

TEEKAY CORP  
Form 6-K  
August 31, 2015  
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**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 of**  
**the Securities Exchange Act of 1934**  
**For the quarterly period ended June 30, 2015**  
**Commission file number 1- 12874**

**TEEKAY CORPORATION**  
**(Exact name of Registrant as specified in its charter)**

**4<sup>th</sup> Floor, Belvedere Building**  
**69 Pitts Bay Road**

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**Hamilton, HM 08, Bermuda**

**(Address of principal executive office)**

Indicate by check mark whether the registrant files or will file annual reports under cover 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).

Yes       No

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).

Yes       No

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**TEEKAY CORPORATION AND SUBSIDIARIES**

**REPORT ON FORM 6-K FOR THE QUARTERLY PERIOD ENDED JUNE 30, 2015**

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## ITEM 1 - FINANCIAL STATEMENTS

## TEEKAY CORPORATION AND SUBSIDIARIES

## UNAUDITED CONSOLIDATED STATEMENTS OF INCOME (LOSS)

(in thousands of U.S. Dollars, except share and per share amounts)

|  | Three Months Ended |                 | Six Months Ended |                 |
|--|--------------------|-----------------|------------------|-----------------|
|  | June 30,           |                 | June 30,         |                 |
|  | 2015               | 2014            | 2015             | 2014            |
|  | \$                 | \$              | \$               | \$              |
| Revenues   | 592,797            | 452,254         | 1,138,659        | 958,748         |
| Voyage expenses  | (23,890)           | (33,439)        | (49,560)         | (68,451)        |
| Vessel operating expenses  | (201,370)          | (201,714)       | (385,573)        | (402,900)       |
| Time-charter hire expense  | (30,333)           | (9,714)         | (55,260)         | (26,006)        |
| Depreciation and amortization  | (128,199)          | (103,373)       | (240,903)        | (206,831)       |
| General and administrative   | (33,730)           | (36,945)        | (71,684)         | (74,823)        |
| Asset impairments (note 7b)  | (500)              |                 | (15,996)         |                 |
| Loan loss recoveries (note 7b)   |                    | 2,521           |                  | 2,521           |
| Gain on sale of vessels, equipment and other assets (note 7a)                          |                    | 9,615           | 1,643            | 9,453           |
| Restructuring reversals (charges) (note 12)  | 742                | 244             | (8,384)          | (395)           |
| <b>Income from vessel operations</b>   | <b>175,517</b>     | <b>79,449</b>   | <b>312,942</b>   | <b>191,316</b>  |
| Interest expense   | (62,388)           | (49,656)        | (113,734)        | (98,989)        |
| Interest income  | 1,199              | 793             | 2,729            | 2,576           |
| Realized and unrealized gain (loss) on non-designated derivative instruments (note 15) | 63,752             | (75,331)        | (19,634)         | (122,579)       |
| Equity income  | 39,901             | 35,271          | 60,650           | 62,765          |
| Foreign exchange (loss) gain (notes 8 and 15)  | (1,604)            | (2,046)         | 15,906           | (2,940)         |
| Other (loss) income (note 13)  | (389)              | (734)           | (14)             | 7,517           |
| Net income (loss) before income taxes  | 215,988            | (12,254)        | 258,845          | 39,666          |
| Income tax (expense) recovery (note 16)  | (752)              | (3,193)         | 243              | (5,991)         |
| <b>Net income (loss)</b>   | <b>215,236</b>     | <b>(15,447)</b> | <b>259,088</b>   | <b>33,675</b>   |
| Less: Net income attributable to non-controlling interests                             | (149,324)          | (27,540)        | (202,940)        | (77,150)        |
| <b>Net income (loss) attributable to shareholders of Teekay Corporation</b>            | <b>65,912</b>      | <b>(42,987)</b> | <b>56,148</b>    | <b>(43,475)</b> |
| <b>Per common share of Teekay Corporation (note 17)</b>                                |                    |                 |                  |                 |
| Basic income (loss) attributable to shareholders of Teekay Corporation                 | 0.91               | (0.60)          | 0.77             | (0.61)          |
|  | 0.90               | (0.60)          | 0.77             | (0.61)          |

