

Seaspan CORP
Form 8-A12B
June 27, 2018

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

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF
THE SECURITIES EXCHANGE ACT OF 1934

SEASPAN CORPORATION*

(Exact Name of Registrant as Specified in its Charter)

***And the Guarantors listed below**

Republic of The Marshall Islands	N/A
(State of Incorporation or Organization)	(IRS Employer Identification No.)
Unit 2, 2nd Floor, Bupa Centre,	
141 Connaught Road West,	

Hong Kong

China

(Address of principal executive office)

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

Title of each class to be so registered	Name of each exchange on which each class is to be registered
5.50% Senior Notes due 2025 and the related guarantees	New York Stock Exchange

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c) or (e), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d) or (e), check the following box.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.

**Securities Act registration statement or Regulation A offering statement file number to which this form relates:
333-225681.**

Securities to be registered pursuant to Section 12(g) of the Act: None

TABLE OF ADDITIONAL REGISTRANTS

Name of Additional Registrant*	State or Other Jurisdiction of Incorporation or Organization	I.R.S. Employer Identification Number
Seaspan Holding 140 Ltd.	Republic of the Marshall Islands	N/A
Seaspan 140 Ltd.	Republic of the Marshall Islands	N/A
Seaspan (Asia) Corporation	Republic of the Marshall Islands	N/A
Seaspan Containership 2180 Ltd.	Republic of the Marshall Islands	N/A
Seaspan Containership 2181 Ltd.	Republic of the Marshall Islands	N/A
Seaspan Holdco I Ltd.	Republic of the Marshall Islands	N/A
Seaspan Holdco II Ltd.	Republic of the Marshall Islands	N/A
Seaspan Holdco III Ltd.	Republic of the Marshall Islands	N/A
Seaspan Holdco IV Ltd.	Republic of the Marshall Islands	N/A
Seaspan Investment I Ltd.	Republic of the Marshall Islands	N/A
Seaspan Ship Management Ltd.	British Columbia, Canada	N/A
Seaspan Crew Management Ltd.	Commonwealth of the Bahamas	N/A
Seaspan Management Services Limited	Bermuda	N/A
Seaspan Advisory Services Limited	Bermuda	N/A

*Seaspan Corporation is the issuer of the 5.50% Senior Notes due 2025. The other listed registrants are guarantors of the 5.50% Senior Notes due 2025. The address, including zip code, and telephone number, including area code, of Seaspan Corporation's principal executive offices is Unit 2, 2nd Floor, Bupa Centre, 141 Connaught Road West, Hong Kong, China, Tel: (852) 2540-1686. The address, including zip code, and telephone number, including area code, of the principal executive offices of each of Seaspan Holding 140 Ltd., Seaspan 140 Ltd., Seaspan (Asia) Corporation, Seaspan Containership 2180 Ltd., Seaspan Containership 2181 Ltd., Seaspan Holdco I Ltd., Seaspan Holdco II Ltd., Seaspan Holdco III Ltd., Seaspan Holdco IV Ltd. and Seaspan Investment I Ltd. is Trust Company Complex, Ajeltake Road, Ajeltake Island, PO Box 1405, Majuro, Marshall Islands MH 96960, Tel: (852) 2540-1686. The address, including zip code, and telephone number, including area code, of Seaspan Ship Management Ltd.'s principal executive offices is 2600-200 Granville Street, Vancouver, BC, Canada V6C 1S4, Tel: (604) 638-2575. The address, including zip code, and telephone number, including area code, of Seaspan Crew Management Ltd.'s principal executive offices is c/o H&J Corporate Services Ltd., Ocean Centre, East Bay Street, PO Box SS 19084, Nassau, Bahamas, Tel: (604) 638-2575. The address, including zip code, and telephone number, including area code, of the principal executive offices of each of Seaspan Management Services Limited and Seaspan Advisory Services Limited is c/o Conyers Dill & Pearman, Clarendon House, 2 Church Street, PO Box HM 666, Hamilton HM CX, Bermuda, Tel: (852) 2540-1686.

