

Carlyle Holdings II L.P.
Form 3
April 20, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

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|--|---|--|---|---|---|
| <p>1. Name and Address of Reporting Person * Â Carlyle Group Management L.L.C. _____ (Last) (First) (Middle)</p> <p>C/O THE CARLYLE GROUP, 1001,Â PENNSYLVANIA AVE., N.W. SUITE 220 SOUTH _____ (Street)</p> <p>WASHINGTON,Â DCÂ 20004-2505 _____ (City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement (Month/Day/Year) 03/13/2018</p> | <p>3. Issuer Name and Ticker or Trading Symbol Seaspan CORP [SSW]</p> | <p>4. Relationship of Reporting Person(s) to Issuer _____ (Check all applicable) _____ Director <input checked="" type="checkbox"/> 10% Owner _____ Officer _____ Other (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line) ___ Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|--|---|---|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|---|
| Series D Preferred Shares | 1,869,200 | I | See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|------------------------------------|---------------------------------|--|
|---|---|--|------------------------------------|---------------------------------|--|

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| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) |
|------------------|-----------------|-------|----------------------------|---------------------|---|
|------------------|-----------------|-------|----------------------------|---------------------|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Carlyle Group Management L.L.C. C/O THE CARLYLE GROUP, 1001 PENNSYLVANIA AVE., N.W. SUITE 220 SOUTH WASHINGTON, DC 20004-2505 | ^ | ^ X | ^ | ^ |
| Carlyle Group L.P. C/O THE CARLYLE GROUP, 1001 PENNSYLVANIA AVE., N.W., SUITE 220 SOUTH WASHINGTON, DC 20004-2505 | ^ | ^ X | ^ | ^ |
| Carlyle Holdings II GP L.L.C. C/O THE CARLYLE GROUP, 1001 PENNSYLVANIA AVE., N.W., SUITE 220 SOUTH WASHINGTON, DC 20004-2505 | ^ | ^ X | ^ | ^ |
| Carlyle Holdings II L.P. C/O THE CARLYLE GROUP, 1001 PENNSYLVANIA AVE., N.W., SUITE 220 SOUTH WASHINGTON, DC 20004-2505 | ^ | ^ X | ^ | ^ |
| Carlyle Holdings III GP Management L.L.C. C/O THE CARLYLE GROUP, 1001 PENNSYLVANIA AVE., N.W., SUITE 220 SOUTH WASHINGTON, DC 20004-2505 | ^ | ^ X | ^ | ^ |
| Carlyle Holdings III GP L.P. C/O THE CARLYLE GROUP, 1001 PENNSYLVANIA AVE., N.W., SUITE 220 SOUTH WASHINGTON, DC 20004-2505 | ^ | ^ X | ^ | ^ |
| Carlyle Holdings III GP Sub L.L.C. C/O THE CARLYLE GROUP, 1001 PENNSYLVANIA AVE., N.W., SUITE 220 SOUTH WASHINGTON, DC 20004-2505 | ^ | ^ X | ^ | ^ |
| Carlyle Holdings III L.P. C/O THE CARLYLE GROUP, 1001 PENNSYLVANIA AVE., N.W., SUITE 220 SOUTH WASHINGTON, DC 20004-2505 | ^ | ^ X | ^ | ^ |

