

ATLANTIC POWER CORP
Form SC 13D/A
October 09, 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)

(Amendment No. 7)¹

Atlantic Power Corporation

(Name of Issuer)

Common Stock, no par value

(Title of Class of Securities)

04878Q863

(CUSIP Number)

STEVE WOLOSKY, ESQ.

OLSHAN FROME WOLOSKY LLP

1325 Avenue of the Americas

New York, New York 10019

(212) 451-2300

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

October 5, 2018

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(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 §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-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* § 240.13d-7 for other parties to whom copies are to be sent.

1 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. 4878Q863

| | |
|---|--|
| 1 | NAME OF REPORTING PERSON |
| | THE MANGROVE PARTNERS MASTER FUND, LTD. |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP (b) |
| 3 | SEC USE ONLY |
| 4 | SOURCE OF FUNDS |
| | WC |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION |
| | CAYMAN ISLANDS |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 SOLE VOTING POWER |
| | - 0 - |
| | 8 SHARED VOTING POWER |
| | 6,896,093 |
| | 9 SOLE DISPOSITIVE POWER |
| | - 0 - |
| | 10 SHARED DISPOSITIVE POWER |

6,896,093
11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

6,896,093
12 CHECK BOX IF
THE AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

6.2%
14 TYPE OF REPORTING
PERSON

OO

CUSIP NO. 4878Q863

1 NAME OF REPORTING PERSON

THE MANGROVE PARTNERS FUND, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

| | | |
|---|----|--------------------------|
| NUMBER OF | 7 | SOLE VOTING POWER |
| SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | | - 0 - |
| | 8 | SHARED VOTING POWER |
| | | 6,896,093 |
| | 9 | SOLE DISPOSITIVE POWER |
| | | - 0 - |
| | 10 | SHARED DISPOSITIVE POWER |
| | | 6,896,093 |

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CERTAIN SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

6.2%

14 TYPE OF REPORTING
PERSON

PN

CUSIP NO. 4878Q863

| | | |
|---|---|--|
| 1 | NAME OF REPORTING PERSON | |
| | MANGROVE PARTNERS FUND (CAYMAN), LTD. | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER ^(a) OF A GROUP (b) | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS | |
| | AF | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION | |
| | CAYMAN ISLANDS | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 8 9 | SOLE VOTING POWER - 0 - SHARED VOTING POWER 6,896,093 SOLE DISPOSITIVE POWER - 0 - SHARED DISPOSITIVE POWER |
| | 10 | |

6,896,093
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CERTAIN SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

6.2%
14 TYPE OF REPORTING
PERSON

OO

CUSIP NO. 4878Q863

1 NAME OF REPORTING PERSON
 THE MANGROVE PARTNERS FUND (CAYMAN DRAWDOWN), L.P.
 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

| | | |
|---|---|-------------------------------------|
| NUMBER OF | 7 | CAYMAN ISLANDS SOLE VOTING POWER |
| SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | | |
| | | - 0 - |
| | 8 | SHARED VOTING POWER |
| | | 6,896,093 |
| | 9 | SOLE DISPOSITIVE POWER |
| | | - 0 - |

10

SHARED
DISPOSITIVE
POWER

6,896,093

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

6,896,093

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13 PERCENT OF CLASS
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AMOUNT IN ROW (11)

6.2%

14 TYPE OF REPORTING
PERSON

PN

CUSIP NO. 4878Q863

| | |
|---|--|
| 1 | NAME OF REPORTING PERSON |
| | MANGROVE PARTNERS |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP (b) |
| 3 | SEC USE ONLY |
| 4 | SOURCE OF FUNDS |
| | AF |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION |
| | CAYMAN ISLANDS |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 |
| | SOLE VOTING POWER |
| | - 0 - |
| | 8 |
| | SHARED VOTING POWER |
| | 6,896,093 |
| | 9 |
| | SOLE DISPOSITIVE POWER |
| | - 0 - |
| | 10 |
| | SHARED DISPOSITIVE POWER |

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AMOUNT IN ROW (11)