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered.

The securities to be registered hereby are the 5.50% Senior Notes due 2025 of Seaspan Corporation (the Registrant). For a description of the notes, reference is made to (i) the information set forth under the heading "Description of the New Exchange Notes" in the prospectus, dated June 15, 2018, included in the Registrant's Registration Statement on Form F-4 (Registration No. 333-225681) under the Securities Act of 1933, as amended (the Securities Act), as filed with the Securities and Exchange Commission (the SEC) on June 15, 2018 and (ii) the information set forth under the heading "Description of the New Exchange Notes" in the Registrant's final prospectus dated June 22, 2018, as filed with the SEC pursuant to Rule 424(b) under the Securities Act, each of which is incorporated by reference herein.

Item 2. Exhibits.

4.1 Indenture, dated October 10, 2017, between Seaspan Corporation and The Bank of New York Mellon, as trustee (incorporated herein by reference to Exhibit 4.1 to Seaspan Corporation's Report of Foreign Private Issuer on Form 6-K (File No. 001-32591), furnished to the SEC on October 12, 2017).

4.2 Second Supplemental Indenture, dated February 14, 2018, between Seaspan Corporation, certain guarantors and The Bank of New York Mellon, as trustee (incorporated herein by reference to Exhibit 4.2 to Seaspan Corporation's Report of Foreign Private Issuer on Form 6-K (File No. 001-32591), furnished to the SEC on February 15, 2018).

4.3 Third Supplemental Indenture, dated February 22, 2018, between Seaspan Corporation, certain guarantors and The Bank of New York Mellon (incorporated herein by reference to Exhibit 4.1 to Seaspan Corporation's Report of Foreign Private Issuer on Form 6-K (File No. 001-32591), furnished to the SEC on February 22, 2018).

4.4 Fourth Supplemental Indenture, dated March 22, 2018, among Seaspan Corporation, certain guarantors and The Bank of New York Mellon (incorporated herein by reference to Exhibit 4.5 to Seaspan Corporation's Report of Foreign Private Issuer on Form 6-K (File No. 001-32591), furnished to the SEC on March 30, 2018).

4.5 Fifth Supplemental Indenture, dated March 26, 2018, among Seaspan Corporation, Seaspan Investment I Ltd., certain guarantors, and The Bank of New York Mellon (incorporated herein by reference to Exhibit 4.6 to Seaspan Corporation's Report of Foreign Private Issuer on Form 6-K (File No. 001-32591), furnished to the SEC on March 30, 2018).

4.6 Sixth Supplemental Indenture, dated March 26, 2018, among Seaspan Corporation, certain guarantors, and The Bank of New York Mellon (incorporated herein by reference to Exhibit 4.7 to Seaspan Corporation's Report of Foreign Private Issuer on Form 6-K (File No. 001-32591), furnished to the SEC on March 30, 2018).

4.7 Seventh Supplemental Indenture, dated June 8, 2018, by and among Seaspan Corporation, certain guarantors (including Seaspan Investment I Ltd.) and The Bank of New York Mellon, as trustee (incorporated herein by reference to Exhibit 4.8 to Seaspan Corporation's Report of Foreign Private Issuer on Form 6-K (File No. 001-32591), furnished to the SEC on June 11, 2018).

