

ATLANTIC POWER CORP
Form 424B5
January 22, 2018

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Registration No. 333-221903**

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

SUBJECT TO COMPLETION, DATED JANUARY 22, 2018

**Preliminary Prospectus Supplement
(To Prospectus dated December 19, 2017)**

Atlantic Power Corporation

Cdn\$

% Series E Convertible Unsecured Subordinated Debentures Due 2025

We are offering Cdn\$ aggregate principal amount of % Series E convertible unsecured subordinated debentures due 2025 (the "Debentures"), at a price of Cdn\$1,000 per Cdn\$1,000 principal amount of Debentures. The Debentures have a maturity date of January 31, 2025 (the "Maturity Date"). The Debentures bear interest at an annual rate of % payable semi-annually in arrears on the last day of January and July in each year (each, an "Interest Payment Date") (or the immediately following business day if any Interest Payment Date would not otherwise be a business day), commencing on July 31, 2018. The first interest payment will represent accrued interest for the period from, and including, the date of the closing of the offering of the Debentures up to, but excluding, July 31, 2018.

Each Debenture will be convertible into our common shares at the option of the holder at any time prior to the close of business on the earlier of (i) the business day immediately preceding the Maturity Date and (ii) if we elect to redeem the Debentures prior to maturity as described below, the business day immediately preceding the date specified by us for redemption at a conversion price of Cdn\$ per common share, being a conversion rate of approximately common shares per Cdn\$1,000 principal amount of Debentures, subject to adjustment in accordance with the trust indenture governing the terms of the Debentures.

The Debentures may not be redeemed by us before January 31, 2021 (except in certain limited circumstances following a change of control, as defined below). On or after January 31, 2021 and prior to January 31, 2023, we may redeem the Debentures, in whole or in part from time to time, on not more than 60 days and not less than 30 days prior notice at a redemption price equal to their principal amount plus accrued and unpaid interest, if any, up to but excluding the date set for redemption, *provided that* the daily volume-weighted average trading price of our common shares on the Toronto Stock Exchange (the "TSX"), averaged for the 20 consecutive trading days ending 5 trading days prior to the date on which we provide notice of redemption, is not less than 125% of the conversion price at the time notice of redemption is given. On or after January 31, 2023 and prior to the Maturity Date, we may redeem the Debentures, in whole or in part from time to time, on not more than 60 days and not less than 30 days prior notice at a redemption price equal to their principal amount plus accrued and unpaid interest, if any, up to but excluding the date set for redemption. Further particulars concerning the attributes of the Debentures are set out under "Description of the Debentures."

Investing in our securities is speculative and involves risks. For a discussion of certain risk factors that should be considered in connection with an investment in the Debentures and the common shares issuable upon conversion of the Debentures, see "Risk Factors" beginning on page S-13 of this prospectus supplement and in Item 1A. of Part II of our Quarterly Reports on Form 10-Q for the quarterly periods ended September 30, 2017, June 30, 2017 and March 31, 2017 and in Part I of our Annual Report on Form 10-K for the year ended December 31, 2016.

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

	Per Debenture	Total Offering
Price to the Public	Cdn\$ 1,000	Cdn\$
Underwriting Discount	Cdn\$ 40	Cdn\$
Net Proceeds to Company	Cdn\$ 960	Cdn\$

The underwriters may also exercise their option to purchase up to an additional Cdn\$ aggregate principal amount of Debentures from us, at the price to the public, less the underwriting discount, at any time up to 30 days after the closing of this offering to cover over-allotments, if any, on the same terms and conditions as set forth in this prospectus supplement.

If not all the Debentures are sold at the public offering price, the underwriters may change the offering price and may offer Debentures from time to time for sale in negotiated transactions or otherwise, at market prices prevailing at the time of sale, at prices related to such prevailing market prices or at negotiated prices.

Our outstanding common shares are listed on the TSX under the symbol "ATP" and on the New York Stock Exchange (the "NYSE") under the symbol "AT". The last reported sale price of our common shares on January 19, 2018 on the TSX and the NYSE was Cdn\$2.99 and US\$2.40 per common share, respectively. We have applied to list the common shares issuable upon conversion of the Debentures on the TSX and the NYSE under the same symbols. The Debentures constitute a new issue of our securities for which there is currently no public market. We have also applied to list the Debentures on the TSX. Listing will be subject to our fulfilling all of the listing requirements of the TSX and the NYSE.

Book-entry only certificates representing the Debentures will be issued in registered form in the name of CDS Clearing and Depository Services Inc. ("CDS") or its nominee and will be deposited with CDS on the date of issue of the Debentures, which is expected to occur on January , 2018 or such later date as we and the underwriters may agree, but in any event no later than February , 2018.

Book-Running Manager

RBC CAPITAL MARKETS

The date of this prospectus supplement is January , 2018.

