

Seaspan CORP  
Form SC 13D/A  
January 13, 2015

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

**SCHEDULE 13D**  
**Under The Securities Exchange Act of 1934**  
**(Amendment No. 20)**

**SEASPAN CORPORATION**  
**(Name of Issuer)**  
**Class A common shares, \$.01 par value per share**  
**(Title of Class of Securities)**  
**Y75638109**  
**(CUSIP Number)**

<b>Deep Water Holdings, LLC</b>	<b>The Kyle Roy Washington 1999</b>	<b>The Kevin Lee Washington</b>	<b>Kyle Roy Washington 2005</b>	<b>Kyle Roy Washington</b>
<b>c/o Washington Corporations</b>	<b>Trust II</b>	<b>1999 Trust II</b>	<b>Irrevocable Trust u/a/d</b>	<b>Seaspan Corporation</b>
<b>101 International Way</b>	<b>c/o Copper Lion, Inc.</b>	<b>c/o Copper Lion, Inc.</b>	<b>July 15, 2005</b>	<b>2600-200 Granville St.</b>
	<b>199 East Pearl Ave.</b>	<b>199 East Pearl Ave.</b>	<b>c/o Copper Lion, Inc.</b>	<b>Vancouver, BC</b>
			<b>199 East Pearl Ave.</b>	

<b>P.O. Box 16630</b>	<b>Suite 102</b>	<b>Suite 102</b>	<b>Suite 102</b>	<b>Canada V6C 1S4</b>
<b>Missoula, MT 59808</b>	<b>P.O. Box 2490</b>	<b>P.O. Box 2490</b>	<b>P.O. Box. 2490</b>	<b>(604) 638-2575</b>
<b>(406) 523-1300</b>	<b>Jackson, WY 83001</b>	<b>Jackson, WY 83001</b>	<b>Jackson, WY 83001</b>	
	<b>(307) 773-9437</b>	<b>(307) 773-9437</b>	<b>(307) 773-9437</b>	
<b>Kyle Roy</b>	<b>Kevin Lee</b>			
<b>Washington 2014</b>	<b>Washington 2014</b>			
<b>Trust</b>	<b>Trust</b>			
<b>c/o Copper Lion,</b>	<b>c/o Copper Lion,</b>			
<b>Inc.</b>	<b>Inc.</b>			
<b>199 East Pearl Ave.</b>	<b>199 East Pearl Ave.</b>			
<b>Suite 102</b>	<b>Suite 102</b>			
<b>P.O. Box 2490</b>	<b>P.O. Box 2490</b>			
<b>Jackson, WY 83001</b>	<b>Jackson, WY 83001</b>			
<b>(307) 773-9437</b>	<b>(307) 773-9437</b>			

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

*Copy to:*

**Christopher H. Cunningham**

**K&L Gates LLP**

**925 Fourth Avenue, Suite 2900**

**Seattle, WA 98104-1158**

**Phone: (206) 370-7639**

**Fax: (206) 370-6040**

**December 30, 2014**

**(Date of Event Which Requires Filing of This Statement)**

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 of §§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 ( 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).

CUSIP No. Y75638109

1. Name of Reporting Person

**Deep Water Holdings, LLC**

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Source of Funds

**WC (See Item 3)**

5. Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

**State of Montana**

7. Sole Voting Power

NUMBER OF

SHARES

**37,175,339 Class A Common Shares\***

BENEFICIALLY

8. Shared Voting Power

OWNED BY

EACH

**0**

9. Sole Dispositive Power

REPORTING

PERSON

**37,175,339 Class A Common Shares\***

WITH

10. Shared Dispositive Power

**0**

11. Aggregate Amount Beneficially Owned by Each Reporting Person

**37,175,339 Class A Common Shares\***

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13. Percent of Class Represented by Amount in Row (11)

**38.47% \*\***

14. Type of Reporting Person

OO

\* For purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended, all Class A Common Shares held by Deep Water Holdings, LLC (Deep Water), whose sole member is The Roy Dennis Washington Revocable Living Trust created under Agreement dated November 16, 1987, including all subsequent amendments, modifications and restatements (the Dennis Washington Trust), may be deemed to be beneficially owned by the Dennis Washington Trust and by Dennis R. Washington, as trustee of the Dennis Washington Trust. Lawrence R. Simkins, the manager of Deep Water, has voting and investment power with respect to the Class A Common Shares held by Deep Water. Mr. Simkins disclaims any beneficial ownership of the Class A Common Shares beneficially owned by Deep Water, the Dennis Washington Trust and Dennis R. Washington.

\*\* Based on 96,632,490 Class A Common Shares outstanding as of November 15, 2014 set forth in the Issuer's Form S-3ASR dated November 28, 2014.