6.2%
14 TYPE OF REPORTING
PERSON

OO

CUSIP NO. 4878Q863

| | |
|---|--|
| 1 | NAME OF REPORTING PERSON |
| 2 | MANGROVE CAPITAL CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP (b) |
| 3 | SEC USE ONLY |
| 4 | SOURCE OF FUNDS |
| 5 | AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION |
| 7 | CAYMAN ISLANDS SOLE VOTING POWER |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | - 0 - |
| 8 | SHARED VOTING POWER |
| 9 | 6,896,093 SOLE DISPOSITIVE POWER |
| 10 | - 0 - SHARED DISPOSITIVE POWER |

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CERTAIN SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

6.2%

14 TYPE OF REPORTING
PERSON

OO

7

CUSIP NO. 4878Q863

| | |
|----|--|
| 1 | NAME OF REPORTING PERSON |
| | NATHANIEL AUGUST |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP (b) |
| 3 | SEC USE ONLY |
| 4 | SOURCE OF FUNDS |
| | AF |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION |
| | USA |
| 7 | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH |
| 8 | SOLE VOTING POWER |
| | - 0 - |
| 9 | SHARED VOTING POWER |
| | 6,896,093 |
| 10 | SOLE DISPOSITIVE POWER |
| | - 0 - |
| | SHARED DISPOSITIVE POWER |

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13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

6.2%
14 TYPE OF REPORTING
PERSON

IN

CUSIP NO. 4878Q863

The following constitutes Amendment No. 7 to the Schedule 13D filed by the undersigned (“Amendment No. 7”). This Amendment No. 7 amends the Schedule 13D as specifically set forth herein.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby amended and restated to read as follows:

The 6,896,093 Shares directly owned by Mangrove Master Fund were purchased with working capital (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business) in open market purchases, except as otherwise noted, as set forth in Schedule B annexed hereto (“Schedule B”). The aggregate purchase price of the 6,896,093 Shares directly owned by Mangrove Master Fund is, in U.S. dollar terms, approximately \$14,708,226, including brokerage commissions.

Item 5. Interest in Securities of the Issuer.

Items 5(a)-(c) are hereby amended and restated to read as follows:

The aggregate percentage of Shares reported owned by each person named herein is based upon 111,302,692 Shares outstanding as of August 1, 2018, which is the total number of Shares outstanding as reported in the Issuer’s Form 10-Q filed with the Securities and Exchange Commission on August 2, 2018.

A. Mangrove Master Fund

(a) As of the close of business on October 5, 2018, Mangrove Master Fund directly owned 6,896,093 Shares. Percentage: Approximately 6.2%

- (b)
1. Sole power to vote or direct vote: 0
 2. Shared power to vote or direct vote: 6,896,093
 3. Sole power to dispose or direct the disposition: 0
 4. Shared power to dispose or direct the disposition: 6,896,093

(c) The transactions in the securities of the Issuer by Mangrove Master Fund during the past sixty (60) days are set forth in Schedule B and are incorporated herein by reference.

B. Mangrove Fund

(a) As of the close of business on October 5, 2018, Mangrove Fund, as a controlling shareholder of Mangrove Master Fund, may be deemed to beneficially own the 6,896,093 Shares directly owned by Mangrove Master Fund. Percentage: Approximately 6.2%

CUSIP NO. 4878Q863

- (b)
1. Sole power to vote or direct vote: 0
 2. Shared power to vote or direct vote: 6,896,093
 3. Sole power to dispose or direct the disposition: 0
 4. Shared power to dispose or direct the disposition: 6,896,093

(c) Mangrove Fund has not entered into any transactions in the Shares during the past sixty (60) days.

C. Mangrove Fund Cayman

(a) As of the close of business on October 5, 2018, Mangrove Fund Cayman, as a significant shareholder of Mangrove Master Fund, may be deemed to beneficially own the 6,896,093 Shares directly owned by Mangrove Master Fund. Percentage: Approximately 6.2%

- (b)
1. Sole power to vote or direct vote: 0
 2. Shared power to vote or direct vote: 6,896,093
 3. Sole power to dispose or direct the disposition: 0
 4. Shared power to dispose or direct the disposition: 6,896,093

(c) Mangrove Fund Cayman has not entered into any transactions in the Shares during the past sixty (60) days.