|   |            |            |            |            |
|---|------------|------------|------------|------------|
| Diluted income (loss) attributable to shareholders of |            |            |            |            |
| Teekay Corporation                                    |            |            |            |            |
| Cash dividends declared                               | 0.3163     | 0.3163     | 0.6325     | 0.6325     |
| <b>Weighted average number of common shares</b>       |            |            |            |            |
| <b>outstanding (note 17)</b>                          |            |            |            |            |
| Basic   | 72,697,121 | 72,036,526 | 72,623,503 | 71,687,549 |
| Diluted   | 73,477,680 | 72,036,526 | 73,379,228 | 71,687,549 |

*The accompanying notes are an integral part of the unaudited consolidated financial statements.*

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## TEEKAY CORPORATION AND SUBSIDIARIES

## UNAUDITED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

(in thousands of U.S. Dollars)

|  | Three Months |          | Six Months Ended |          |
|--|--------------|----------|------------------|----------|
|  | Ended        |          | June 30,         |          |
|  | 2015         | 2014     | 2015             | 2014     |
|  | \$           | \$       | \$               | \$       |
| <b>Net income (loss)</b>   | 215,236      | (15,447) | 259,088          | 33,675   |
| <b>Other comprehensive income (loss):</b>  |              |          |                  |          |
| <b>Other comprehensive income (loss) before reclassifications</b>                                |              |          |                  |          |
| Unrealized loss on marketable securities   | (217)        | (287)    | (429)            | (208)    |
| Unrealized gain (loss) on qualifying cash flow hedging instruments                               | 328          | (1,121)  | (644)            | (2,064)  |
| Pension adjustments, net of taxes  | (96)         | 581      | (188)            | (132)    |
| Foreign exchange (loss) gain on currency translation   | (174)        | 44       | (653)            | (43)     |
| <b>Amounts reclassified from accumulated other comprehensive income (loss) to equity income:</b> |              |          |                  |          |
| Realized loss on qualifying cash flow hedging instruments  | 591          | 391      | 953              | 782      |
| <b>Other comprehensive income (loss)</b>   | 432          | (392)    | (961)            | (1,665)  |
| <b>Comprehensive income (loss)</b>   | 215,668      | (15,839) | 258,127          | 32,010   |
| Less: Comprehensive income attributable to non-controlling interests                             | (149,934)    | (27,067) | (203,144)        | (76,320) |
| <b>Comprehensive income (loss) attributable to shareholders of Teekay Corporation</b>            | 65,734       | (42,906) | 54,983           | (44,310) |

*The accompanying notes are an integral part of the unaudited consolidated financial statements.*

**Table of Contents****TEEKAY CORPORATION AND SUBSIDIARIES****UNAUDITED CONSOLIDATED BALANCE SHEETS**

(in thousands of U.S. Dollars, except share and per share amounts)

