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

FORM 8-K

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 8, 2018**

ATLANTIC POWER CORPORATION
(Exact name of registrant as specified in its charter)

British Columbia, Canada	**001-34691**	**55-0886410**
(State or other jurisdiction of incorporation or organization)	(Commission File Number)	(IRS Employer Identification No.)

3 Allied Drive, Suite 220 **Dedham, MA**	**02026**
(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 7.01 Regulation FD Disclosure.

On March 8, 2018, APLP Holdings Limited Partnership ("APLP Holdings"), a wholly-owned subsidiary of Atlantic Power Corporation (the "Company"), will provide to the lenders under its senior secured credit facilities the unaudited consolidated financial statements of APLP Holdings for the years ended December 31, 2017 and 2016 (the "APLP Holdings Financial Statements"), which are attached hereto as Exhibit 99.1 and incorporated by reference herein. The APLP Holdings Financial Statements have been prepared in accordance with generally accepted accounting principles in the United States and are expressed in U.S. dollars. 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*

Exhibit Number	**Description**
99.1	Consolidated Financial Statements of APLP Holdings (unaudited) for the years ended December 31, 2017 and 2016.

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 8, 2018

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

Exhibit 99.1

APLP HOLDINGS LIMITED PARTNERSHIP AND SUBSIDIARIES

Consolidated Financial Statements (unaudited)

For the Years Ended December 31, 2017 and 2016

APLP HOLDINGS LIMITED PARTNERSHIP
AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

(in millions of U.S. dollars)
(unaudited)

	December 31, 2017	December 31, 2016
Assets		
Current assets:		
Cash and cash equivalents	$ 29.1	$ 26.0
Restricted cash	6.1	9.3
Accounts receivable - trade, unbilled and other	52.3	34.8
Accounts receivable - related party	36.6	40.2
Current portion of derivative instruments asset	2.7	4.1
Inventory	17.7	14.5
Prepayments and other current assets	12.2	6.3
Total current assets	156.7	135.2
Property, plant, and equipment, net	603.6	613.7
Equity investment in unconsolidated affiliates	163.6	266.8
Power purchase agreements and intangible assets, net	191.2	246.2
Goodwill	21.4	36.1
Derivative instruments asset	2.8	4.6
Other assets	8.1	5.2
Total assets	$ 1,147.4	$ 1,307.8
Liabilities		
Current liabilities:		
Accounts payable	$ 1.7	$ 3.7
Related party payables	27.2	26.3
Accrued interest	0.3	0.3
Other accrued liabilities	23.1	17.5
Current portion of long-term debt	99.5	109.4
Current portion of derivative instruments liability	4.4	6.0
Other current liabilities	1.0	1.8
Total current liabilities	157.2	165.0
Long-term debt, net of unamortized discount and deferred financing costs	616.3	697.0
Derivative instruments liability	19.9	14.8
Deferred income taxes	12.3	69.2
Power purchase and fuel supply agreement liabilities, net	24.1	25.3
Other long-term liabilities	47.6	51.6
Total liabilities	877.4	1,022.9
Commitments and contingencies		
Equity		
Partners’ capital	1,325.8	1,202.0
Accumulated other comprehensive loss	(133.4)	(146.5)
Retained deficit	(1,137.6)	(991.9)
Total APLP Holdings Limited Partnership equity	54.8	63.6
Preferred shares issued by a subsidiary company	215.2	221.3
Total equity	270.0	284.9
Total liabilities and equity	$ 1,147.4	$ 1,307.8

APLP HOLDINGS LIMITED PARTNERSHIP
AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS

(in millions of U.S. dollars)
(unaudited)

	Years ended December 31, 2017	Years ended December 31, 2016
Project revenue:		
Energy sales	$ 148.9	$ 172.8
Energy capacity revenue	105.7	123.0
Other	176.3	73.1
	430.9	368.9
Project expenses:		
Fuel	106.4	136.8
Operations and maintenance	88.3	94.3
Depreciation and amortization	113.1	106.1
	307.8	337.2
Project other income (expense):		
Change in fair value of derivative instruments	2.1	36.6
Equity in (loss) earnings of unconsolidated affiliates	(54.8)	35.9
Interest expense, net	(17.5)	(2.6)
Impairment and other income (expense)	(101.0)	(85.5)
	(171.2)	(15.6)
Project (loss) income	(48.1)	16.1
Administrative and other expenses (income):		
Administration	4.1	3.0
Interest, net	55.3	98.7
Foreign exchange loss	12.2	3.3
Other expense	13.0	15.1
	84.6	120.1
Loss before income taxes	(132.7)	(104.0)
Income tax benefit	(59.0)	(14.0)
Net loss	(73.7)	(90.0)
Net income attributable to preferred shares of a subsidiary company	5.6	8.5
Net loss attributable to APLP Holdings Limited Partnership	$ (79.3)	$ (98.5)

APLP HOLDINGS LIMITED PARTNERSHIP
AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

(in millions of U.S. dollars)
(unaudited)

	December 31, 2017	December 31, 2016
Cash flows from operating activities:		
Net loss	$ (73.7)	$ (90.0)
Adjustments to reconcile to net cash provided by operating activities:		
Depreciation and amortization	113.1	106.1
Loss on sale of assets	0.1	0.2
Stock-based compensation expense	2.1	1.9
Distributions from unconsolidated affiliates	47.3	55.3
Equity in (loss) earnings from unconsolidated affiliates	54.9	(35.9)
Unrealized foreign exchange loss	11.0	3.3
Change in fair value of derivative instruments	(2.1)	(36.6)
Change in deferred income taxes	(62.6)	(16.9)
Impairment	101.1	85.9
Change in other operating balances		
Accounts receivable	(11.5)	11.6
Inventory	(1.6)	0.8
Prepayments, supplies and other assets	10.1	43.4
Accounts payable	(1.5)	(19.8)
Accruals and other liabilities	0.3	(2.3)
Cash flows provided by operating activities	187.0	107.0
Cash flows provided by (used in) investing activities:		
Proceeds from sale of equity investment	1.0	—
Change in restricted cash	7.1	1.1
Reimbursement of costs for third party construction project	—	4.7
Purchase of property, plant and equipment	(5.3)	(7.2)
Cash flows provided by (used in) investing activities	2.8	(1.4)
Cash flows used in financing activities:		
Dividends paid to Parent	(67.9)	(250.3)
Contribution from Parent	59.6	—
Dividends paid on preferred shares of a subsidiary company	(8.7)	(8.5)
Repurchase of preferred shares of a subsidiary company	(3.1)	—
Cash payments for vested LTIP units withheld for taxes	(0.7)	(0.5)
Proceeds from senior secured term loan facility, net of discount	—	682.9
Repayment of corporate and project-level debt	(165.9)	(547.3)
Deferred financing costs	—	(16.2)
Cash flows used in financing activities	(186.7)	(139.9)
Net decrease in cash and cash equivalents	3.1	(34.3)
Cash and cash equivalents at beginning of period	26.0	60.3
Cash and cash equivalents at end of period	$ 29.1	$ 26.0
Supplemental cash flow information		
Interest paid	$ 65.7	$ 54.2
Taxes paid	$ 3.7	$ 3.5
Accruals for construction	$ 1.2	$ 1.2