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: June 27, 2018

SEASPAN CORPORATION

By: /s/ Mark Chu
Mark Chu
Secretary and General Counsel

**SEASPAN HOLDING 140 LTD.
SEASPAN 140 LTD.
SEASPAN (ASIA) CORPORATION
SEASPAN CONTAINERSHIP 2180 LTD.
SEASPAN CONTAINERSHIP 2181 LTD.
SEASPAN HOLDCO I LTD.
SEASPAN HOLDCO II LTD.
SEASPAN HOLDCO III LTD.
SEASPAN HOLDCO IV LTD.
SEASPAN INVESTMENT I LTD.**

By: /s/ Mark Chu
Mark Chu
Secretary

**SEASPAN SHIP MANAGEMENT LTD.
SEASPAN CREW MANAGEMENT LTD.
SEASPAN MANAGEMENT SERVICES LIMITED
SEASPAN ADVISORY SERVICES
LIMITED**

By: /s/ Peter Curtis
Peter Curtis
President

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Net cash used in financing activities

(105.3
)

(128.8
)

—

128.1

(106.0
)

Net increase in cash and cash equivalents during the period

—

75.0

0.3

—

75.3

Cash, cash equivalents and restricted cash at beginning of period

—

61.3

3.0

—

64.3

Cash, cash equivalents and restricted cash at end of period

\$

—

\$

136.3

\$
3.3

\$
—

\$
139.6

93

[Notes Index](#)

KAISER ALUMINUM CORPORATION AND SUBSIDIARY COMPANIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS

(In millions of dollars)

Year Ended December 31, 2017

	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidating Adjustments	Consolidated
Cash flows from operating activities:					
Net cash (used in) provided by operating activities	\$(24.2)	\$ 156.9	\$ 8.8	\$ —	\$ 141.5
Cash flows from investing activities:					
Capital expenditures	—	(74.7)	(0.8)	—	(75.5)
Purchase of available for sale securities	—	(247.5)	—	—	(247.5)
Proceeds from disposition of available for sale securities	—	296.9	—	—	296.9
Proceeds from disposal of property, plant and equipment	—	0.6	—	—	0.6
Intercompany loans receivable	143.2	—	(7.6)	(135.6)	—
Net cash provided by (used in) investing activities	143.2	(24.7)	(8.4)	(135.6)	(25.5)
Cash flows from financing activities:					
Repayment of capital lease	—	(0.4)	—	—	(0.4)
Cancellation of shares to cover employees' tax withholdings upon vesting of non-vested shares	(4.5)	—	—	—	(4.5)
Repurchase of common stock	(79.5)	—	—	—	(79.5)
Cash dividends and dividend equivalents paid	(35.0)	—	—	—	(35.0)
Intercompany loans payable	—	(135.6)	—	135.6	—
Net cash used in financing activities	(119.0)	(136.0)	—	135.6	(119.4)
Net (decrease) increase in cash and cash equivalents during the period	—	(3.8)	0.4	—	(3.4)
Cash, cash equivalents and restricted cash at beginning of period	—	65.1	2.6	—	67.7
Cash, cash equivalents and restricted cash at end of period	\$—	\$ 61.3	\$ 3.0	\$ —	\$ 64.3

Notes Index**KAISER ALUMINUM CORPORATION AND SUBSIDIARY COMPANIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS****(In millions of dollars)****Year Ended December 31, 2016**

	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidating Adjustments	Consolidated
Cash flows from operating activities:					
Net cash provided by operating activities	\$177.7	\$ 178.7	\$ 9.2	\$(200.0)	\$ 165.6
Cash flows from investing activities:					
Capital expenditures	—	(74.0)	(2.1)	—	(76.1)
Purchase of available for sale securities	—	(255.3)	—	—	(255.3)
Proceeds from disposition of available for sale securities	—	55.0	—	—	55.0
Intercompany loans receivable ¹	(166.0)	110.4	(1.3)	56.9	—
Net cash used in investing activities	(166.0)	(163.9)	(3.4)	56.9	(276.4)
Cash flows from financing activities:					
Repayment of principal and redemption premium of 8.25% Senior Notes	(206.0)	—	—	—	(206.0)
Issuance of 5.875% Senior Notes	375.0	—	—	—	375.0
Cash paid for debt issuance costs	(6.8)	—	—	—	(6.8)
Proceeds from stock option exercises	1.2	—	—	—	1.2
Cancellation of shares to cover employees' tax withholdings upon vesting of non-vested shares	(2.9)	—	—	—	(2.9)
Repurchase of common stock	(33.3)	—	—	—	(33.3)
Cash dividends and dividend equivalents paid	(32.4)	—	—	—	(32.4)
Cash dividends paid to Parent	—	(200.0)	—	200.0	—
Intercompany loans payable ¹	(106.5)	167.3	(3.9)	(56.9)	—
Net cash (used in) provided by financing activities	(11.7)	(32.7)	(3.9)	143.1	94.8
Net (decrease) increase in cash and cash equivalents during the period	—	(17.9)	1.9	—	(16.0)
Cash, cash equivalents and restricted cash at beginning of period	—	83.0	0.7	—	83.7
Cash, cash equivalents and restricted cash at end of period	\$—	\$ 65.1	\$ 2.6	\$—	\$ 67.7