D. Mangrove Fund Cayman Drawdown

(a) As of the close of business on October 5, 2018, Mangrove Fund Cayman Drawdown, as a shareholder of Mangrove Master Fund, may be deemed to beneficially own the 6,896,093 Shares directly owned by Mangrove Master Fund. Percentage: Approximately 6.2%

- (b)
1. Sole power to vote or direct vote: 0
 2. Shared power to vote or direct vote: 6,896,093
 3. Sole power to dispose or direct the disposition: 0
 4. Shared power to dispose or direct the disposition: 6,896,093

(c) Mangrove Fund Cayman Drawdown has not entered into any transactions in the Shares during the past sixty (60) days.

E. Mangrove Partners

(a) As of the close of business on October 5, 2018, Mangrove Partners, as the investment manager of each of Mangrove Master Fund, Mangrove Fund, Mangrove Fund Cayman and Mangrove Fund Cayman Drawdown, may be deemed to beneficially own the 6,896,093 Shares directly owned by Mangrove Master Fund. Percentage: Approximately 6.2%

CUSIP NO. 4878Q863

- (b)
1. Sole power to vote or direct vote: 0
 2. Shared power to vote or direct vote: 6,896,093
 3. Sole power to dispose or direct the disposition: 0
 4. Shared power to dispose or direct the disposition: 6,896,093

(c) Mangrove Partners has not entered into any transactions in the Shares during the past sixty (60) days.

F. Mangrove Capital

As of the close of business on October 5, 2018, Mangrove Capital, as the general partner of each of Mangrove (a)Fund and Mangrove Fund Cayman Drawdown, may be deemed to beneficially own the 6,896,093 Shares directly owned by Mangrove Master Fund.

Percentage: Approximately 6.2%

- (b)
1. Sole power to vote or direct vote: 0
 2. Shared power to vote or direct vote: 6,896,093
 3. Sole power to dispose or direct the disposition: 0
 4. Shared power to dispose or direct the disposition: 6,896,093

(c) Mangrove Capital has not entered into any transactions in the Shares during the past sixty (60) days.

G. Nathaniel August

As of the close of business on October 5, 2018, Mr. August did not directly own any Shares. As a director of each (a)of Mangrove Partners and Mangrove Capital, Mr. August may be deemed to beneficially own the 6,896,093 Shares directly owned by Mangrove Master Fund.

Percentage: Approximately 6.2%

- (b)
1. Sole power to vote or direct vote: 0
 2. Shared power to vote or direct vote: 6,896,093
 3. Sole power to dispose or direct the disposition: 0
 4. Shared power to dispose or direct the disposition: 6,896,093

(c) Mr. August has not entered into any transactions in the Shares during the past sixty (60) days.

As of the close of business on October 5, 2018, the Reporting Persons collectively beneficially owned an aggregate of 6,896,093 Shares, constituting approximately 6.2% of the Shares outstanding.

CUSIP NO. 4878Q863

Each of the Reporting Persons, as a member of a “group” with the other Reporting Persons for purposes of Rule 13d-5(b)(1) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), may be deemed to beneficially own the securities of the Issuer owned by the other Reporting Persons. The filing of this Schedule 13D shall not be deemed an admission that the Reporting Persons are, for purposes of Section 13(d) of the Exchange Act, the beneficial owners of any securities of the Issuer he or it does not directly own. Each of the Reporting Persons specifically disclaims beneficial ownership of the securities of the Issuer reported herein that he or it does not directly own.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Item 6 is hereby amended and restated to read as follows:

Since January 10, 2018, Mangrove Master Fund entered into a series of cash-settled total return swap agreements with each of Morgan Stanley Capital Services LLC and Barclays Bank PLC as counterparties (the “Swaps”) that establish economic exposure to an aggregate of 9,095,840 notional Shares (the “Subject Shares”), representing in the aggregate approximately 8.2% of the outstanding Shares. The Swaps provide Mangrove Master Fund with economic exposure that is comparable to the economic exposure of ownership but do not provide it with the power to vote or direct the voting of or to dispose or direct the disposition of the Subject Shares. The Reporting Persons hereby expressly disclaim beneficial ownership of the Subject Shares.

On January 12, 2018, the Reporting Persons entered into a Joint Filing Agreement pursuant to which the Reporting Persons agreed to the joint filing on behalf of each of them of statements on Schedule 13D with respect to the securities of the Issuer to the extent required by applicable law. The Joint Filing Agreement is attached as Exhibit 99.1 to Amendment No. 5 to the Schedule 13D and is incorporated herein by reference.

CUSIP NO. 4878Q863

SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: October 9, 2018

THE MANGROVE
PARTNERS MASTER
FUND, LTD.

