1,869,200

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13 Percent of Class Represented by Amount in Row (11)

26.6%

14 Type of Reporting Person

PN

CUSIP No. Y75638109

13D

Page 23 of 35 pages

1 Names of Reporting Persons

CAP III S3 Ltd.

2 Check the Appropriate Box if a Member of a Group

(a) (b)

3 SEC Use Only

4 Source of Funds (See Instructions)

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization

Cayman Islands

7 Sole Voting Power

NUMBER OF

SHARES

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BENEFICIALLY

8 Shared Voting Power

OWNED BY

EACH

0

9 Sole Dispositive Power

REPORTING

PERSON

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WITH

10 Shared Dispositive Power

0

11 Aggregate Amount Beneficially Owned by Each Reporting Person

0

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13 Percent of Class Represented by Amount in Row (11)

0%

14 Type of Reporting Person

OO (Cayman Islands Exempted Company)

CUSIP No. Y75638109

13D

Page 24 of 35 pages

1 Names of Reporting Persons

CAP III General Partner S3, L.P.

2 Check the Appropriate Box if a Member of a Group

(a) (b)

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4 Source of Funds (See Instructions)

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Cayman Islands

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SHARES

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OWNED BY

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REPORTING

PERSON

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11 Aggregate Amount Beneficially Owned by Each Reporting Person

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13 Percent of Class Represented by Amount in Row (11)

0%

14 Type of Reporting Person

PN

CUSIP No. Y75638109

13D

Page 25 of 35 pages

1 Names of Reporting Persons

CAP III Maritime AIV, L.P.

2 Check the Appropriate Box if a Member of a Group

(a) (b)

3 SEC Use Only

4 Source of Funds (See Instructions)

OO

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Cayman Islands

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SHARES

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OWNED BY

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REPORTING

PERSON

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0%

14 Type of Reporting Person

PN

CUSIP No. Y75638109

13D

Page 26 of 35 pages

1 Names of Reporting Persons

Carlyle-Eight Finance Asia Co-Investment Partners, L.P.

2 Check the Appropriate Box if a Member of a Group

(a) (b)

3 SEC Use Only

4 Source of Funds (See Instructions)

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

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CUSIP No. Y75638109

13D

Page 27 of 35 pages

1 Names of Reporting Persons

Carlyle Sea Holdings Limited

2 Check the Appropriate Box if a Member of a Group

(a) (b)

3 SEC Use Only

4 Source of Funds (See Instructions)

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5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

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13 Percent of Class Represented by Amount in Row (11)

26.6%

14 Type of Reporting Person

OO (Cayman Islands Exempted Company)

Explanatory Note

This Amendment No. 1 to Schedule 13D (Amendment No. 1) amends and supplements the Schedule 13D filed with the United States Securities and Exchange Commission (the SEC) on April 20, 2018 (as amended to date, the Schedule 13D), relating to the Series D Preferred Shares, par value \$0.01 per share (the Series D Preferred Shares), of Seaspan Corporation, a corporation organized under the laws of the Republic of the Marshall Islands (the Issuer). Capitalized terms used herein without definition shall have the meaning set forth in the Schedule 13D.

Item 2. Identity and Background.

Item 2 of the Schedule 13D is hereby amended and supplemented by adding the following subparagraph to the list of Reporting Persons:

27) Carlyle Sea Holdings Limited

The previously defined terms, Reporting Person , Reporting Persons , and Carlyle Cayman Entities are hereby amended to include Carlyle Sea Holdings Limited.

Item 4. Purpose of Transaction.

Item 4 of the Schedule 13D is amended and supplemented by adding the following:

On June 13, 2018, each of CP V Coinvestment A Cayman, L.P., CP V Coinvestment B Cayman, L.P., CAP III Co-Investment, L.P., CAP III Maritime AIV, L.P., Carlyle Partners V Cayman TE, L.P. and Carlyle-Eight Finance Asia Co-Investment Partners, L.P. (the prior record holders) transferred all Series D Preferred Shares held by them to Carlyle Sea Holdings Limited for no consideration. As a result, Carlyle Sea Holdings Limited became a party to, and succeeded to the rights of the prior record holders under, the Registration Rights Agreement and the Put Right Agreement.

Item 5. Interest in Securities of the Issuer.

Item 5 of the Schedule 13D is hereby amended and restated in its entirety as follows:

(a) (b)

The following sets forth, as of the date of this Schedule 13D, the aggregate number of Series D Preferred Shares and percentage of Series D Preferred Shares beneficially owned by each of the Reporting Persons, as well as the number of Series D Preferred Shares as to which each Reporting Person has the sole power to vote or to direct the vote, shared power to vote or to direct the vote, sole power to dispose or to direct the disposition of, or shared power to dispose or to direct the disposition of, as of the date hereof, based on 7,017,313 shares of Series D Preferred Shares outstanding as of March 31, 2018.