As a result of Parent's additional liquidity associated with the 5.875% Senior Notes (see Note 8), we classify all intercompany receivables and payables as Intercompany loans receivable and Intercompany loans payable, respectively, and therefore categorize changes in these balances within the investing and financing sections, respectively, of the Condensed Consolidating Statement of Cash Flows.

Notes Index**KAISER ALUMINUM CORPORATION AND SUBSIDIARY COMPANIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****18. Quarterly Financial Data (Unaudited)**

The following tables present the unaudited financial data for each of the interim periods in 2018 and 2017 (in millions of dollars, except per share amounts):

	Quarter Ended 31-Mar	Quarter Ended 30-Jun	Quarter Ended 30-Sep	Quarter Ended 31-Dec
2018				
Net sales	\$388.0	\$415.4	\$393.1	\$389.4
Cost of products sold, excluding depreciation, amortization and other items	\$316.7	\$343.4	\$323.3	\$317.3
Gross profit	\$71.3	\$72.0	\$69.8	\$72.1
Operating income	\$37.1	\$34.7	\$34.9	\$36.9
Net income	\$25.7	\$20.7	\$21.7	\$23.6
Net income per common share, Basic	\$1.54	\$1.24	\$1.31	\$1.44
Net income per common share, Diluted	\$1.51	\$1.22	\$1.29	\$1.41
Dividends declared per common share	\$0.55	\$0.55	\$0.55	\$0.55
	Quarter Ended 31-Mar	Quarter Ended 30-Jun	Quarter Ended 30-Sep	Quarter Ended 31-Dec
2017				
Net sales	\$355.3	\$356.3	\$332.8	\$353.1
Cost of products sold, excluding depreciation, amortization and other items	\$262.7	\$289.6	\$256.4	\$277.2
Gross profit	\$92.6	\$66.7	\$76.4	\$75.9
Operating income	\$59.3	\$12.5	\$41.5	\$41.9
Net income (loss) ¹	\$36.0	\$4.7	\$19.9	\$(15.2)
Net income (loss) per common share, Basic	\$2.07	\$0.28	\$1.18	\$(0.90)
Net income (loss) per common share, Diluted	\$2.04	\$0.27	\$1.16	\$(0.90)
Dividends declared per common share	\$0.50	\$0.50	\$0.50	\$0.50

¹ The quarter ended June 30, 2017 reflected an \$18.4 million goodwill impairment charge (see Note 3). The quarter ended December 31, 2017 included the tax provision effect of \$37.2 million due to the Tax Act (see Note 13).

19. Subsequent Events

Dividend Declaration. On January 15, 2019, we announced that our Board of Directors declared a quarterly cash dividend of \$0.60 per common share, or approximately \$9.8 million (including dividend equivalents), which was paid on February 15, 2019 to stockholders of record at the close of business on January 25, 2019.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures. We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our reports under the Securities Exchange Act of 1934 is processed, recorded, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and that such information is accumulated and communicated to management, including the principal executive officer and principal financial officer, to allow for timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives and management is required to apply our judgment in evaluating the cost-benefit relationship of possible controls and procedures. An evaluation of the effectiveness of the design and operation of our disclosure controls and procedures was performed as of the end of the period covered by this Report under the supervision of and with the participation of our management, including the principal executive officer and principal financial officer. Based on that evaluation, our principal executive officer and principal financial officer concluded that our disclosure controls and procedures were effective as of December 31, 2018 at the reasonable assurance level.