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ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part is this prospectus supplement, which describes the specific terms of the Debentures and the common shares issuable upon conversion of the Debentures and also adds to and updates certain information contained in the accompanying prospectus and the documents incorporated by reference herein. The second part, the accompanying prospectus, gives more general information about us and the securities we may offer from time to time under our shelf registration statement, some of which may not apply to this offering of Debentures. To the extent there is a conflict between the information contained in this prospectus supplement, on the one hand, and the information contained in the accompanying prospectus or in any document incorporated by reference that was filed with the SEC before the date of this prospectus supplement, on the other hand, you should rely on the information in this prospectus supplement.

We are responsible for the information contained and incorporated by reference in this prospectus supplement, the accompanying prospectus, any related free writing prospectus and, for prospective purchasers in Canada, the Canadian prospectus supplement and accompanying Canadian base shelf prospectus and any marketing materials (as defined under applicable Canadian securities laws) that we prepare or authorize. We and the underwriters have not authorized anyone to provide any other information, and we take no responsibility for any other information that others may provide you. We and the underwriters are not making an offer to sell the Debentures in any jurisdiction where the offer or sale is not permitted. You should not assume that the information contained or incorporated by reference in this prospectus supplement, the accompanying prospectus or the Canadian prospectus supplement and accompanying Canadian base shelf prospectus is accurate as of any date other than the date of the applicable document. Our business, financial condition, results of operations and prospects may have changed since those dates.

As used in this prospectus supplement, the terms "Atlantic Power," the "Company," "we," "our" and "us" refer to Atlantic Power Corporation, together with those entities owned or controlled by Atlantic Power Corporation, unless the context indicates otherwise. The phrase "common shares issuable upon conversion" includes common shares issuable upon conversion, redemption or maturity, unless such phrase is used in connection with a discussion of listing common shares on the TSX or the NYSE or the context indicates otherwise. Defined terms used in this prospectus supplement that are not defined herein have the meanings ascribed thereto in the accompanying prospectus.

INFORMATION INCORPORATED BY REFERENCE

The SEC allows us to incorporate by reference the information we file with it, which means that we can disclose important information to you by referring you to these documents. The information incorporated by reference is an important part of this prospectus supplement and accompanying prospectus, and information that we file later with the SEC will automatically update and supersede this information. Information that is furnished, rather than filed, on our Current Reports on Form 8-K is not incorporated by reference in this prospectus supplement or the accompanying prospectus.

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We incorporate by reference the documents listed below and any future filings that we will make after the date of this prospectus supplement with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"):

our Annual Report on Form 10-K for the year ended December 31, 2016, filed with the SEC on March 2, 2017;

our Quarterly Report on Form 10-Q for the quarter ended March 31, 2017, filed with the SEC on May 4, 2017;

our Quarterly Report on Form 10-Q for the quarter ended June 30, 2017, filed with the SEC on August 3, 2017;

our Quarterly Report on Form 10-Q for the quarter ended September 30, 2017, filed with the SEC on November 9, 2017;

our annual Proxy Statement on Schedule 14A relating to our annual meeting of shareholders, filed with the SEC on April 28, 2017;

our Current Reports on Form 8-K filed with the SEC on June 20, 2017 and August 28, 2017, except, in any such cases, the portions furnished and not filed pursuant to Item 7.01 or otherwise; and

the description of the Company's common shares contained in the Company's Registration Statement on Form 10, filed with the SEC on July 21, 2010.

Any statement contained in any document incorporated by reference herein shall be deemed to be modified or superseded for purposes of this prospectus supplement to the extent that a statement contained in this prospectus supplement or the accompanying prospectus modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this prospectus supplement.

You may request a copy of these filings, any exhibits we have specifically incorporated by reference as an exhibit in this prospectus supplement and our Canadian securities filings at no cost by writing us at Atlantic Power Corporation, 3 Allied Drive, Suite 220, Dedham, Massachusetts 02026 USA, Attention: Corporate Secretary, or by calling us at (617) 977-2400.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION

This prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein may contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 and forward-looking information within the meaning of Canadian securities laws. Statements in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein that are not historical facts are hereby identified as forward-looking statements for the purpose of the safe harbor provided by Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Exchange Act and forward-looking information within the meaning defined under applicable Canadian securities legislation (collectively, "forward-looking statements").

Forward-looking statements generally can be identified by the use of words such as "outlook," "objective," "may," "will," "expect," "intend," "estimate," "anticipate," "believe," "should,"

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"plans," "continue" or similar expressions suggesting future outcomes or events. Examples of such statements include, but are not limited to, statements with respect to the following:

our ability to generate sufficient cash flow to service our debt obligations or implement our business plan, including financing internal or external growth opportunities;

the outcome or impact of our business strategy to increase our intrinsic value on a per-share basis through disciplined management of our balance sheet and cost structure and investment of our discretionary cash in a combination of organic and external growth projects, acquisitions, and repurchases of debt and equity securities;

our ability to renew or enter into new PPAs on favorable terms or at all after the expiration of our current agreements;

our ability to meet the financial covenants under our existing credit facilities and other indebtedness;

expectations regarding maintenance and capital expenditures;

the implications of the recent U.S. tax law reform; and

the impact of legislative, regulatory, competitive and technological changes.