Reporting Person	Amount beneficially owned	Percent of class	Sole power to vote or to direct the vote	Shared power to vote or to direct the vote	Sole power to dispose or to direct the disposition	Shared power to dispose or to direct the disposition
Carlyle Group Management L.L.C.	1,869,200	26.6%	0	1,869,200	0	1,869,200
The Carlyle Group L.P.	1,869,200	26.6%	0	1,869,200	0	1,869,200
Carlyle Holdings II GP L.L.C.	0	0%	0	0	0	0
Carlyle Holdings II L.P.	0	0%	0	0	0	0
TC Group Cayman Investment Holdings, L.P.	0	0%	0	0	0	0
TC Group Cayman Investment Holdings Sub L.P.	0	0%	0	0	0	0
CP V General Partner, L.L.C.	0	0%	0	0	0	0
TC Group V Cayman, L.P.	0	0%	0	0	0	0
CP V Coinvestment A Cayman, L.P.	0	0%	0	0	0	0
CP V Coinvestment B Cayman, L.P.	0	0%	0	0	0	0
CAP III, L.L.C.	0	0%	0	0	0	0
CAP III General Partner, L.P.	0	0%	0	0	0	0
CAP III Co-Investment, L.P.	0	0%	0	0	0	0
Carlyle Holdings III GP Management L.L.C.	1,869,200	26.6%	0	1,869,200	0	1,869,200
Carlyle Holdings III GP L.P.	1,869,200	26.6%	0	1,869,200	0	1,869,200
Carlyle Holdings III GP Sub L.L.C.	1,869,200	26.6%	0	1,869,200	0	1,869,200
Carlyle Holdings III L.P.	1,869,200	26.6%	0	1,869,200	0	1,869,200
TC Group Cayman L.P.	1,869,200	26.6%	0	1,869,200	0	1,869,200
TC Group Cayman Sub, L.P.	1,869,200	26.6%	0	1,869,200	0	1,869,200
CP V S3 GP, Ltd.	1,869,200	26.6%	0	1,869,200	0	1,869,200
TC Group V Cayman S3, L.P.	1,869,200	26.6%	0	1,869,200	0	1,869,200
Carlyle Partners V Cayman TE, L.P.	1,869,200	26.6%	0	1,869,200	0	1,869,200
CAP III S3 Ltd.	0	0%	0	0	0	0
CAP III General Partner S3, L.P.	0	0%	0	0	0	0
CAP III Maritime AIV, L.P.	0	0%	0	0	0	0
Carlyle-Eight Finance Asia Co-Investment Partners, L.P.	0	0%	0	0	0	0
Carlyle Sea Holdings Limited	1,869,200	26.6%	0	1,869,200	0	1,869,200

The Series D Preferred Shares are held of record by Carlyle Sea Holdings Limited.

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 Carlyle Holdings III GP Management L.L.C., which 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 CP V S3 GP, Ltd., which 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., which is the majority stockholder of Carlyle Sea Holdings Limited.

- (c) Except as described in Item 4, during the past 60 days none of the Reporting Persons or Related Persons has effected any transactions in the Series D Preferred Shares.
- (d) None.
- (e) As of June 13, 2018, Carlyle Holdings II GP L.L.C., Carlyle Holdings II L.P., TC Group Cayman Investment Holdings, L.P., TC Group Cayman Investment Holdings Sub L.P., CP V General Partner, L.L.C., TC Group V Cayman, L.P., CP V Coinvestment A Cayman, L.P., CP V Coinvestment B Cayman, L.P., CAP III, L.L.C., CAP III General Partner, L.P., CAP III Co-Investment, L.P., CAP III S3 Ltd., CAP III General Partner S3, L.P., CAP III Maritime AIV, L.P., and Carlyle-Eight Finance Asia Co-Investment Partners, L.P. ceased to be the beneficial owner of more than five percent of the Series D Preferred Shares of the Issuer.

Item 7. Materials to be Filed as Exhibits

Item 7 of the Schedule 13D is hereby amended to replace the Joint Filing Agreement previously filed as Exhibit 1 with the Joint Filing Agreement filed herewith.

Exhibit Number	Description
1	Joint Filing Agreement.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: June 15, 2018

**CARLYLE GROUP MANAGEMENT
L.L.C.**

By: /s/ Daniel A. D Aniello
Name: Daniel A. D Aniello
Title: Chairman Emeritus

THE CARLYLE GROUP L.P.