1. Name of Reporting Person

**The Roy Dennis Washington Revocable Living Trust created under Agreement dated November 16, 1987, including all subsequent amendments, modifications and restatements**

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Source of Funds

**WC (See Item 3)**

5. Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

**State of Montana**

7. Sole Voting Power

NUMBER OF

SHARES

**37,175,339 Class A Common Shares\***

BENEFICIALLY

8. Shared Voting Power

OWNED BY

EACH

**0**

9. Sole Dispositive Power

REPORTING

PERSON

**37,175,339 Class A Common Shares\***

WITH

10. Shared Dispositive Power

**0**

11. Aggregate Amount Beneficially Owned by Each Reporting Person

**37,175,339 Class A Common Shares\***

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13. Percent of Class Represented by Amount in Row (11)

**38.47%\*\***

14. Type of Reporting Person

OO

\* For purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended, all Class A Common Shares beneficially owned by The Roy Dennis Washington Revocable Living Trust created under Agreement dated November 16, 1987, including all subsequent amendments, modifications and restatements (the Dennis Washington Trust ) may also be deemed to be beneficially owned by Dennis R. Washington, the trustee of the Dennis Washington Trust.

\*\* Based on 96,632,490 Class A Common Shares outstanding as of November 15, 2014 as set forth in the Issuer's Form S-3ASR dated November 28, 2014.

1. Name of Reporting Person

**Dennis R. Washington**

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Source of Funds

**WC (See Item 3)**

5. Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

**United States of America**

7. Sole Voting Power

NUMBER OF

SHARES

**37,175,339 Class A Common Shares\***

BENEFICIALLY

8. Shared Voting Power

OWNED BY

EACH

**0**

9. Sole Dispositive Power

REPORTING

PERSON

**37,175,339 A Common Shares\***

WITH

10. Shared Dispositive Power

**0**

11. Aggregate Amount Beneficially Owned by Each Reporting Person



**37,175,339 Class A Common Shares\***

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13. Percent of Class Represented by Amount in Row (11)

**38.47% \*\***

14. Type of Reporting Person

IN

\* For purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended, all Class A Common Shares held by Deep Water Holdings, LLC, whose sole member is The Roy Dennis Washington Revocable Living Trust created under Agreement dated November 16, 1987, including all subsequent amendments, modifications and restatements (the Dennis Washington Trust ), may be deemed to be beneficially owned by the Dennis Washington Trust and by Dennis R. Washington, as trustee of the Dennis Washington Trust.

\*\* Based on 96,632,490 Class A Common Shares outstanding as of November 15, 2014 as set forth in the Issuer's Form S-3ASR dated November 28, 2014.

1. Name of Reporting Person

**The Kyle Roy Washington 1999 Trust II**

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Source of Funds

**OO (See Item 3)**

5. Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

**State of Wyoming (See Item 2)**

7. Sole Voting Power

NUMBER OF

SHARES

**0 Class A Common Shares\***

BENEFICIALLY

8. Shared Voting Power

OWNED BY

EACH

**0**  
9. Sole Dispositive Power

REPORTING

PERSON

**0 Class A Common Shares\***

WITH

10. Shared Dispositive Power

**0**

11. Aggregate Amount Beneficially Owned by Each Reporting Person

**0 Class A Common Shares\***

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13. Percent of Class Represented by Amount in Row (11)

**0%\*\***

14. Type of Reporting Person

OO

\* As the trustee of the Kyle Roy Washington 1999 Trust II (the Kyle Washington 1999 Trust ), Copper Lion, Inc. has voting and investment power with respect to the Class A Common Shares held by the Kyle Washington 1999 Trust. The Kyle Washington 1999 Trust disclaims beneficial ownership of any shares held by any other reporting person included on this Schedule 13D.

\*\* Based on 96,632,490 Class A Common Shares outstanding as of November 15, 2014 as set forth in the Issuer's Form S-3ASR dated November 28, 2014.

1. Name of Reporting Person

**The Kevin Lee Washington 1999 Trust II**

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Source of Funds

**OO (See Item 3)**

5. Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

**State of Wyoming (See Item 2)**

7. Sole Voting Power

NUMBER OF

SHARES

**0 Class A Common Shares\***

BENEFICIALLY

8. Shared Voting Power

OWNED BY

EACH

**0**  
9. Sole Dispositive Power

REPORTING

PERSON

**0 Class A Common Shares\***

WITH

10. Shared Dispositive Power

**0**

11. Aggregate Amount Beneficially Owned by Each Reporting Person

**0 Class A Common Shares\***

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13. Percent of Class Represented by Amount in Row (11)

**0%\*\***

14. Type of Reporting Person

OO

\* As the trustee of The Kevin Lee Washington 1999 Trust II (the Kevin Washington 1999 Trust ), Copper Lion, Inc. has voting and investment power with respect to the Class A Common Shares held by the Kevin Washington 1999 Trust. The Kevin Washington 1999 Trust disclaims beneficial ownership of any shares held by any other reporting person included on this Schedule 13D.

