

Danaos Corp
Form 424B3
January 04, 2019

Filed Pursuant to Rule 424(b)(3)

Registration Statement No. 333-226096

Prospectus Supplement No. 3

(to Prospectus dated September 13, 2018)

DANAOS CORPORATION

This prospectus supplement amends and supplements the prospectus dated September 13, 2018 (the "Prospectus"), as supplemented, which forms a part of our Registration Statement on Form F-1 (Registration Statement No. 333-226096). This prospectus supplement is being filed to update and supplement the information included or incorporated by reference in the prospectus with the information contained in our Report on Form 6-K, furnished to the Securities and Exchange Commission on January 4, 2019 (the "Form 6-K"). Accordingly, we have attached the Form 6-K to this prospectus supplement.

Our common stock is listed on the New York Stock Exchange ("NYSE") under the symbol "DAC". On January 3, 2019, the last reported sale price of our common stock was \$0.87 per share, as reported by the NYSE.

Investing in our common stock involves risks. See "Risk Factors" beginning on page 7 of the prospectus to read about factors you should consider before you make your investment decision.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is January 4, 2019

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR
15d-16 UNDER THE SECURITIES EXCHANGE ACT OF 1934**

For the month of January 2019

Commission File Number 001-33060

DANAOS CORPORATION

(Translation of registrant's name into English)

Danaos Corporation

c/o Danaos Shipping Co. Ltd.

14 Akti Kondyli

185 45 Piraeus

Greece

Attention: Secretary

011 030 210 419 6480

(Address of principal executive office)

Edgar Filing: Danaos Corp - Form 424B3

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F ☒ Form 40-F ☐

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): ☐

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): ☐

This report on Form 6-K is hereby incorporated by reference into the Company's (i) Registration Statement on Form F-3 (Reg. No. 333-174500) filed with the SEC on May 25, 2011, (ii) Registration Statement on Form F-3 (Reg. No. 333-174494) filed with the SEC on May 25, 2011, (iii) Registration Statement on Form F-3 (Reg. No. 333-147099), the related prospectus supplements filed with the SEC on December 17, 2007, January 16, 2009 and March 27, 2009, (iv) Registration Statement on Form S-8 (Reg. No. 333-138449) filed with the SEC on November 6, 2006 and the reoffer prospectus, dated November 6, 2006, contained therein and (v) Registration Statement on Form F-3 (Reg. No. 333-169101).

EXHIBIT INDEX

99.1 Press Release dated January 4, 2019: Danaos Receives Notice from NYSE regarding Continued Listing Standard

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, thereunto duly authorized.

Date: January 4, 2019

DANAOS CORPORATION

| | |
|--------|-------------------------|
| By: | /s/ Evangelos Chatzis |
| Name: | Evangelos Chatzis |
| Title: | Chief Financial Officer |

Danaos Receives Notice from NYSE regarding Continued Listing Standard

ATHENS, GREECE January 4, 2019 - Danaos Corporation (the Company or Danaos) (NYSE: DAC) today announced it has received written notice from the New York Stock Exchange (the NYSE) that the Company is not in compliance with the NYSE continued listing standard with respect to the minimum average share price required by the NYSE because the average closing price of its common stock had fallen below \$1.00 per share over a period of 30 consecutive trading days.

Under the NYSE rules, the Company can regain compliance with this standard and cure this deficiency if, during the six-month period following receipt of the NYSE notice, on the last trading day of any calendar month or on the last trading day of this six-month cure period, the Company's common stock has a closing share price of at least \$1.00 and an average closing share price of at least \$1.00 over the 30-trading day period ending on the last trading day of that month or the last trading day of the cure period. If the Company determines to remedy the non-compliance by taking action that will require shareholder approval, the Company may obtain shareholder approval by no later than its next annual meeting, and implement such action promptly thereafter. The Company will respond to the NYSE to confirm its intent to cure this noncompliance.

During this period, the Company's common stock will continue to be traded on the NYSE, subject to the Company's compliance with other applicable NYSE listing requirements. The notice does not affect the Company's ongoing business operations or its U.S. Securities and Exchange Commission reporting obligations.

Forward-Looking Statements

Matters discussed in this release may constitute forward-looking statements within the meaning of the safe harbor provisions of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, including statements with respect to the Company's ability to regain compliance with the NYSE's continued listing standards and remain listed on the NYSE or other major stock exchange and other statements that are forward looking. Forward-looking statements reflect our current views with respect to future events and financial performance and may include statements concerning plans, objectives, goals, strategies, future events or performance, and underlying assumptions and other statements, which are other than statements of historical facts. The forward-looking statements in this release are based upon various assumptions. Although Danaos Corporation believes that these assumptions were reasonable when made, because these assumptions are inherently subject to significant uncertainties and contingencies which are difficult or impossible to predict and are beyond our control, Danaos Corporation cannot assure you that it will achieve or accomplish these expectations, beliefs or projections. Important factors that, in our view, could cause actual results to differ materially from those discussed in the forward-looking statements include the effects of

refinancing transactions, Danaos' ability to achieve the expected benefits of the refinancing and comply with the terms of its new credit facilities and other agreements entered into in connection with the refinancing, the strength of world economies and currencies, general market conditions, including changes in charter hire rates and vessel values, charter counterparty performance, changes in demand that may affect attitudes of time charterers to scheduled and unscheduled dry-docking, changes in Danaos Corporation's operating expenses, including bunker prices, dry-docking and insurance costs, ability to obtain financing and comply with covenants in our financing arrangements, actions taken by regulatory authorities, potential liability from pending or future litigation, domestic and international political conditions, potential disruption of shipping routes due to accidents and political events or acts by terrorists.

Risks and uncertainties are further described in reports filed by Danaos Corporation with the U.S. Securities and Exchange Commission.

About Danaos Corporation

Danaos Corporation's fleet of 59 containerships aggregating 352,600 TEUs, including four vessels owned by Gemini Shipholdings Corporation, a joint venture, ranks Danaos among the largest containership charter owners in the world based on total TEU capacity.

For further information, please contact:

Company Contact:

Evangelos Chatzis
Chief Financial Officer
Danaos Corporation
Athens, Greece
Tel: +30 210 419 6480
E-Mail: cfo@danaos.com

Iraklis Prokopakis
Senior Vice President & Chief Operating Officer
Danaos Corporation
Athens, Greece
Tel. +30 210 419 6400
E-Mail: coo@danaos.com

Investor Relations and Financial Media:

Rose & Company
New York
Tel. 212-359-2228
E-Mail: danaos@rosecoglobal.com
