

ATLANTIC POWER CORP
Form 8-K/A
July 01, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K/A

(Amendment No. 1)

CURRENT REPORT

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

Date of Report (Date of earliest event reported): **June 26, 2015**

ATLANTIC POWER CORPORATION

(Exact name of registrant as specified in its charter)

British Columbia, Canada
(State or other jurisdiction of
incorporation or organization)

001-34691
(Commission File Number)

55-0886410
(IRS Employer Identification No.)

**3 Allied Drive, Suite 220
Dedham, MA**

02026

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(Address of principal executive offices)

(Zip Code)

(617) 977-2400

(Registrant's telephone number, including area code)

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 2.01. Completion of Acquisition or Disposition of Assets.

As previously reported, on March 31, 2015, Atlantic Power Transmission, Inc., a wholly-owned, direct subsidiary of Atlantic Power Corporation (the Company), entered into a definitive agreement with TerraForm AP Acquisition Holdings, LLC, an affiliate of SunEdison, Inc. (an affiliate of TerraForm Power, Inc.), to sell the Company's wind generation projects (the Sale). On June 26, 2015, the Sale was completed. The completion of the Sale was originally reported on a Current Report on Form 8-K filed by the Company with the Securities and Exchange Commission on June 26, 2015 (the Original Filing). This amendment to the Original Filing is being filed to provide the unaudited pro forma consolidated financial information of the Company required by Item 9.01(b), which was unavailable at the time of the Original Filing.

Item 9.01. Financial Statements and Exhibits.

(b) Pro Forma Financial Information

The following unaudited pro forma consolidated financial information is filed as Exhibit 99.1 hereto and is incorporated herein by reference:

(1) Unaudited pro forma consolidated statements of operations for the three months ended March 31, 2015 and the year ended December 31, 2014;

(2) Unaudited pro forma consolidated balance sheet as of March 31, 2015; and

(3) Notes to the unaudited pro forma consolidated financial information.

(d) Exhibits

| Exhibit Number | Description |
|-----------------------|---|
| 99.1 | Unaudited Pro Forma Consolidated Financial Information. |

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: July 1, 2015

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

EXHIBIT INDEX

| Exhibit Number | Description |
|---------------------------|---|
| 99.1 | Unaudited Pro Forma Consolidated Financial Information. |