Such forward-looking statements reflect our current expectations regarding future events and operating performance and speak only as of the date such statement is made. We undertake no obligation to update or revise any forward-looking statement, whether as a result of new information, future events or otherwise, except as may be required by applicable law. Such forward-looking statements are based on a number of assumptions which may prove to be incorrect, including, but not limited to, the Company's future growth potential, its results of operations, future cash flows, the continued performance and business prospects and opportunities of the Company and its projects, third party projections of regional fuel and electric capacity and energy prices, the completion of certain transactions, the Company's ability to continue to develop and grow, the Company's future levels of indebtedness, and the tax laws as currently in effect remaining unchanged and the current general regulatory environment and economic conditions remaining unchanged. Many of these risks and uncertainties can affect our actual results and could cause our actual results to differ materially from those expressed or implied in any forward-looking statement made by us or on our behalf.

Forward-looking statements involve significant risks and uncertainties, should not be read as guarantees of future performance or results, and will not necessarily be accurate indications of whether or not or the times at or by which such performance or results will be achieved. In addition, a number of factors could cause actual results to differ materially from the results discussed in the forward-looking statements, including, but not limited to, the factors included in the filings we make from time to time with the SEC and the risk factors listed under "Cautionary Statement Regarding Forward-Looking Information" and described under "Item 1A. Risk Factors" in our most recent Annual Report on Form 10-K, and subsequent Quarterly Reports on Form 10-Q and Current Reports on Form 8-K. The impact of any one factor on a particular piece of forward-looking information is not determinable with certainty as such factors are interdependent upon other factors, and management's course of action would depend upon its assessment of the future considering all information then available.

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Our business is both highly competitive and subject to various risks. Should any risk factor affect the Company in an unexpected manner, or should assumptions underlying the forward-looking information prove incorrect, the actual results or events may differ materially from the results or events predicted. Unless otherwise indicated, forward-looking information does not take into account the effect that transactions or non-recurring or other special items announced or occurring after the date it is provided may have on the business of the Company. All of the forward-looking information reflected in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein are qualified by these cautionary statements.

CURRENCY AND EXCHANGE RATE INFORMATION

In this prospectus supplement, references to "Cdn\$" and "Canadian dollars" are to the lawful currency of Canada and references to "US\$" and "U.S. dollars" are to the lawful currency of the United States. All dollar amounts herein are in Canadian dollars, unless otherwise stated.

The business of many of our power generation projects, described under "Our Company" below, is conducted in major markets in the United States and their revenues and expenses are denominated, earned and incurred primarily in U.S. dollars. The reporting currency used in our financial statements is U.S. dollars. The following table sets forth, for each period indicated: (i) the high and low noon, or high and low average daily, exchange rates during such period; (ii) the average noon or daily exchange rates for such period; and (iii) the noon or average daily exchange rate at the end of such period, for one U.S. dollar, expressed in Canadian dollars, as quoted by the Bank of Canada. As of May 1, 2017, the Bank of Canada no longer publishes updated data for exchange rates published under previous methodologies, including daily noon and closing rates, as well as high and low rates. As a result, the exchange rates presented for the twelve months ended December 31, 2017 are based on the Bank of Canada's new methodology that calculates an average daily exchange rate. On January 19, 2018, the daily average exchange rate as quoted by the Bank of Canada was US\$1.00 = Cdn\$1.2459.

Twelve Months Ended December 31						
		2017		2016		2015
		(Average Daily)		(Noon)		(Noon)
High	Cdn\$	1.3743	Cdn\$	1.4589	Cdn\$	1.3990
Low	Cdn\$	1.2128	Cdn\$	1.2544	Cdn\$	1.1728
Average	Cdn\$	1.2986	Cdn\$	1.3248	Cdn\$	1.2787
Period End	Cdn\$	1.2545	Cdn\$	1.3427	Cdn\$	1.3840

Source: Bank of Canada

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ENFORCEABILITY OF CIVIL LIABILITIES

We are a corporation organized under the laws of British Columbia, Canada. Some of our directors and officers and certain other persons named in this prospectus supplement do not reside in the United States, and all or a significant portion of their assets are not located in the United States. As a result, you may not be able to effect service of process within the United States upon these persons or enforce against them any judgments obtained in U.S. courts, including judgments predicated upon the civil liability provisions of the federal securities laws of the United States. Also, a significant percentage of the Company's assets are not located in the United States. There is doubt as to the enforceability in other jurisdictions, either in original actions or in actions for enforcement of judgments of U.S. courts, of civil liabilities predicated on the U.S. federal securities laws.

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SUMMARY

This summary highlights information contained elsewhere in this prospectus supplement and does not contain all of the information you should consider in making your investment decision. You should read this summary together with the more detailed information included elsewhere in, or incorporated by reference into, this prospectus supplement and the accompanying prospectus, including our financial statements and the related notes. You should carefully consider, among other things, the matters discussed in "Risk Factors" in this prospectus supplement, the accompanying prospectus and in the documents incorporated by reference herein.

