

Form **8937**

(December 2011)  
Department of the Treasury  
Internal Revenue Service

### Report of Organizational Actions Affecting Basis of Securities

OMB No. 1545-2224

▶ See separate instructions.

#### Part I Reporting Issuer

1 Issuer's name <b>SEASpan CORPORATION</b>		2 Issuer's employer identification number (EIN) <b>98-0464510</b>	
3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact <b>Unit 2 - 2nd Floor, Bupa Centre, 141 Connaught Road West</b>		7 City, town, or post office, state, and Zip code of contact <b>Hong Kong</b>	
8 Date of action <b>December 31, 2014</b>		9 Classification and description <b>Series D Preferred Shares</b>	
10 CUSIP number <b>Y75638208</b>	11 Serial number(s)	12 Ticker symbol <b>SSW PRD</b>	13 Account number(s)

#### Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ **During the year ended December 31, 2014, Seaspan Corporation declared the following cash distributions per share to the Series D preferred shareholders of record as of the dates specified below:**

- \$0.496875 per share held as of January 29, 2014**
- \$0.496875 per share held as of April 29, 2014**
- \$0.496875 per share held as of July 29, 2014**
- \$0.496875 per share held as of October 29, 2014**

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ **Dividends paid in excess of the current and accumulated earnings and profits of a corporation reduce the basis of the shares of the corporation pursuant to Internal Revenue Code 301(c)(2) and 316(a).**

**The current and accumulated earnings and profits of Seaspan Corporation is less than the cash distributions declared and paid to date. As a portion of the distributions is in excess of earnings and profits, the bases of each share held as of the date of record should be reduced as follows:**

- \$0.345480 per share held as of January 29, 2014**
- \$0.345480 per share held as of April 29, 2014**
- \$0.345480 per share held as of July 29, 2014**
- \$0.345480 per share held as of October 29, 2014**

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ **Based on Seaspan Corporation's current and accumulated earnings and profits, \$0.151395 of the distributions per share were paid out of current and accumulated earnings and profits and are allocated in order of the cash distributions.**

**The remaining cash distributions should reduce the basis of each share held by each shareholder as of the date of record as described in section (15) above.**

**Part II Organizational Action** (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ IRC 316 and 301(c)

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18 Can any resulting loss be recognized? ▶ For US federal income tax purposes, the distributions will not result in any tax loss for any Series D preferred shareholder of Seaspan Corporation.

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19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ The reportable tax year is 2014.

Shareholders as of the following dates of record should reduce the basis of each share held as of those dates, by the following amounts per share:

- \$0.345480 per share held as of January 29, 2014
- \$0.345480 per share held as of April 29, 2014
- \$0.345480 per share held as of July 29, 2014
- \$0.345480 per share held as of October 29, 2014

**Sign Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ▶ *Sai W. Chu* Date ▶ MAR 13, 2015

Print your name ▶ SAI W. CHU Title ▶ CFO

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶	Firm's EIN ▶			
	Firm's address ▶	Phone no.			