\*\* Based on 96,632,490 Class A Common Shares outstanding as of November 15, 2014 as set forth in the Issuer's Form S-3ASR dated November 28, 2014.

1. Name of Reporting Person

**Kyle Roy Washington 2005 Irrevocable Trust u/a/d July 15, 2005**

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Source of Funds

**OO (See Item 3)**

5. Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

**State of Wyoming (See Item 2)**

7. Sole Voting Power

NUMBER OF

SHARES

**1,553,593 Class A Common Shares\***

BENEFICIALLY

8. Shared Voting Power

OWNED BY

EACH

**0**

9. Sole Dispositive Power

REPORTING

PERSON

**1,553,593 Class A Common Shares\***

WITH

10. Shared Dispositive Power

**0**

11. Aggregate Amount Beneficially Owned by Each Reporting Person

**1,553,593 Class A Common Shares\***

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13. Percent of Class Represented by Amount in Row (11)

**1.61%\*\***

14. Type of Reporting Person

OO

\* As the trustee of the Kyle Roy Washington 2005 Irrevocable Trust, created under agreement dated July 15, 2005, including all subsequent amendments, modifications and restatements (the Kyle Washington 2005 Trust ), Copper Lion, Inc. has voting and investment power with respect to the Class A Common Shares held by the Kyle Washington 2005 Trust. The Kyle Washington 2005 Trust disclaims beneficial ownership of any shares held by any other reporting person included on this Schedule 13D.

\*\* Based on 96,632,490 Class A Common Shares outstanding as of November 15, 2014 as set forth in the Issuer's Form S-3ASR dated November 28, 2014.

1. Name of Reporting Person

**Copper Lion, Inc.**

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Source of Funds

**WC (See Item 3)**

5. Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

**State of Wyoming**

7. Sole Voting Power

NUMBER OF

SHARES

**12,096,880 Class A Common Shares\***

BENEFICIALLY

8. Shared Voting Power

OWNED BY

EACH

**0**

9. Sole Dispositive Power

REPORTING

PERSON

**12,096,880 Class A Common Shares\***

WITH

10. Shared Dispositive Power

**0**

11. Aggregate Amount Beneficially Owned by Each Reporting Person



**12,096,880 Class A Common Shares\***

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares

13. Percent of Class Represented by Amount in Row (11)

**12.52% \*\***

14. Type of Reporting Person

CO

\* In its capacity as trustee of The Kyle Roy Washington 1999 Trust II (The Kyle Washington 1999 Trust ), Copper Lion, Inc. (Copper Lion ) has voting and investment power with respect to the Class A Common Shares held by the Kyle Washington 1999 Trust. In its capacity as trustee of The Kevin Lee Washington 1999 Trust II (the Kevin Washington Trust ), Copper Lion has voting and investment power with respect to the Class A Common Shares held by the Kevin Washington Trust. In its capacity as trustee of the Kyle Roy Washington 2005 Irrevocable Trust, created under agreement dated July 15, 2005, including all subsequent amendments, modifications and restatements (the Kyle Washington 2005 Trust ), Copper Lion has voting and investment power with respect to the Class A Common Shares held by the Kyle Washington 2005 Trust. In its capacity as trustee of Kyle Roy Washington 2014 Trust (the Kyle Washington 2014 Trust ), Copper Lion has voting and investment power with respect to the Class A Common Shares held by the Kyle Washington 2014 Trust. In its capacity as trustee of The Kevin Lee Washington 2014 Trust (the Kevin Washington 2014 Trust ), Copper Lion has voting and investment power with respect to the Class A Common Shares held by the Kevin Washington 2014 Trust.

\*\* Based on 96,632,490 Class A Common Shares outstanding as of November 15, 2014 as set forth in the Issuer's Form S-3ASR dated November 28, 2014.

1. Name of Reporting Person

**Kyle R. Washington**

2. Check the Appropriate Box if a Member of a Group

(a)  (b)

3. SEC Use Only

4. Source of Funds

**OO (See Item 3)**

5. Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

**United States of America (See Item 2)**

NUMBER OF 7. Sole Voting Power

SHARES

BENEFICIALLY **14,010 Class A Common Shares**

8. Shared Voting Power

OWNED BY

EACH

**0**

REPORTING 9.

PERSON

WITH