Management's Annual Report on Internal Control Over Financial Reporting. Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934. Our internal control over financial reporting is designed under the supervision of our principal executive officer and principal financial officer and effected by our Board of Directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States and include those policies and procedures that:

- (1) Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect our transactions and the dispositions of our assets;
- (2) Provide reasonable assurance that our transactions are recorded as necessary to permit preparation of financial statements in accordance with accounting principles generally accepted in the United States and that our receipts and expenditures are being made only in accordance with authorizations of our management and Board of Directors; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on our financial statements.

Because of inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we assessed the effectiveness of our internal control over financial reporting as of December 31, 2018, using the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission in Internal Control - Integrated Framework as established in 2013. Based on that evaluation, our principal executive officer and principal financial officer concluded that our internal control over financial reporting was effective as of December 31, 2018.

Deloitte & Touche LLP, the independent registered public accounting firm that audited our consolidated financial statements for the year ended December 31, 2018 included in Item 8. "Financial Statements and Supplementary Data" of this Report, has issued an attestation report on the effectiveness of our internal control over financial reporting. *Changes in Internal Controls Over Financial Reporting.* We had no changes in our internal control over financial reporting during our most recently completed fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. Other Information

None.

Part III

Item 10. *Directors, Executive Officers and Corporate Governance*

The information required by this item is incorporated by reference to the information included under the captions "Executive Officers," "Proposals Requiring Your Vote – Proposal 1 – Election of Directors," "Section 16(a) Beneficial Ownership Reporting Compliance" and "Corporate Governance" in our proxy statement for the 2019 annual meeting of stockholders.

Item 11. *Executive Compensation*

The information required by this item is incorporated by reference to the information included under the captions "Executive Compensation," "Director Compensation" and "Corporate Governance – Board Committees – Compensation Committee – Compensation Committee Interlocks and Insider Participation" in our proxy statement for the 2019 annual meeting of stockholders.

Item 12. *Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters*

The information required by this item is incorporated by reference to the information included under the captions "Equity Compensation Plan Information" and "Principal Stockholders and Management Ownership" in our proxy statement for the 2019 annual meeting of stockholders.

Item 13. *Certain Relationships and Related Transactions and Director Independence*

The information required by this item is incorporated by reference to the information included under the captions "Certain Relationships and Related Transactions" and "Corporate Governance – Director Independence" in our proxy statement for the 2019 annual meeting of stockholders.

Item 14. *Principal Accountant Fees and Services*

The information required by this item is incorporated by reference to the information included under the caption "Independent Public Accountants" in our proxy statement for the 2019 annual meeting of stockholders.

PART IV

Item 15. Exhibits and Financial Statement Schedules

1. Financial Statements

The following are contained in this 2018 Form 10-K Report:
Report of Independent Registered Public Accounting Firm

Consolidated Balance Sheets

Statements of Consolidated Income

Statements of Consolidated Comprehensive Income

Statements of Consolidated Stockholders' Equity

Statements of Consolidated Cash Flows

Notes to Consolidated Financial Statements

2. Financial Statement Schedules

All schedules are omitted because they are either inapplicable or the required information is included in the Consolidated Financial Statements or the notes thereto included in Item 8. "Financial Statements and Supplementary Data" and incorporated herein by reference.