Our Company

Atlantic Power Corporation owns and operates a diverse fleet of power generation assets in the United States and Canada. Our power generation projects sell electricity to utilities and other large commercial customers largely under long-term power purchase agreements ("PPAs"), which seek to minimize exposure to changes in commodity prices. Our power generation projects in operation have an aggregate electric generating capacity on a gross ownership basis of approximately 1,793 megawatts (or "MW") in which our net ownership basis is approximately 1,440 MW. Our current portfolio consists of interests in 22 power generation projects across nine states in the United States and two provinces in Canada. Eighteen of the projects are currently operational, totalling 1,633 MW on a gross ownership basis and 1,280 MW on a net ownership basis. The remaining four projects, all in Ontario, are not operational, three due to revised contractual arrangements with the off taker and the other, Tunis, has a forward-starting 15-year contractual agreement that will commence before June 2019. Eighteen of our power generation projects are majority-owned and directly operated and maintained by us.

Our common shares trade on the TSX under the symbol "ATP" and on the NYSE under the symbol "AT."

Our registered office is located at 215-10451 Shellbridge Way, Richmond, British Columbia, Canada V6X 2W8 and our headquarters is located at 3 Allied Drive, Suite 220, Dedham, Massachusetts 02026 USA. Our telephone number is (617) 977-2400 and the address of our website is www.atlanticpower.com. Our website is included in this prospectus supplement as an inactive textual reference only. Other than specific documents incorporated by reference, information on our website is not incorporated into this prospectus supplement, the accompanying prospectus or our other securities filings and does not form a part of this prospectus supplement.

Recent Developments

We test our long-lived assets and goodwill for impairment at least annually, or more often if deemed appropriate based on management's determination of the occurrence of certain trigger events under our impairment policy. In the fourth quarter of 2017, we successfully negotiated a one year extension to our PPA at the Williams Lake reporting unit. As a result of this extension, the PPA at Williams Lake will expire on June 30, 2019. We determined that the renegotiation of the PPA triggered an event-driven review of the long-lived assets at the Williams Lake project for impairment. We are also in the process of conducting our annual long-lived assets and goodwill impairment test at our Curtis Palmer and Frederickson reporting units with respect to the fourth quarter of 2017. While the results of these impairment tests are not yet final, management currently anticipates recording a non-cash impairment charge, which is currently estimated to be in the aggregate approximately US\$70 million, in our fourth quarter and full year 2017 financial results. Such estimated impairment charge is subject to adjustment in connection with the finalization of our 2017 audited financial statements.

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The Offering

The summary below describes the principal terms of the Debentures. Certain of the terms described below are subject to important limitations and exceptions. The "Description of the Debentures" and "Description of Common Shares" sections of this prospectus supplement and the "Description of Debt Securities" and "Description of Common Shares" sections of the accompanying prospectus contain additional information about the Debentures and the common shares issuable upon conversion, redemption or maturity of the Debentures. In this summary of the offering section, the terms "Atlantic Power," the "Company," "we," "our" and "us" refer only to Atlantic Power Corporation and not to any of its subsidiaries.

Issuer	Atlantic Power Corporation, a British Columbia corporation.
Debentures Offered	Cdn\$ % Series E Convertible Unsecured Subordinated Debentures due 2025.
Over-allotment Option	The underwriters have the option to purchase up to an additional Cdn\$ aggregate principal amount of Debentures from us, at the price to the public, less the underwriting discount, at any time up to 30 days after the date of closing of this offering to cover over-allotments, if any, on the same terms and conditions as set forth in this prospectus supplement.
Maturity Date	The Debentures will mature on January 31, 2025.
Interest Rate	% per annum.
Interest Payment Dates	Interest will be payable semi-annually in arrears on the last day of January and July in each year (or the immediately following business day if any interest payment date would not otherwise be a business day) commencing on July 31, 2018 computed on the basis of a 360-day year composed of twelve 30-day months. The initial interest payment due on July 31, 2018 will represent accrued interest from, and including, the closing of the offering of the Debentures up to, but excluding, July 31, 2018.

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Conversion Privilege

Each Debenture will be convertible into our common shares at the option of the holder at any time prior to the close of business on the earlier of (i) the business day immediately preceding the Maturity Date and (ii) if we elect to redeem the Debentures prior to maturity, the business day immediately preceding the date specified for redemption at a conversion price of Cdn\$ per common share, being a conversion ratio of approximately common shares per Cdn\$1,000 principal amount of Debentures (an initial conversion premium of approximately % to a reference price of Cdn\$), subject to adjustment in accordance with the Indenture (as defined herein). Holders converting their Debentures will also receive accrued and unpaid interest thereon to, but excluding, the date of conversion. If a holder elects to convert its Debentures in connection with a change of control (as defined herein) that occurs before January 31, 2023, the conversion rate will be adjusted such that the holder will be entitled to receive additional common shares as a "make whole" premium on conversion in certain circumstances. See "Description of the Debentures Conversion Privilege" and "Description of the Debentures Cash Change of Control."