|  | As at<br>June 30,<br>2015<br>\$ | As at<br>December 31,<br>2014<br>\$ |
|--|---------------------------------|-------------------------------------|
| <b>ASSETS</b>  |                                 |                                     |
| <b>Current</b>   |                                 |                                     |
| Cash and cash equivalents ( <i>note 8</i> )  | 707,885                         | 806,904                             |
| Restricted cash  | 109,462                         | 33,653                              |
| Accounts receivable, including non-trade of \$15,112 (2014 \$49,707) and related party balance of \$41,265 (2014 \$38,616) | 373,495                         | 378,193                             |
| Assets held for sale ( <i>note 7b</i> )  | 5,000                           |                                     |
| Net investment in direct financing leases ( <i>note 5</i> )  | 25,260                          | 20,823                              |
| Prepaid expenses and other   | 92,028                          | 69,470                              |
| Current portion of loans to equity-accounted investees   | 16,262                          | 26,209                              |
| <b>Total current assets</b>  | <b>1,329,392</b>                | <b>1,335,252</b>                    |
| Restricted cash - non-current  | 46,973                          | 85,698                              |
| <b>Vessels and equipment (<i>note 8</i>)</b>   |                                 |                                     |
| At cost, less accumulated depreciation of \$2,843,333 (2014 \$2,627,499)   | 8,049,166                       | 6,307,971                           |
| Vessels under capital leases, at cost, less accumulated amortization of \$53,612 (2014 \$50,898)                           | 89,040                          | 91,776                              |
| Advances on newbuilding contracts and conversion costs ( <i>notes 10a</i> )  | 629,266                         | 1,706,500                           |
| <b>Total vessels and equipment</b>   | <b>8,767,472</b>                | <b>8,106,247</b>                    |
| Net investment in direct financing leases - non-current ( <i>note 5</i> )  | 668,272                         | 684,130                             |
| Loans to equity-accounted investees and joint venture partners, bearing interest between nil to 8%                         | 218,192                         | 227,217                             |
| Derivative assets ( <i>note 15</i> )   | 18,376                          | 14,415                              |
| Equity-accounted investments ( <i>notes 4b, 4c, 4e and 10c</i> )   | 890,351                         | 873,421                             |
| Other non-current assets   | 293,181                         | 274,595                             |
| Intangible assets - net  | 89,228                          | 94,666                              |
| Goodwill   | 168,571                         | 168,571                             |
| <b>Total assets</b>  | <b>12,490,008</b>               | <b>11,864,212</b>                   |
| <b>LIABILITIES AND EQUITY</b>  |                                 |                                     |
| <b>Current</b>   |                                 |                                     |
| Accounts payable   | 62,881                          | 85,290                              |

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|  |                   |                   |
|--|-------------------|-------------------|
| Accrued liabilities  | 382,086           | 394,759           |
| Current portion of derivative liabilities (note 15)  | 207,836           | 203,957           |
| Current portion of long-term debt (note 8)   | 992,750           | 654,134           |
| Current obligation under capital leases  | 61,354            | 4,422             |
| Current portion of in-process revenue contracts  | 28,008            | 23,414            |
| <b>Total current liabilities</b>   | <b>1,734,915</b>  | <b>1,365,976</b>  |
| Long-term debt (note 8)  | 6,152,284         | 6,082,364         |
| Long-term obligation under capital leases  |                   | 59,128            |
| Derivative liabilities (note 15)   | 419,381           | 422,182           |
| In-process revenue contracts   | 133,790           | 149,998           |
| Other long-term liabilities (note 16)  | 404,332           | 383,089           |
| <b>Total liabilities</b>   | <b>8,844,702</b>  | <b>8,462,737</b>  |
| Commitments and contingencies (notes 4a, 4d, 5, 8, 10 and 15)  |                   |                   |
| <b>Redeemable non-controlling interest (note 10e)</b>  | <b>10,481</b>     | <b>12,842</b>     |
| <b>Equity</b>  |                   |                   |
| Common stock and additional paid-in capital (\$0.001 par value; 725,000,000 shares authorized; 72,706,169 shares outstanding (2014 72,500,502); 73,505,369 shares issued (2014 73,299,702)) (note 9) | 772,606           | 770,759           |
| Retained earnings  | 371,321           | 355,867           |
| Non-controlling interest   | 2,520,361         | 2,290,305         |
| Accumulated other comprehensive loss (note 14)   | (29,463)          | (28,298)          |
| <b>Total equity</b>  | <b>3,634,825</b>  | <b>3,388,633</b>  |
| <b>Total liabilities and equity</b>  | <b>12,490,008</b> | <b>11,864,212</b> |

The accompanying notes are an integral part of the unaudited consolidated financial statements.



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**TEEKAY CORPORATION AND SUBSIDIARIES**  
**UNAUDITED CONSOLIDATED STATEMENTS OF CASH FLOWS**

