

CAPITAL PROPERTIES INC /RI/  
Form 10-K/A  
November 07, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**FORM 10-K/A**

**AMENDMENT NO. 1 TO FORM 10-K**

**x ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the fiscal year ended December 31, 2012**

**OR**

**.. TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission File Number 001-08499**

**CAPITAL PROPERTIES, INC.**

**(Exact name of registrant as specified in its charter)**

**Rhode Island**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**05-0386287**  
**(IRS Employer**  
**Identification No.)**

**100 Dexter Road**  
**East Providence, Rhode Island**  
**(Address of principal executive offices)**  
**(401) 435-7171**

**02914**  
**(Zip Code)**

**(Registrant's telephone number, including area code)**

**Securities registered pursuant to Section 12(b) of the Act:**

<b>Title of each class</b>	<b>Name of each exchange on which registered</b>
<b>Class A Common Stock, \$.01 par value</b>	<b>OTCQX</b>

**Securities registered pursuant to Section 12(g) of the Act:**

**NONE**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files.)

Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company.

Large accelerated filer ☐

Accelerated filer ☐

Non-accelerated filer ☐

Smaller Reporting Company ☒

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of June 30, 2012, the aggregate market value of the Class A and Class B voting stock held by non-affiliates of the Company was \$18,057,000, which excludes voting stock held by directors, executive officers and holders of 5% or more of the voting power of the Company's common stock (without conceding that such persons are affiliates of the Company for purposes of federal securities laws). The Company has no outstanding non-voting common equity.

As of February 28, 2013, the Company had 3,790,249 shares of Class A Common Stock and 2,809,663 shares of Class B Common Stock outstanding.

**CAPITAL PROPERTIES, INC.**

**FORM 10-K/A**

**FOR THE YEAR ENDED DECEMBER 31, 2012**

**EXPLANATORY NOTE**

Capital Properties, Inc. is filing this Amendment No. 1 on Form 10-K/A to amend its Annual Report on Form 10-K for the year ended December 31, 2012, which was filed with the Securities and Exchange Commission on March 11, 2013. The purpose of this Form 10-K/A is solely to furnish Amended Exhibits 31.1 and 31.2. to correct language as required by Item 601(b)(31) of Regulation S-K.

Except as described above, this Form 10-K/A does not amend, update or change any other items or disclosures in the Form 10-K as filed on March 11, 2013.

**Item 15. Exhibits and Financial Statement Schedules**

**(a) and (c)** The consolidated financial statements are included in Item 8.

**(b) Exhibits:**

**3.1** Restated Articles of Incorporation (incorporated by reference to Exhibit 3.1 to the registrant's annual report on Form 10-K for the year ended December 31, 2008).

**3.2** By-laws, as amended (incorporated by reference to Exhibit 3.2 to the registrant's annual report on Form 10-K for the year ended December 31, 2007).

**10** Material contracts:

**(a) Amended Loan Agreement between Bank Rhode Island and Company:**

(i) Dated December 20, 2012 (incorporated by reference to Exhibit 10.1 to the registrant's report on Form 8-K filed on December 27, 2012)

**(b) Form of Dividend Note:**

(i) Dated December 27, 2012 (incorporated by reference to Exhibit 10.2 to the registrant's report on Form 8-K filed on December 27, 2012)

**(c) Lease between Metropark, Ltd. and Company:**

(i) Dated January 1, 2005 (incorporated by reference to Exhibit 10(a) to the registrant's annual report on Form 10-KSB for the year ended December 31, 2004), as amended.)

**(d) Miscellaneous contract:**

(i) Option Agreement to Purchase Real Property and Related Assets, dated June 9, 2003, by and between Dunellen, LLC and Global Companies, LLC (incorporated by reference to Exhibit 10(b)(i) to the registrant's report on Form 10-QSB/A for the quarterly period ended June 30, 2003), as amended.

**20.1** Map of the Company's parcels in Downtown Providence, Rhode Island

**20.2** Map of the Company's petroleum storage facility in East Providence, Rhode Island

**21** Subsidiaries of the Company

**31.1** Rule 13a-14(a) Certification of President and Principal Executive Officer

**31.2** Rule 13a-14(a) Certification of Treasurer and Principal Financial Officer

**32.1** Certification of President and Principal Executive Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

**32.2** Certification of Treasurer and Principal Financial Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

**101** The following financial information from the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2012, filed with the Securities and Exchange Commission on March xx, 2013, formatted in eXtensible Business Reporting Language:

- (i) Consolidated Balance Sheets as of December 31, 2012 and December 31, 2011
- (ii) Consolidated Statements of Income for the Years ended December 31, 2012 and 2011
- (iii) Consolidated Statements of Shareholders' Equity for the Years ended December 31, 2012 and 2011
- (iv) Consolidated Statements of Cash Flows for the Years ended December 30, 2012 and 2011
- (v) Notes to Consolidated Financial Statements.

This exhibit will not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934 (15 U.S.C.78r), or otherwise subject to the liability of that section. Such exhibit will not be deemed to be incorporated by reference into any filing under the Securities Act or Securities Exchange Act, except to the extent that the Company specifically incorporates it by reference.

**SIGNATURES**

In accordance with Section 13 or 15(d) of the Exchange Act, the Company has caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CAPITAL PROPERTIES, INC.

By /s/ Robert H. Eder  
Robert H. Eder  
President and Principal Executive Officer

DATED: November 7, 2013

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed by the following persons on behalf of the Company and on the dates indicated.

/s/ Robert H. Eder  
Robert H. Eder  
President and Director  
Principal Executive Officer

November 7, 2013

/s/ Barbara J. Dreyer  
Barbara J. Dreyer  
Treasurer, Principal Financial Officer

November 7, 2013

and Principal Accounting Officer

/s/ Craig M. Scott  
Craig M. Scott, Director

November 7, 2013

/s/ Harris N. Rosen  
Harris N. Rosen, Director

November 7, 2013