Redemption

The Debentures may not be redeemed by the Company before January 31, 2021 (except in certain limited circumstances following a change of control (as defined herein)). On or after January 31, 2021 and prior to January 31, 2023, we may redeem the Debentures, in whole or in part from time to time, on not more than 60 days and not less than 30 days prior notice, at a redemption price equal to their principal amount plus accrued and unpaid interest, if any, up to but excluding the date set for redemption, *provided that* the daily volume-weighted average trading price of our common shares on the TSX averaged for the 20 consecutive trading days ending 5 trading days preceding the date on which we provide notice of redemption is not less than 125% of the conversion price at the time notice of redemption is given.

On or after January 31, 2023 and prior to the Maturity Date, we may redeem the Debentures in whole or in part at our option, on not more than 60 days and not less than 30 days prior notice, at a redemption price equal to their principal amount plus accrued and unpaid interest, if any, up to but excluding the date set for redemption. See "Description of the Debentures Redemption and Purchase."

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Optional Payment at Maturity or Upon Redemption

On redemption or maturity, provided that no event of default (as defined herein) shall have occurred and be continuing, the Company may, at its option, subject to applicable regulatory approval and compliance with applicable securities laws, on not more than 60 days and not less than 40 days prior notice, elect to satisfy its obligation to repay the principal amount of the Debentures in whole or in part, by issuing and delivering that number of common shares obtained by dividing the principal amount of the outstanding Debentures which are to be redeemed or have matured by 95% of the daily volume-weighted average trading price of our common shares on the TSX averaged for the 20 consecutive trading days ending 5 trading days preceding the date fixed for redemption or maturity, plus an amount in cash equal to accrued and unpaid interest, if any, up to but excluding the date set for redemption or maturity. See "Description of Debt Securities – Debt Securities Issued under the Canadian Indenture – Payment Upon Redemption or Maturity" in the accompanying prospectus.

Change of Control

Upon the occurrence of certain change of control events involving the Company, each holder of Debentures may require the Company to purchase, on a date which is within 30 days following the giving of notice of the change of control, the Debentures at a price equal to 100% of the principal amount thereof plus accrued and unpaid interest, if any, up to but excluding the date set for purchase. If 90% or more of the principal amount of the Debentures outstanding on the date of the notice of change of control have been tendered, the Company will have the right to redeem all the remaining Debentures at the offer price. See "Description of Debt Securities – Debt Securities Issued under the Canadian Indenture – Repurchase Upon a Change of Control."

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Restriction on Share Redemption Right	<p>Subject to applicable regulatory approval and compliance with applicable securities laws, in the event of a change of control where 10% or more of the consideration for our common shares in the transaction or transactions constituting a change of control consists of cash, equity securities that are not traded or intended to be traded immediately following such transactions on a stock exchange, or other property that is not traded or intended to be traded immediately following such transactions on a stock exchange, holders of the Debentures may elect to convert their Debentures and receive, in addition to the number of common shares they otherwise would have been entitled to as described in "Conversion Privilege" above, an additional number of common shares as outlined in the table set forth under "Description of the Debentures – Cash Change of Control."</p> <p>The Company will not, directly or indirectly (through a subsidiary or otherwise) undertake or announce any rights offering, issuance of securities, subdivision of our common shares, dividend or other distribution on our common shares or any other securities, capital reorganization, reclassification or any similar type of transaction in which:</p> <ul style="list-style-type: none">(i) the number of securities to be issued;(ii) the price at which securities are to be issued, converted or exchanged; or(iii) any property or cash that is to be distributed or allocated, <p>is in whole or in part based upon, determined in reference to, related to or a function of, directly or indirectly, (a) the exercise or potential exercise of the Company's right to repay the principal amount of Debentures on redemption or maturity by delivering common shares of the Company as described in "Optional Payment at Maturity or Upon Redemption" above, or (b) the current market price determined in connection with the exercise or potential exercise of the Company's right to repay the principal amount of Debentures on redemption or maturity by delivering common shares of the Company as described in "Optional Payment at Maturity or Upon Redemption" above. See "Description of the Debentures – Restriction on Share Redemption Right."</p>
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Ranking

The Debentures will rank subordinate in right of payment of principal and interest to all existing and future senior secured and senior unsecured indebtedness of the Company, including all trade creditors, and will rank *pari passu* to one another and future subordinated unsecured indebtedness. See "Description of Debt Securities Debt Securities Issued under the Canadian Indenture Subordination." As of September 30, 2017, we had US\$731 million of debt outstanding that ranks senior to the Debentures, US\$107.4 million of debt outstanding that ranks *pari passu* with the Debentures, and we expect to incur additional debt in the future. The amount of debt outstanding that ranks senior to the Debentures at September 30, 2017 is comprised of US\$562.7 million outstanding under our senior secured term loan facility and US\$168.3 million of outstanding senior unsecured notes. The amount of debt outstanding that ranks *pari passu* with the Debentures at September 30, 2017 is comprised of US\$107.4 million of outstanding convertible unsecured subordinated debentures.