(in thousands of U.S. Dollars)

|  | <b>Six Months Ended</b> |                |
|--|-------------------------|----------------|
|  | <b>June 30,</b>         |                |
|  | <b>2015</b>             | <b>2014</b>    |
|  | <b>\$</b>               | <b>\$</b>      |
| Cash and cash equivalents provided by (used for)                   |                         |                |
| <b>OPERATING ACTIVITIES</b>  |                         |                |
| Net income   | 259,088                 | 33,675         |
| Non-cash items:  |                         |                |
| Depreciation and amortization                                      | 240,903                 | 206,831        |
| Amortization of in-process revenue contracts                       | (12,149)                | (20,036)       |
| Unrealized (gain) loss on derivative instruments                   | (2,968)                 | 73,640         |
| Gain on sale of vessels and equipment                              | (1,643)                 | (9,453)        |
| Asset impairments and loan loss (recoveries) <i>(note 7b)</i>      | 15,996                  | (2,521)        |
| Equity income, net of dividends received                           | (14,667)                | (54,577)       |
| Income tax (recovery) expense                                      | (243)                   | 5,991          |
| Unrealized foreign exchange gain and other                         | (82,598)                | (15,003)       |
| Change in operating assets and liabilities                         | (54,303)                | 7,199          |
| Expenditures for dry docking                                       | (11,102)                | (24,217)       |
| <b>Net operating cash flow</b>                                     | <b>336,314</b>          | <b>201,529</b> |
| <b>FINANCING ACTIVITIES</b>  |                         |                |
| Proceeds from issuance of long-term debt, net of issuance costs    | 1,143,442               | 1,872,259      |
| Prepayments of long-term debt                                      | (395,199)               | (613,516)      |
| Scheduled repayments of long-term debt <i>(note 8)</i>             | (282,391)               | (669,413)      |
| Decrease (increase) in restricted cash                             | 4,296                   | (385)          |
| Net proceeds from equity issuances of subsidiaries <i>(note 6)</i> | 187,576                 | 7,475          |
| Equity contribution by joint venture partner                       | 5,500                   | 22,017         |
| Issuance of common stock upon exercise of stock options            | 1,158                   | 44,372         |
| Distributions paid from subsidiaries to non-controlling interests  | (164,808)               | (155,567)      |
| Cash dividends paid  | (45,910)                | (45,188)       |
| Other financing activities   | (5,878)                 | (3,396)        |
| <b>Net financing cash flow</b>                                     | <b>447,786</b>          | <b>458,658</b> |
| <b>INVESTING ACTIVITIES</b>  |                         |                |
| Expenditures for vessels and equipment                             | (873,274)               | (602,257)      |
| Proceeds from sale of vessels and equipment and other              | 8,918                   | 165,055        |
| Purchase of ALP (net of cash acquired of \$294) <i>(note 4d)</i>   |                         | (2,322)        |
| Investment in equity-accounted investments                         | (8,604)                 | (50,648)       |

|  |                  |                  |
|--|------------------|------------------|
| Loan repayments from joint ventures and joint venture partners | 16,768           | 6,175            |
| Investment in direct financing lease assets                    |                  | (54,800)         |
| Increase in restricted cash                                    | (42,048)         |                  |
| Other investing activities                                     | 15,121           | 12,850           |
| <b>Net investing cash flow</b>                                 | <b>(883,119)</b> | <b>(525,947)</b> |
| <b>(Decrease) increase in cash and cash equivalents</b>        | <b>(99,019)</b>  | <b>134,240</b>   |
| Cash and cash equivalents, beginning of the period             | 806,904          | 614,660          |
| <b>Cash and cash equivalents, end of the period</b>            | <b>707,885</b>   | <b>748,900</b>   |

Supplemental cash flow information (*note 18*)

*The accompanying notes are an integral part of the unaudited consolidated financial statements.*

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**TEEKAY CORPORATION AND SUBSIDIARIES**  
**UNAUDITED CONSOLIDATED STATEMENT OF CHANGES IN TOTAL EQUITY**  
**(in thousands of U.S. Dollars)**

|  |  | <b>TOTAL EQUITY</b>          |   |  |
|--|--|------------------------------|---|--|
| <b>Thousands<br/>of<br/>Shares<br/>of<br/>Common<br/>Stock<br/>Outstanding</b> | <b>Common<br/>Stock and<br/>Additional<br/>Paid-in<br/>Capital</b> | <b>Retained<br/>Earnings</b> | <b>Accumu-<br/>lated Other<br/>Compre-<br/>hensive<br/>Loss</b> |  |
| <b>#</b>   | <b>\$</b>  | <b>\$</b>                    | <b>\$</b>   |  |