Signatures

| | |
|--|------------|
| Carlyle Group Management L.L.C., By: /s/ William E. Conway, Jr., Name: William E. Conway, Jr., Title: Co-Executive Chairman & Co-Chief Investment Officer | 04/20/2018 |
| __Signature of Reporting Person | Date |
| The Carlyle Group L.P., By: Carlyle Group Management L.L.C., its general partner, By: /s/ William E. Conway, Jr., Name: William E. Conway, Jr., Title: Co-Executive Chairman & Co-Chief Investment Officer | 04/20/2018 |
| __Signature of Reporting Person | Date |
| Carlyle Holdings II GP L.L.C., By: The Carlyle Group L.P., its managing member, By: Carlyle Group Management L.L.C., its general partner, By: /s/ William E. Conway, Jr., Name: William E. Conway, Jr., Title: Co-Executive Chairman & Co-Chief Investment Off | 04/20/2018 |
| __Signature of Reporting Person | Date |
| Carlyle Holdings II L.P., By: /s/ William E. Conway, Jr., Name: William E. Conway, Jr., Title: Co-Executive Chairman & Co-Chief Investment Officer | 04/20/2018 |
| __Signature of Reporting Person | Date |
| Carlyle Holdings III GP Management L.L.C., By: The Carlyle Group L.P., its sole manager, By: Carlyle Group Management L.L.C., its general partner, By: /s/ William E. Conway, Jr., Name: William E. Conway, Jr., Title: Co-Exec Chairman & Co-CIO | 04/20/2018 |
| __Signature of Reporting Person | Date |
| Carlyle Holdings III GP L.P., By: Carlyle Holdings III GP Management L.L.C., its general partner, By: The Carlyle Group L.P., its sole manager, By: Carlyle Group Management L.L.C., its general partner, By: /s/ William E. Conway, Jr. | 04/20/2018 |
| __Signature of Reporting Person | Date |
| Carlyle Holdings III GP Sub L.L.C., By: Carlyle Holdings III GP L.P., By: Carlyle Holdings III GP Management L.L.C., By: The Carlyle Group L.P., By: Carlyle Group Management L.L.C., By: /s/ William E. Conway, Jr. | 04/20/2018 |
| __Signature of Reporting Person | Date |
| Carlyle Holdings III L.P., By: /s/ William E. Conway, Jr., Name: William E. Conway, Jr., Title: Co-Executive Chairman & Co-Chief Investment Officer | 04/20/2018 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Includes: (i) 47,028 shares of Series D Preferred Shares held by CP V Coinvestment A Cayman, L.P.; (ii) 9,628 shares of Series D Preferred Shares held by CP V Coinvestment B Cayman, L.P.; (iii) 17,423 shares of Series D Preferred Shares held by CAP III Co-Investment, L.P.; (iv) 1,363,936 shares of Series D Preferred Shares held by Carlyle Partners V Cayman TE, L.P.; (v) 356,417 shares of Series D Preferred Shares held by CAP III Maritime AIV, L.P.; and (vi) 74,768 shares of Series D Preferred Shares held by Carlyle-Eight Finance Asia Co-Investment Partners, L.P.
- (2) Carlyle Group Management L.L.C. is the general partner of The Carlyle Group L.P., which is a publicly traded entity listed on NASDAQ. The Carlyle Group L.P. is the managing member of each of Carlyle Holdings II GP L.L.C. and Carlyle Holdings III GP Management L.L.C.
- (3) Carlyle Holdings II GP L.L.C. is the general partner of Carlyle Holdings II L.P., which is the general partner of TC Group Cayman Investment Holdings, L.P., which is the general partner of TC Group Cayman Investment Holdings Sub L.P., which is the sole member of each of CP V General Partner, L.L.C. and CAP III, L.L.C. CP V General Partner, L.L.C. is the general partner of TC Group V Cayman, L.P., which is the general partner of each of CP V Coinvestment A Cayman, L.P. and CP V Coinvestment B Cayman, L.P.

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CAP III, L.L.C. is the general partner of CAP III General Partner, L.P., which is the general partner of CAP III Co-Investment, L.P.

- (4) Carlyle Holdings III GP Management L.L.C. is the general partner of Carlyle Holdings III GP L.P., which is the sole member of Carlyle Holdings III GP Sub L.L.C., which is the general partner of Carlyle Holdings III L.P., which is the general partner of TC Group Cayman L.P., which is the general partner of TC Group Cayman Sub, L.P., which is the sole shareholder of each of CP V S3 GP, Ltd. and CAP III S3 Ltd. CP V S3 GP, Ltd. is the general partner of TC Group V Cayman S3, L.P., which is the general partner of Carlyle Partners V Cayman TE, L.P. CAP III S3 Ltd. is the general partner of CAP III General Partner S3, L.P., which is the general partner of each of CAP III Maritime AIV, L.P. and Carlyle-Eight Finance Asia Co-Investment Partners, L.P.

Â

Remarks:

Due to the limitations of the electronic filing system TC Group Cayman Investment Holdings, L.P.,

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.