

ATLANTIC POWER CORP  
Form 8-K  
February 06, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **February 6, 2014**

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**ATLANTIC POWER CORPORATION**

(Exact name of registrant as specified in its charter)

**British Columbia, Canada**  
(State or other jurisdiction of

**001-34691**  
(Commission File Number)

**55-0886410**  
(IRS Employer Identification No.)

incorporation or organization)

**One Federal Street, Floor 30**

**02110**

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**Boston, MA**

(Address of principal executive offices)

(Zip Code)

**(617) 977-2400**

(Registrant's telephone number, including area code)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 7.01 Regulation FD Disclosure.**

As previously disclosed, on January 30, 2014, Atlantic Power Limited Partnership ( APLP ), a wholly-owned indirect subsidiary of Atlantic Power Corporation (the Company ), launched the syndication of new senior credit facilities (the Credit Facilities ). In connection with the launch of the syndication of the Credit Facilities, prospective lenders will be provided with the consolidated financial statements of APLP for the years ended December 31, 2012 and 2011 (the APLP Financial Statements ), which are attached hereto as Exhibit 99.1 and incorporated by reference herein. Prospective lenders are being provided with such information because the vast majority of the APLP projects may form part of the collateral security package for the loans to be made under the Credit Facilities. The APLP Financial Statements have been prepared in accordance with International Financial Reporting Standards and are expressed in Canadian dollars (unlike the Company s consolidated financial statements, which are prepared in accordance with generally accepted accounting principles in the United States and are expressed in U.S. dollars). No assurance can be provided that APLP will be successful in the syndication of the Credit Facilities or that APLP will be able to enter into and close the Credit Facilities, or if APLP is able to enter into the Credit Facilities, the timing of closing of the Credit Facilities. The information in this Item 7.01, including Exhibit 99.1, should be read in conjunction with the information contained in the Company s filings under the Securities Exchange Act of 1934, as amended (the Exchange Act ).

The information in this Item 7.01, including Exhibit 99.1, is being furnished and shall not be deemed to be filed for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that Section, nor shall such information be deemed to be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as otherwise stated in that filing. The Company does not undertake any obligation to update the information contained in this Item 7.01, including Exhibit 99.1.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

| <b>Exhibit Number</b> | <b>Description</b>  |
|-----------------------|---|
| 99.1                  | Consolidated Financial Statements of APLP for the years ended December 31, 2012 and 2011. |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Atlantic Power Corporation

Dated: February 6, 2014

By: /s/ Terrence Ronan  
Name: Terrence Ronan  
Title: *Chief Financial Officer*

**EXHIBIT INDEX**

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