

TEEKAY SHIPPING CORP

Form 8-A12B

February 11, 2003

**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-A

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

TEEKAY SHIPPING CORPORATION

(Exact name of registrant as specified in its charter)

REPUBLIC OF THE MARSHALL ISLANDS

98-0224774

(Jurisdiction of incorporation or organization)

(I.R.S. employer identification no.)

**TK House
Bayside Executive Park
West Bay Street and Blake Road
P.O. Box AP-59213
Nassau, Commonwealth of the Bahamas**

(Address of principal executive offices, including zip code)

Securities to be registered pursuant to Section 12(b) of the Act:

| Title of each class to be so registered | Name of each exchange on which Each class is to be registered |
|--|--|
| PEPS Units | New York Stock Exchange |

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box. x

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box. o

Securities Act registration statement file number to which this form relates: 333-102594

Securities to be registered pursuant to Section 12(g) of the Act: None

TABLE OF CONTENTS

Item 1. Description of Registrants Securities to be Registered.

Item 2. Exhibits.

SIGNATURE

Item 1. Description of Registrants Securities to be Registered.

The description of the securities to be registered hereunder is incorporated herein by reference to (1) the sections entitled Description of Capital Stock, Description of the Stock Purchase Contracts and Stock Purchase Units and Description of Debt Securities contained in the Prospectus (the Prospectus) portion of the Registration Statement on Form F-3 (File No. 333-102594) filed by the Registrant under the Securities Act of 1933, as amended (the Securities Act), which was declared effective by the Securities and Exchange Commission (the Commission) on February 4, 2003, and any subsequent amendments thereto (the Registration Statement), and (2) the sections entitled Description of the PEPS Units, Description of the Purchase Contracts, Certain Provisions of the Purchase Contracts, the Purchase Contract Agreement and the Pledge Agreement and Description of the Notes in the PEPS Units Prospectus Supplement dated February 11, 2003, filed with the Commission pursuant to Rule 424(b) under the Securities Act and supplementing the Prospectus. A description of the PEPS Units will also be included in a final form of prospectus supplement to be subsequently filed by the Registrant pursuant to Rule 424(b) under the Securities Act. Such prospectus supplement shall be deemed to be incorporated by reference herein.

Item 2. Exhibits.

| Exhibit No. | Description |
|-------------|---|
| 3.1 | Amended and Restated Articles of Incorporation of Teekay Shipping Corporation (incorporated by reference to the Registrant s Annual Report on Form 20-F, filed with the SEC on March 30, 2000). |
| 3.2 | Amended and Restated Bylaws of Teekay Shipping Corporation (incorporated by reference to the Registrant s Annual Report on Form 20-F, filed with the SEC on March 30, 2000). |
| 4.1 | Form of Subordinated Debt Indenture of Teekay Shipping Corporation (incorporated by reference to the Registration Statement). |
| 4.2 | Form of Supplemental Indenture No. 1 (incorporated herein by reference to Exhibit 4.1 to the Registrant s Current Report on Form 6-K filed with the Commission on February 12, 2003). |

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| Exhibit No. | Description |
|--------------------|---|
| 4.3 | Form of Purchase Contract Agreement (incorporated herein by reference to Exhibit 4.2 to the Registrant's Current Report on Form 6-K filed with the Commission on February 12, 2003). |
| 4.4 | Form of Pledge Agreement (incorporated herein by reference to Exhibit 4.3 to the Registrant's Current Report on Form 6-K filed with the Commission on February 12, 2003). |
| 4.5 | Form of Remarketing Agreement (incorporated herein by reference to Exhibit 4.4 to the Registrant's Current Report on Form 6-K filed with the Commission on February 12, 2003). |
| 4.6 | Specimens of Unit Certificates for the PEPS Units (incorporated herein by reference to Exhibit A and Exhibit B to Exhibit 4.2 to the Registrant's Current Report on Form 6-K filed with the Commission on February 12, 2003). |
| 4.7 | Specimen of Note issueable pursuant to Subordinated Debt Indenture (incorporated herein by reference to Exhibit A to the Subordinated Debt Indenture filed as an exhibit to the Registration Statement). |
| 4.8 | Specimen of Teekay Shipping Corporation Common Stock Certificate (incorporated herein by reference to the Registrant's Annual Report on Form 20-F filed with the SEC on July 14, 1995). |

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: February 11, 2003

TEEKAY SHIPPING CORPORATION

By: /s/ Arthur Bensler

Name: Arthur Bensler
Title: Assistant Corporate Secretary and General Counsel

PAGE 3