3. Exhibits

Exhibit Number	Description
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- | | |
|-----|---|
| 3.1 | <u>Amended and Restated Certificate of Incorporation of the Company (incorporated by reference to Exhibit 3.1 to the Registration Statement on Form 8-A, filed by the Company on July 6, 2006, File No. 000-52105).</u> |
| 3.2 | <u>Certificate of Amendment to Amended and Restated Certificate of Incorporation of the Company dated July 2, 2008 (incorporated by reference to Exhibit 3.2 to the Quarterly Report on Form 10-Q, filed by the Company on August 7, 2008, File No. 000-52105).</u> |
| 3.3 | <u>Certificate of Amendment to Amended and Restated Certificate of Incorporation of the Company dated June 2, 2015 (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K, filed by the Company on June 8, 2015, File No. 000-52105).</u> |
| 3.4 | <u>Certificate of Amendment to Amended and Restated Certificate of Incorporation of the Company dated May 26, 2016 (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K, filed by the Company on May 26, 2016, File No. 001-09447).</u> |
| 3.5 | <u>Certificate of Designation of Series A Junior Participating Preferred Stock of Kaiser Aluminum Corporation, as filed with the Secretary of State of the State of Delaware on April 7, 2016 (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K, filed by the Company on April 8, 2016, File No. 001-9447).</u> |
| 3.6 | <u>Amended and Restated Bylaws of the Company (incorporated by reference to Exhibit 3.2 to the Registration Statement on Form 8-A, filed by the Company on July 6, 2006, File No. 000-52105).</u> |
| 3.7 | <u>Amendment to Amended and Restated Bylaws of the Company (incorporated by reference to Exhibit 3.2 to the Current Report on Form 8-K, filed by the Company on June 8, 2015, File No. 000-52105).</u> |

Exhibit Number	Description
4.1	<u>Indenture, dated May 12, 2016, by and among Kaiser Aluminum Corporation, each of the guarantors named therein and Wells Fargo Bank, National Association, as Trustee (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K, filed by the Company on May 12, 2016, File No. 001-09447).</u>
4.2	<u>Form of 5.875% Senior Note due 2024 (included in Exhibit 4.1).</u>
4.3	<u>Tax Asset Protection Rights Agreement, dated as of April 7, 2016, between Kaiser Aluminum Corporation and Computershare Inc., as Rights Agent (including the form of Certificate of Designation of Series A Junior Participating Preferred Stock attached as Exhibit A thereto, the form of Rights Certificate attached as Exhibit B thereto and the Summary of Rights to Purchase Preferred Stock attached as Exhibit C thereto) (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K, filed by the Company on April 8, 2016, File No. 001-9447).</u>
10.1	<u>Credit Agreement, dated as of December 1, 2015, among the Company, Kaiser Aluminum Investments Company, Kaiser Aluminum Fabricated Products, LLC, Kaiser Aluminum Washington, LLC and Kaiser Aluminum Alexco, LLC, certain financial institutions from time to time party thereto, as lenders, JPMorgan Chase Bank, N.A., as administrative agent, J.P. Morgan Securities LLC and Wells Fargo Capital Finance, LLC, as joint bookrunners and joint lead arrangers, Wells Fargo Capital Finance, LLC, as documentation agent, and Bank of America, N.A., as syndication agent (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K, filed by the Company on December 1, 2015, File No. 000-52105).</u>
10.2	<u>Description of Compensation of Directors (incorporated by reference to Exhibit 10.1 to the Quarterly Report on Form 10-Q, filed by the Company on July 28, 2017 File No. 001-09447)</u>
**10.3	<u>Employment Agreement, dated as of July 15, 2017, between the Company and Jack A. Hockema (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K, filed by the Company on July 17, 2017, File No. 001-09447).</u>
**10.4	<u>Form of Director Indemnification Agreement (incorporated by reference to Exhibit 10.8 to the Current Report on Form 8-K, filed by the Company on July 6, 2006, File No. 000-52105).</u>
**10.5	<u>Form of Officer Indemnification Agreement (incorporated by reference to Exhibit 10.9 to the Current Report on Form 8-K, filed by the Company on July 6, 2006, File No. 000-52105).</u>
**10.6	<u>Form of Director and Officer Indemnification Agreement (incorporated by reference to Exhibit 10.10 to the Current Report on Form 8-K, filed by the Company on July 6, 2006, File No. 000-52105).</u>
**10.7	<u>Kaiser Aluminum Fabricated Products Restoration Plan (incorporated by reference to Exhibit 10.14 to the Current Report on Form 8-K, filed by the Company on July 6, 2006, File No. 000-52105).</u>
**10.8	<u>Amendment to the Kaiser Aluminum Fabricated Products Restoration Plan (incorporated by reference to Exhibit 10.4 to the Current Report on Form 8-K, filed by the Company on December 31, 2008, File No. 000-52105).</u>
10.9	<u>Amended and Restated Director Designation Agreement dated February 13, 2015 (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K, filed by the Company on February 13, 2015, File No. 000-52105).</u>