Risk Factors

Investing in our Debentures and the common shares issuable upon conversion or repayment of the Debentures is speculative and involves risks. You should consider carefully all the information set forth and incorporated by reference in this prospectus supplement and the accompanying prospectus. In particular, you should evaluate the specific factors set forth under the heading "Risk Factors" beginning on page S-12 of this prospectus supplement and in Item 1A. of Part II of our Quarterly Reports on Form 10-Q for the quarterly periods ended September 30, 2017, June 30, 2017 and March 31, 2017 and in Part I of our Annual Report on Form 10-K for the year ended December 31, 2016, as well as the other information contained or incorporated herein by reference, before investing in the Debentures offered hereby.

Canadian and United States Federal Income Tax Considerations

You should consult your tax advisor with respect to the Canadian and U.S. federal income tax consequences of owning the Debentures and the common shares into which the Debentures may be converted in light of your own particular situation and with respect to any tax consequences arising under the laws of any state, local, provincial, foreign or other taxing jurisdiction. See "Certain Canadian Federal Income Tax Considerations" and "Certain Material United States Federal Income Tax Considerations."

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Use of Proceeds

We expect to receive net proceeds of approximately Cdn\$ from the offering of the Debentures (after deducting underwriting discounts and commissions and our estimated expenses). We intend to use the net proceeds from this offering to fund the redemption of all of our 5.75% Series C convertible unsecured subordinated debentures (current outstanding balance of US\$42.5 million) that mature on June 30, 2019 and have a par call date of June 30, 2017. We intend to use the remainder of the net proceeds, if any, to fund the partial redemption of the Company's 6.00% Series D extendible convertible unsecured subordinated debentures (current outstanding balance of Cdn\$81.0 million) that mature on December 31, 2019 and have a par call date of December 31, 2017. See "Use of Proceeds." This prospectus supplement does not constitute a notice of redemption or an obligation to issue a notice of redemption for either the Series C or Series D debentures.

Listing; Currently No Public Market for Debentures

Our outstanding common shares are listed on the TSX under the symbol "ATP" and on the NYSE under the symbol "AT". We have applied to list the common shares issuable upon conversion of the Debentures on the TSX and the NYSE under the same symbols. The Debentures constitute a new issue of our securities for which there is currently no public market. We have also applied to list the Debentures on the TSX. These listings will be subject to the Company fulfilling all of the listing requirements of the TSX and the NYSE.

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RISK FACTORS

An investment in the Debentures and the common shares issuable upon the conversion, redemption or maturity of the Debentures is speculative and subject to certain risks, and should only be made by persons who can afford the total loss of their investment. In addition to information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus, prospective investors should carefully consider uncertainties and additional information set forth in Part I of our Annual Report on Form 10-K for the year ended December 31, 2016, in Item 1A. of Part II of our Quarterly Reports on Form 10-Q for the quarterly periods ended September 30, 2017, June 30, 2017 and March 31, 2017 and in our Current Reports on Form 8-K, and the risk factors listed below. Such risk factors could have a materially adverse effect on the Company's future results of operations, business prospects or financial condition, and could cause actual events to differ materially from those described in forward-looking information. Additional risks and uncertainties not presently known to the Company, or which the Company currently deems to be immaterial, may also have an adverse effect upon the Company. The risk factors described in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein are not necessarily presented in order of importance or probability of occurrence and they do not necessarily describe all of the Company's risks and uncertainties.

Risks Relating to the Debentures

There is currently no trading market for the Debentures and the trading price of the Debentures may be volatile.

The Debentures constitute a new issue of securities of the Company for which there is currently no public market. Even if the Debentures are listed on the TSX, the Debentures may trade at a discount from their offering price depending on prevailing interest rates, the market for similar securities, our performance and other factors. Volatility in the market price and trading volume of our common shares could adversely impact the trading price of the Debentures, in addition to many of the other risk factors set forth below in "Risks Relating to the Debentures and Our Common Shares." Additionally, although we do not intend to seek a rating on the Debentures, if a rating service were to rate the Debentures and if such rating service were to lower its rating on the Debentures below the rating initially assigned to the Debentures or otherwise announce its intention to put the Debentures on credit watch, the trading price of the Debentures could decline. No assurance can be given as to whether an active trading market will develop or be maintained for the Debentures. To the extent that an active trading market for the Debentures does not develop, the liquidity and trading prices for the Debentures may be adversely affected.

We may be unable to repay or refinance the Debentures.

