

ATLANTIC POWER CORP  
Form 8-K  
March 25, 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): **March 25, 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 8.01. Other Events.**

On March 25, 2014, Atlantic Power Corporation (the Company ) announced that further to its previously announced intention to repurchase or redeem, by means of a tender offer or otherwise, up to \$150 million aggregate principal amount of the Company's 9.0% senior unsecured notes due October 2018 (the 9.0% Notes ), the Company has agreed, in privately-negotiated transactions, to repurchase approximately \$140 million aggregate principal amount of the 9.0% Notes from certain holders of the 9.0% Notes (the Repurchase Transactions ). The Company expects to record certain prepayment charges to be incurred in connection with the Repurchase Transactions in the first quarter of 2014.

Following the expected settlement of the Repurchase Transactions, approximately \$320 million aggregate principal amount of the 9.0% Notes will remain outstanding. Having substantially completed its previously announced intention to repurchase or redeem, by means of a tender offer or otherwise, up to \$150 million aggregate principal amount of the 9.0% Notes, the Company does not expect at this time to repurchase or redeem any additional amounts of the 9.0% Notes, but reserves the right to do so in the future.

**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: March 25, 2014

By:

/s/ Terrence Ronan

Name: Terrence Ronan

Title: *Chief Financial Officer*