

Seaspan CORP
Form SC 13D/A
April 12, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment 1)*

Seaspan Corporation
(Name of Issuer)

Class A Common Shares, par value \$0.01 per share
(Title of Class of Securities)

Y75638109
(CUSIP Number)

Gerry Yougui Wang
c/o Gerry Wang Family Enterprises Limited
1401 Jardine House,
One Connaught Place,
Central, Hong Kong
Telephone: +852 2160 5100

With a copy to:

Paul Strecker
Shearman & Sterling
12th Floor, Gloucester Tower
15 Queen's Road Central
Hong Kong
Telephone: +852 2978 8000
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

April 9, 2017
(Date of Event Which Requires Filing of this Statement)

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

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 § 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.

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 ("Exchange 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).

SCHEDULE 13D

CUSIP No. Y75638109

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Gerry Wang Family Enterprises Limited

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

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Hong Kong

7 SOLE VOTING POWER
669,536 Class A Common Shares
8 SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

0

SOLE
DISPOSITIVE
POWER

9

669,536 Class A
Common Shares

SHARED
DISPOSITIVE
POWER

10

0

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

669,536 Class A Common Shares

12 CHECK BOX IF THE
AGGREGATE AMOUNT IN ROW
(11) EXCLUDES CERTAIN
SHARES (See Instructions)

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

0.61% of Class A Common Shares

14 TYPE OF REPORTING PERSON
(See Instructions)

CO

2

SCHEDULE 13D

CUSIP No. Y75638109

1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Gerry Yougui Wang

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

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Canada

SOLE VOTING POWER

7 2,407,289 Class A Common Shares

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8 SHARED VOTING POWER

0

SOLE
DISPOSITIVE
POWER

9

2,407,289 Class
A Common
Shares

10 SHARED
DISPOSITIVE
POWER

0

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

2,407,289 Class A Common Shares

12 CHECK BOX IF THE
AGGREGATE AMOUNT IN ROW
(11) EXCLUDES CERTAIN
SHARES (See Instructions)

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

2.20% of Class A Common Shares

14 TYPE OF REPORTING PERSON
(See Instructions)

IN

3

SCHEDULE 13D

Item 1. Security and Issuer.

This Amendment No. 1 to Schedule 13D amends the statement on Schedule 13D originally filed by Gerry Wang Family Enterprises Limited (“GW Family Enterprises”) and Gerry Yougui Wang (“Mr. Wang”, and together with GW Family Enterprises, the “Reporting Persons”) on May 18, 2016 (the “Schedule 13D”) with the Securities and Exchange Commission (the “SEC”) relating to the Class A common shares, par value \$0.01 per share (the “Common Shares”), of Seaspan Corporation, a company organized under the laws of the Republic of the Marshall Islands (the “Issuer”). The principal executive offices of the Issuer are located at Unit 2, 7th Floor, Bupa Center, 141 Connaught Road West, Hong Kong, China. Unless otherwise noted, capitalized terms used herein without definitions shall have the meanings assigned to them in the Schedule 13D.

Item 4. Purpose of Transaction.

Item 4 of the Schedule 13D is hereby amended and restated in its entirety to read as follows:

On April 9, 2017, the Shareholders Agreement, dated as of May 17, 2016, by and between Deep Water Holdings, The Kyle Washington 2014 Trust, Kyle Washington 2005 Trust, The Kevin Washington 2014 Trust, Kyle R. Washington, Tiger Container Shipping Company Limited, Graham Porter, GW Family Enterprises and Mr. Wang, a copy of which was filed as Exhibit B to the Reporting Persons’ Schedule 13D filed on May 18, 2016, was terminated by mutual written consent of the parties pursuant to Section 5.01(c) of such Shareholders Agreement.

Upon the termination of the Shareholders Agreement, the Reporting Persons shall not share voting power with the Washington Parties, Tiger and Mr. Porter, and shall not be deemed to comprise a “group” within the meaning of Rule 13d-5(b) under the Exchange Act with Washington Parties, Tiger and Mr. Porter.

Item 5. Interest in Securities of the Issuer.

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

(a)-(b) The following table sets forth the beneficial ownership of the Issuer’s Common Shares for each of the Reporting Persons as of the date hereof.

Reporting Person	Amount beneficially owned ⁽¹⁾	Percentage of class	Sole power to vote or direct the vote	Shared power to vote or to direct the vote	Sole power to dispose or to direct the disposition of	Shared power to dispose or to direct the disposition of
GW Family Enterprises ⁽³⁾	669,536 Common Shares	0.61% ⁽²⁾	669,536 Common Shares	0	669,536 Common Shares	0
Mr. Wang ⁽⁴⁾	2,407,289 Common Shares	2.20% ⁽²⁾	2,407,289 Common Shares	0	2,407,289 Common Shares	0

- (1) Beneficial ownership is determined in accordance with Rule 13d-3 of the General Rules and Regulations under the Exchange Act.
- (2) Percentage of beneficial ownership of each of GW Family Enterprises and Mr. Wang is based on 109,599,195 Common Shares issued and outstanding as of April 7, 2017 as provided by the Issuer.
- (3) 669,536 Common Shares are owned directly by GW Family Enterprises.
- (4) Includes (i) 1,737,753 Common Shares owned directly by Mr. Wang, and (ii) 669,536 Common Shares beneficially owned by Mr. Wang through GW Family Enterprises which is controlled by Mr. Wang. Pursuant to Section 13(d) of the Exchange Act and the rules promulgated thereunder, Mr. Wang may be deemed to beneficially own all of the Common Shares held by GW Family Enterprises.
- (c) None of the Reporting Persons has effected any transactions in the Common Shares during the last 60 days.
- (d) No person, other than the Reporting Persons, has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Common Shares referred to in this Item 5.
- (e) Not applicable.

SIGNATURE

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.

Dated: April 12, 2017

GERRY WANG FAMILY
ENTERPRISES LIMITED

By: /s/ Gerry Yougui Wang
Name: Gerry Yougui Wang
Title: Authorized Person

GERRY YOUGUI WANG

By: /s/ Gerry Yougui Wang