By: Carlyle Group Management L.L.C., its
general partner

By: /s/ Daniel A. D Aniello
Name: Daniel A. D Aniello
Title: Chairman Emeritus

CARLYLE HOLDINGS II GP L.L.C.

By: The Carlyle Group L.P., its managing
member

By: Carlyle Group Management L.L.C., its
general partner

By: /s/ Daniel A. D Aniello
Name: Daniel A. D Aniello
Title: Chairman Emeritus

CARLYLE HOLDINGS II L.P.

By: /s/ Daniel A. D Aniello
Name: Daniel A. D Aniello
Title: Chairman Emeritus

**TC GROUP CAYMAN INVESTMENT
HOLDINGS, L.P.**

By: Carlyle Holdings II L.P., its general partner

By: /s/ Daniel A. D Aniello
Name: Daniel A. D Aniello
Title: Chairman Emeritus

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/ Daniel A. D Aniello
Name: Daniel A. D Aniello
Title: Chairman Emeritus

CP V General Partner, L.L.C.

By: /s/ Daniel A. D Aniello
Name: Daniel A. D Aniello
Title: Chairman Emeritus

TC Group V Cayman, L.P.

By: /s/ Jeremy W. Anderson
Name: Jeremy W. Anderson
Title: Authorized Person

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

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

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/ Daniel A. D Aniello
Name: Daniel A. D Aniello
Title: Chairman Emeritus

CAP III General Partner, L.P.

By: /s/ Norma R. Kuntz

Name: Norma R. Kuntz

Title: Authorized Person

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

CARLYLE HOLDINGS III GP MANAGEMENT L.L.C.

By: The Carlyle Group L.P., its sole manager

By: Carlyle Group Management L.L.C., its general partner

By: /s/ Daniel A. D Aniello

Name: Daniel A. D Aniello

Title: Chairman Emeritus

Carlyle Holdings III GP L.P.

By: Carlyle Holdings III GP Management L.L.C., its general partner

By: The Carlyle Group L.P., its sole manager

By: Carlyle Group Management L.L.C., its general partner

By: /s/ Daniel A. D Aniello

Name: Daniel A. D Aniello

Title: Chairman Emeritus

Carlyle Holdings III GP Sub L.L.C.

By: Carlyle Holdings III GP L.P., its sole manager

By: Carlyle Holdings III GP Management L.L.C., its general partner

By: The Carlyle Group L.P., its sole manager

By: Carlyle Group Management L.L.C., its general partner

By: /s/ Daniel A. D Aniello

Name: Daniel A. D Aniello

Title: Chairman Emeritus

Carlyle Holdings III L.P.

By: /s/ Daniel A. D Aniello
Name: Daniel A. D Aniello
Title: Chairman Emeritus

TC Group Cayman L.P.

By: Carlyle Holdings III L.P., its general
partner

By: /s/ Daniel A. D Aniello
Name: Daniel A. D Aniello
Title: Chairman Emeritus

TC Group Cayman Sub, L.P.

By: TC Group Cayman L.P. its general partner

By: Carlyle Holdings III L.P., its general partner

By: /s/ Daniel A. D Aniello

Name: Daniel A. D Aniello

Title: Chairman Emeritus

CP V S3 GP, Ltd.

By: /s/ Jeremy W. Anderson

Name: Jeremy W. Anderson

Title: Authorized Person

TC Group V Cayman S3, L.P.

By: /s/ Jeremy W. Anderson

Name: Jeremy W. Anderson

Title: Authorized Person

Carlyle Partners V Cayman TE, L.P.

By: TC Group V Cayman S3, L.P., its general partner

By: /s/ Jeremy W. Anderson

Name: Jeremy W. Anderson

Title: Authorized Person

CAP III S3 Ltd.

By: /s/ Daniel A. D Aniello

Name: Daniel A. D Aniello

Title: Chairman Emeritus

CAP III General Partner S3, L.P.

By: /s/ Norma R. Kuntz

Name: Norma R. Kuntz

Title: Authorized Person

CAP III Maritime AIV, L.P.

By: CAP III General Partner S3, L.P., its
general partner

By: /s/ Norma R. Kuntz

Name: Norma R. Kuntz

Title: Authorized Person

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Carlyle-Eight Finance Asia Co-Investment Partners, L.P.

By: CAP III General Partner S3, L.P., its
general partner

By: /s/ Norma R. Kuntz

Name: Norma R. Kuntz

Title: Authorized Person

Carlyle Sea Holdings Limited

By: /s/ Norma R. Kuntz

Name: Norma R. Kuntz

Title: Director