- Form of Change in Control Severance Agreement for John M. Donnan, Keith A. Harvey, and Daniel J. Rinkenberger (incorporated by reference to Exhibit 10.33 to the Annual Report on Form 10-K for the period ended December 31, 2002, filed by the Company on March 31, 2003, File No. 001-9447).
- **10.10
- Form of Change in Control Severance Agreement for John Barneson (incorporated by reference to Exhibit 10.32 to the Annual Report on Form 10-K for the period ended December 31, 2002, filed by the Company on March 31, 2003, File No. 001-9447).
- **10.11
- Form of Amendment to the Change in Control Severance Agreement with John Barneson, John M. Donnan, Keith A. Harvey and Daniel J. Rinkenberger (incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K, filed by the Company on December 31, 2008, File No. 000-52105).
- **10.12
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Exhibit Number	Description
**10.13	<u>Kaiser Aluminum Corporation Amended and Restated 2006 Equity and Performance Incentive Plan (incorporated by reference to Exhibit 10.7 to the Quarterly Report on Form 10-Q, filed by the Company on April 24, 2013, File No. 000-52105).</u>
**10.14	<u>Kaiser Aluminum Corporation 2016 Equity and Incentive Compensation Plan (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K, filed by the Company on May 26, 2016, File No. 001-09447).</u>
10.15	<u>Form of Non-Employee Director Restricted Stock Award Agreement (incorporated by reference to Exhibit 10.2 to the Quarterly Report on Form 10-Q, filed by the Company on July 27, 2016, File No. 001-09447).</u>
**10.16	<u>Executive Officer Restricted Stock Award Agreement (incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K, filed by the Company on March 9, 2015, File No. 000-52105).</u>
**10.17	<u>2016 Form of Executive Officer Performance Shares Award Agreement (incorporated by reference to Exhibit 10.3 to the Current Report on Form 8-K, filed by the Company on March 9, 2015, File No. 000-52105).</u>
**10.18	<u>2016 Form of Executive Officer Restricted Stock Unit Award Agreement (incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K, filed by the Company on March 10, 2016, File No. 000-52105).</u>
**10.19	<u>Form of Amendment to 2016 Restricted Stock Unit Award Agreement with Jack Hockema and John Barneson (incorporated by reference to Exhibit 10.5 to the Current Report on Form 8-K, filed by the Company on March 9, 2017, File No. 001-09447).</u>
**10.20	<u>2016-2018 Long-Term Incentive Plan (incorporated by reference to Exhibit 10.3 to the Current Report on Form 8-K, filed by the Company on March 10, 2016, File No. 000-52105).</u>
**10.21	<u>Description of 2016 Long-Term Incentive Umbrella Plan under the Kaiser Aluminum Corporation Amended and Restated 2006 Equity and Performance Incentive Plan (incorporated by reference to Exhibit 10.5 to the Quarterly Report on Form 10-Q, filed by the Company on April 22, 2016, File No. 001-09447).</u>
**10.22	<u>2017 and 2018 Form of Executive Officer Restricted Stock Unit Award Agreement (incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K, filed by the Company on March 9, 2017, File No. 001-09447).</u>
**10.23	<u>2017 and 2018 Form of Executive Officer Performance Shares Award Agreement (incorporated by reference to Exhibit 10.3 to the Current Report on Form 8-K, filed by the Company on March 9, 2017, File No. 001-09447).</u>
**10.24	<u>Amended and Restated 2017-2019 Long-Term Incentive Plan (incorporated by reference to Exhibit 10.2 to the Quarterly Report on Form 10-Q, filed by the Company on July 28, 2017, File No. 001-09447).</u>
**10.25	<u>Description of 2017 Long-Term Incentive Umbrella Plan under the Kaiser Aluminum Corporation 2016 Equity and Incentive Compensation Plan (incorporated by reference to Exhibit 10.7 to the Quarterly Report</u>