By: MANGROVE
PARTNERS
as Investment Manager

By: /s/ Nathaniel August
Name: Nathaniel August
Title: Director

THE MANGROVE
PARTNERS FUND, L.P.

By: MANGROVE
CAPITAL
as General Partner

By: /s/ Nathaniel August
Name: Nathaniel August
Title: Director

MANGROVE PARTNERS
FUND (CAYMAN), LTD.

By: MANGROVE
PARTNERS
as Investment Manager

By: /s/ Nathaniel August
Name: Nathaniel August
Title: Director

THE MANGROVE
PARTNERS FUND
(CAYMAN
DRAWDOWN), L.P.

By: MANGROVE
PARTNERS
as Investment Manager

By: /s/ Nathaniel August
Name: Nathaniel August
Title: Director

CUSIP NO. 4878Q863

MANGROVE PARTNERS

By: /s/ Nathaniel August
Name: Nathaniel August
Title: Director

MANGROVE CAPITAL

By: /s/ Nathaniel August
Name: Nathaniel August
Title: Director

/s/ Nathaniel August
Nathaniel August

14

CUSIP NO. 4878Q863

SCHEDULE BTransactions in the Securities of the Issuer During the Past Sixty (60) Days

| <u>Class of Security</u> | Shares or Notional Shares of Common Stock Purchased / (Sold) | Price Per Share or Notional Share (\$) (Sale) | Date of Purchase / |
|--------------------------|---|--|--------------------|
|--------------------------|---|--|--------------------|

THE MANGROVE PARTNERS MASTER FUND, LTD.

| | | | |
|--------------------------------|---------|--------|------------|
| Cash-Settled Total Return Swap | 267,260 | 2.1900 | 08/17/2018 |
| Cash-Settled Total Return Swap | 249,700 | 2.1906 | 08/20/2018 |
| Cash-Settled Total Return Swap | 16,000 | 2.1984 | 08/21/2018 |
| Cash-Settled Total Return Swap | 76,600 | 2.2224 | 08/21/2018 |
| Common Stock | 600 | 2.1750 | 08/22/2018 |
| Common Stock | 16,937 | 2.2000 | 08/22/2018 |
| Cash-Settled Total Return Swap | 62,200 | 2.2204 | 08/22/2018 |
| Common Stock | 25,207 | 2.2000 | 08/23/2018 |
| Common Stock | 49,700 | 2.1991 | 08/23/2018 |
| Common Stock | 41,100 | 2.2000 | 08/24/2018 |
| Common Stock | 36,670 | 2.2000 | 08/24/2018 |
| Common Stock | 50,000 | 2.1750 | 09/06/2018 |
| Common Stock | 53,591 | 2.1886 | 09/06/2018 |
| Common Stock | 56,216 | 2.1436 | 09/07/2018 |
| Common Stock | 98,977 | 2.1434 | 09/11/2018 |
| Common Stock | 22,355 | 2.1498 | 09/13/2018 |
| Common Stock | 95,900 | 2.1491 | 09/14/2018 |
| Common Stock | 33,350 | 2.1500 | 09/17/2018 |
| Common Stock | 15,285 | 2.1500 | 09/17/2018 |
| Common Stock | 24,010 | 2.1500 | 09/20/2018 |
| Common Stock | 1,500 | 2.1500 | 09/20/2018 |
| Common Stock | 21,489 | 2.1500 | 09/24/2018 |
| Common Stock | 6,600 | 2.1439 | 09/24/2018 |
| Common Stock | 25,910 | 2.1500 | 09/27/2018 |
| Common Stock | 426 | 2.1500 | 09/28/2018 |
| Common Stock | 549 | 2.1500 | 10/01/2018 |
| Common Stock | 9,250 | 2.1500 | 10/02/2018 |
| Common Stock | 700 | 2.1500 | 10/02/2018 |
| Common Stock | 17,143 | 2.1600 | 10/03/2018 |
| Common Stock | 47,639 | 2.1661 | 10/03/2018 |
| Common Stock | 47,629 | 2.1624 | 10/04/2018 |
| Common Stock | 41,469 | 2.1665 | 10/04/2018 |
| Common Stock | 49,153 | 2.1614 | 10/05/2018 |
| Common Stock | 37,154 | 2.1563 | 10/05/2018 |