The Debentures will mature on January 31, 2025. There is no guarantee that we will be able to repay the outstanding principal amount upon maturity of the Debentures. We may not have generated enough cash from operations to meet this obligation. In addition, we may not be able to refinance the principal amount of the Debentures in order to repay the principal outstanding. The Debentures will not be guaranteed by any of our subsidiaries, and any restrictions on the distribution of cash at the project level, such as due to restrictive covenants in project-level

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financing agreements or credit facilities, could materially limit our ability to pay principal and interest on the Debentures when due. Additionally, we may, at our option, subject to any required regulatory approvals and compliance with applicable securities laws, unless an event of default has occurred and is continuing, elect to satisfy our obligation to repay, in whole or in part, the principal amount of the Debentures which are to be redeemed or which have matured by issuing and delivering freely tradable common shares to the holders of the Debentures.

In addition, we may need or desire to refinance all or a portion of the Debentures or any other future indebtedness that we incur on or before the maturity of the Debentures. There can be no assurance that we will be able to refinance any of our indebtedness on commercially reasonable terms, if at all.

The Indenture will not have any covenant restriction protections.

The Indenture (as defined herein) does not restrict us or any of our subsidiaries from incurring additional indebtedness for borrowed money or otherwise from mortgaging, pledging or charging our real or personal property or properties to secure any indebtedness or other financing. The Indenture does not contain any provisions specifically intended to protect holders of the Debentures in the event of a future leveraged transaction involving us or any of our subsidiaries.

We are obligated to repurchase the Debentures on a change of control.

Holders of Debentures have the right to require us to purchase all outstanding Debentures upon the occurrence of a change of control. However, it is possible that following a change of control, we will not have sufficient funds at that time to make the required purchase of outstanding Debentures or that restrictions contained in other indebtedness will restrict those purchases. See "Description of Debt Securities Debt Securities Issued under the Canadian Indenture Repurchase upon a Change of Control" in the accompanying prospectus.

The change of control provisions in the Indenture may not protect you in the event that we consummate a highly leveraged transaction, reorganization, restructuring, merger or other similar transaction, unless such transaction constitutes a change of control as defined in such documents. Such a transaction may not involve a change in voting power or beneficial ownership or, even if it does, may not involve a change in the magnitude required to trigger our obligation to repurchase the Debentures. If an event occurs that does not constitute a change of control, we will not be required to make an offer to repurchase the Debentures and you may be required to continue to hold your Debentures despite the event. In addition, the change of control provisions in the Debentures may also delay or prevent an otherwise beneficial takeover of us due to such takeover triggering the related purchase requirement.

The Debentures may be redeemed prior to maturity.

The Debentures may be redeemed, at our option, subject to certain conditions, on or after January 31, 2021 and prior to their maturity date in whole or in part, at a redemption price equal to the principal amount thereof, together with any accrued and unpaid interest, as described under "Description of the Debentures Redemption and Purchase." Upon redemption, we may elect to pay the redemption price to holders in the lawful money of Canada or, subject to certain conditions, by issuing common shares. Holders of Debentures should assume that this redemption

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option will be exercised if we are able to refinance at a lower interest rate or it is otherwise in our interest to redeem the Debentures.

The Debentures may become convertible into other securities, cash or property following certain transactions.

In the event of certain transactions, pursuant to the terms of the Indenture, each Debenture will become convertible into securities, cash or property receivable by a holder of common shares in such transactions. This change could substantially reduce or eliminate any potential future value of the conversion privilege associated with the Debentures. For example, if we were acquired in a cash merger, each Debenture would become convertible solely into cash and would no longer be convertible into securities whose value would vary depending on our future prospects and other factors. See "Description of the Debentures - Conversion Privilege."

If you hold Debentures, you will not be entitled to any rights with respect to our common shares, but you will be subject to all changes made with respect to our common shares.

If you hold Debentures, you will not be entitled to any rights with respect to our common shares (including, without limitation, voting rights), but if you subsequently convert your Debentures into common shares, you will be subject to all changes affecting the common shares. You will have rights with respect to our common shares only if and when we deliver common shares to you upon conversion of your Debentures and, to a limited extent, under the conversion rate adjustments applicable to the Debentures or in the event we elect, subject to certain conditions, to satisfy our obligation to repay, in whole or in part, the principal amount of the Debentures which are to be redeemed or which have matured by issuing and delivering freely tradeable common shares to the holders of the Debentures. For example, in the event that an amendment is proposed to our constituent documents requiring shareholder approval and the record date for determining the shareholders of record entitled to vote on the amendment occurs prior to delivery of common shares to you, you will not be entitled to vote on the amendment, although you will nevertheless be subject to any changes in the powers or rights of our common shares that result from such amendment.

The Debentures will initially be held in book-entry form and, therefore, you must rely on the procedures and the relevant clearing systems to exercise your rights and remedies.

Unless and until certificated Debentures are issued in exchange for book-entry interests in the Debentures, owners of the book-entry interests will not be considered owners or holders of Debentures. Instead, the depository or its nominee will be the sole holder of the Debentures. Payments of principal, interest and other amounts owing on or in respect of the Debentures in global form will be made to the paying agent, which will make payments to CDS. Thereafter, such payments will be credited to CDS participants' accounts that hold book-entry interests in the Debentures in global form and credited by such participants to indirect participants. Unlike holders of the Debentures themselves, owners of book-entry interests will not have the direct right to act upon our solicitations for consents or requests for waivers or other actions from holders of the Debentures.

