

ATLANTIC POWER CORP  
Form 4  
January 04, 2016

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN 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

## OMB APPROVAL

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
McNeil John Alexander

(Last) (First) (Middle)

C/O ATLANTIC POWER  
CORPORATION, 3 ALLIED  
DRIVE, SUITE 220

(Street)

DEDHAM, MA 02026

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

ATLANTIC POWER CORP [AT]

3. Date of Earliest Transaction  
(Month/Day/Year)

12/31/2015

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price \$
Common shares	12/31/2015		P		1,000	A	1.99 (1)
					56,500	D	

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
6.00% Convertible Debentures due December 31, 2019	\$ 10.48 (2)	12/31/2015		P		\$ 36,125 (6)		12/31/2015	12/31/2019	Common shares	3,44 (3)
6.25% Convertible Debentures due March 15, 2017	\$ 9.39 (7)	12/31/2015		P		\$ 72,250 (11)		12/31/2015	03/15/2017	Common shares	7,69 (8)
Deferred share units	(12)	12/31/2015		A		8,872		(12)	(12)	Common shares	8,87

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McNeil John Alexander C/O ATLANTIC POWER CORPORATION 3 ALLIED DRIVE, SUITE 220 DEDHAM, MA 02026	X			

## Signatures

/s John S. Miele,  
attorney-in-fact

01/04/2016

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(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) The common shares were acquired at a price of Cdn\$2.74 which was converted to the U.S. dollar equivalent of \$1.99 using the December 31, 2015 end of day exchange rate of .7225.
- (2) The 6.00% Convertible Debentures due December 31, 2019 are convertible into approximately 68.9655 common shares per Cdn\$1,000 principal amount, at any time, at the option of the holder representing a conversion price of Cdn\$14.50 per common share. The conversion price of Cdn\$14.50 was converted to the U.S. dollar equivalent of \$10.48 using the December 31, 2015 end of day exchange

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rate of .7225.

- (3) The 6.00% Convertible Debentures due December 31, 2019 are convertible into approximately 68.9655 common shares per Cdn\$1,000 principal amount, at any time, at the option of the holder representing a conversion price of Cdn\$14.50 per common share. The Cdn\$50,000 of convertible debentures converts to 3,448 common shares using the December 31, 2015 end of day exchange rate of .7225.
- (4) The Cdn\$50,000 principal of 6.00% Convertible Debentures due December 31, 2019 were purchased at a price of Cdn\$77.50. This was converted to a U.S. dollar equivalent of \$55.99 using the December 31, 2015 end of day exchange rate of .7225.
- (5) The Cdn\$100,000 principal of 6.00% Convertible Debentures due December 31, 2019 were converted to a U.S. dollar equivalent of \$72,250 using the December 31, 2015 end of day exchange rate of .7225.
- (6) The Cdn\$50,000 principal of 6.00% Convertible Debentures due December 31, 2019 were converted to a U.S. dollar equivalent of \$36,125 using the December 31, 2015 end of day exchange rate of .7225.
- (7) The 6.25% Convertible Debentures due March 15, 2017 are convertible into approximately 76.9231 common shares per Cdn\$1,000 principal amount, at any time, at the option of the holder representing a conversion price of Cdn\$13.00 per common share. The conversion price of Cdn\$13.00 was converted to the U.S. dollar equivalent of \$9.39 using the December 31, 2015 end of day exchange rate of .7225.
- (8) The 6.25% Convertible Debentures due March 15, 2017 are convertible into approximately 76.9231 common shares per Cdn\$1,000 principal amount, at any time, at the option of the holder representing a conversion price of Cdn\$13.00 per common share. The Cdn\$100,000 of convertible debentures converts to 7,692 common shares using the December 31, 2015 end of day exchange rate of .7225.
- (9) The Cdn\$100,000 principal of 6.25% Convertible Debentures due March 15, 2017 were purchased at a price of Cdn\$89.00. This was converted to a U.S. dollar equivalent of \$64.30 using the December 31, 2015 end of day exchange rate of .7225.
- (10) The Cdn\$210,000 principal of 6.25% Convertible Debentures due March 15, 2017 were converted to a U.S. dollar equivalent of \$151,725 using the December 31, 2015 end of day exchange rate of .7225.
- (11) The Cdn\$100,000 principal of 6.25% Convertible Debentures due March 15, 2017 were converted to a U.S. dollar equivalent of \$72,250 using the December 31, 2015 end of day exchange rate of .7225.
- (12) Dividend equivalent rights accrued on the deferred share units granted under the Company's Deferred Share Unit Plan, which provides for the payment of all accrued deferred share units and dividend equivalent rights to the reporting person following his or her termination as a director. Each deferred share unit and each dividend equivalent right is equal to the economic equivalent of one common share.

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

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