on Form 10-Q, filed by the Company on April 21, 2017, File No. 001-09447).

**10.26 2018 Short-Term Incentive Plan (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K, filed by the Company on March 7, 2018, File No. 001-09447).

**10.27 2018-2020 Long-Term Incentive Plan (incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K, filed by the Company on March 7, 2018, File No. 001-09447).

21.1 Significant Subsidiaries of Kaiser Aluminum Corporation (incorporated by reference to Exhibit 21.1 to the Annual Report on Form 10-K, filed by the Company on February 18, 2014, File No. 000-52105).

*23.1 Consent of Independent Registered Public Accounting Firm.

101

Exhibit Number	Description
*31.1	<u>Certification of Jack A. Hockema pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>
*31.2	<u>Certification of Daniel J. Rinkenberger pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>
*32.1	<u>Certification of Jack A. Hockema pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>
*32.2	<u>Certification of Daniel J. Rinkenberger pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>
101.INS	XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
*101.SCH	XBRL Taxonomy Extension Schema
*101.CAL	XBRL Taxonomy Extension Calculation
*101.DEF	XBRL Taxonomy Extension Definition
*101.LAB	XBRL Taxonomy Extension Label
*101.PRE	XBRL Taxonomy Extension Presentation

* Filed herewith.

** Management contract or compensatory plan or arrangement required to be filed as an exhibit to this Annual Report on Form 10-K.

Item 16. Form 10-K Summary

None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

KAISER ALUMINUM
CORPORATION

/s/ Jack A.
Hockema
Jack A.
Hockema
Chief
Executive
Officer and
Chairman

Date: February 22, 2019

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

/s/ Jack A. Hockema
 Jack A. Hockema
 Chief Executive Officer,
 Chairman of the Board and Director
 (Principal Executive Officer) Date: February 22, 2019

/s/ Daniel J. Rinkenberger
 Daniel J. Rinkenberger
 Executive Vice President and Chief
 Financial Officer
 (Principal Financial Officer) Date: February 22, 2019

/s/ Neal West
 Neal West
 Vice President and Chief
 Accounting Officer
 (Principal Accounting Officer) Date: February 22, 2019

/s/ Carolyn Bartholomew
 Carolyn Bartholomew
 Director Date: February 22, 2019

David Foster
 Director

L. Patrick Hassey
 Director

/s/ Emily Liggett
 Emily Liggett
 Director Date: February 22, 2019

/s/ Lauralee Martin
 Lauralee Martin
 Director Date: February 22, 2019

/s/ Alfred E. Osborne, Jr., Ph.D.
 Alfred E. Osborne, Jr., Ph.D.
 Director Date: February 22, 2019

Jack Quinn
 Director

/s/ Thomas M. Van Leeuwen
 Thomas M. Van Leeuwen
 Director Date: February 22, 2019

/s/ Brett E. Wilcox
 Brett E. Wilcox
 Director Date: February 22, 2019