Instead, if you own a book-entry interest, you will be permitted to act only to the extent you have received appropriate proxies to do so from CDS or, if applicable, a participant. We cannot

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assure you that procedures implemented for the granting of such proxies will be sufficient to enable you to vote on any requested actions on a timely basis.

There is a credit risk associated with payment of the principal and interest on the Debentures.

The likelihood that purchasers of the Debentures will receive payments owing to them under the terms of the Debentures will depend on our financial health and creditworthiness. Our ability to make scheduled principal and interest payments on the Debentures is subject to economic, financial, competitive and other factors beyond our control. Our business may not continue to generate cash flow from operations in the future sufficient to service our debt. If we are unable to generate sufficient cash flow, or we are unable to successfully pursue alternatives such as selling assets, restructuring our outstanding debt or obtaining additional equity capital, we could default on our debt obligations.

The rights and privileges of the Debenture holders are subordinate to our senior indebtedness.

The Debentures are our unsecured obligations and are subordinate in right of payment to all of our existing and future senior indebtedness. As of September 30, 2017, we had US\$731 million of debt outstanding that ranks senior to the Debentures, comprised of US\$562.7 million outstanding under our senior secured term loan facility and US\$168.3 million of outstanding senior unsecured notes. The amount of debt outstanding that ranks *pari passu* with the Debentures at September 30, 2017 is comprised of US\$107.4 million of outstanding convertible unsecured subordinated debentures. The Indenture does not prohibit us from incurring additional senior debt or secured debt, nor does it prohibit any of our subsidiaries from incurring additional liabilities. In the event of our insolvency, bankruptcy, liquidation, reorganization, dissolution or winding up, the assets that serve as collateral for any senior indebtedness would be made available to satisfy the obligations of the creditors of such senior indebtedness before being available to pay our obligations to Debenture holders. Accordingly, all or a substantial portion of our assets could be unavailable to satisfy the claims of the Debenture holders.

Withholding tax

Effective January 1, 2008, the *Income Tax Act* (Canada) and the regulations thereunder (in each case in effect on the date hereof) (the "Tax Act") was amended to generally eliminate withholding tax on interest paid or credited to non-residents of Canada with whom the payor deals at arm's length. However, Canadian withholding tax continues to apply to payments of "participating debt interest." For purposes of the Tax Act, participating debt interest is generally interest that is paid on an obligation where all or any portion of such interest is contingent or dependent on the use of or production from property in Canada, is computed by reference to revenue, profit, cash flow, commodity price or any similar criterion or by reference to dividends paid or payable to shareholders of any class of shares of the capital stock of a corporation.

Under the Tax Act, when a debenture or other debt obligation issued by a person resident in Canada is assigned or otherwise transferred by a non-resident person to a person resident in Canada (which would include a conversion of the obligation or payment on maturity), the amount, if any, by which the price for which the obligation was assigned or transferred exceeds the price for which the obligation was issued is deemed to be a payment of interest on that obligation made by the person resident in Canada to the non-resident (an "excess"). The deeming rule does not

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apply in respect of certain "excluded obligations," although it is not clear whether a particular convertible debenture would qualify as an "excluded obligation." If a convertible debenture is not an "excluded obligation," issues that arise are whether any excess would be considered to exist, whether any such excess which is deemed to be interest is "participating debt interest," and if the excess is participating debt interest, whether that results in all interest on the obligation being considered to be participating debt interest.

The Canada Revenue Agency (the "CRA") has stated that it would not consider the excess or regular periodic interest payments to be participating debt interest, provided that the convertible debenture in question was issued by a public corporation and otherwise satisfied the requirements of a "standard convertible debenture" (as that term was defined in a letter from the Joint Committee on Taxation of the Canadian Bar Association and the Canadian Institute of Chartered Accountants sent to the CRA on May 10, 2010) and therefore there would be no withholding tax in such circumstances (provided that the payor and payee deal at arm's length for purposes of the Tax Act). The Debentures should generally meet the criteria set forth in the CRA's statement. However, the application of CRA's published guidance to the Debentures is uncertain and there is a risk that CRA could take the position that amounts paid or payable to a non-resident holder of Debentures on account of interest or any excess amount may be subject to Canadian withholding tax at a rate of 25% (subject to any reduction in accordance with any applicable income tax treaty or convention).

The Indenture does not contain a requirement for us to increase the amount of interest or other payments to holders of Debentures should we be required to withhold amounts in respect of income or similar taxes on payments of interest or other amounts.

Risks Relating to the Debentures and Our Common Shares

Market conditions and other factors may affect the value of the common shares issuable upon conversion of the Debentures.

The trading price of our common shares will depend on many factors, which may change from time to time, including: