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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 UNDER THE SECURITIES EXCHANGE ACT OF 1934**

For the month of September 2016

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)

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).**

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**EXHIBIT INDEX**

99.1 Amendment No. 2, dated as of September 16, 2016, to the Stockholders Rights Agreement, made and entered into as of September 18, 2006, as amended by Amendment No. 1 thereto made and entered into as of August 6, 2010, by and between Danaos Corporation, a Marshall Islands corporation, and American Stock Transfer & Trust Company, LLC, as Rights Agent

**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: September 16, 2016

DANAOS CORPORATION

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

## AMENDMENT NO. 2

TO

## STOCKHOLDERS RIGHTS AGREEMENT

This Amendment No. 2 (this "Amendment") to the Stockholders Rights Agreement, made and entered into as of September 18, 2006, as amended by Amendment No. 1 thereto made and entered into as of August 6, 2010 (the "Rights Agreement"), by and between Danaos Corporation, a Marshall Islands corporation (the "Company"), and American Stock Transfer & Trust Company, LLC, as Rights Agent (the "Rights Agent"), is made and entered into as of September 16, 2016, by and between the Company and the Rights Agent.

WHEREAS, the parties hereto desire to amend the Rights Agreement on the terms and conditions contained herein.

NOW THEREFORE, in consideration of the premises and the mutual agreements set forth herein, the parties hereby agrees as follows:

1. Certain Definitions.

(a) The definition of "Final Expiration Date" as set forth in Section 1 of the Rights Agreement is hereby deleted and replaced with the following:

"Final Expiration Date" shall mean December 18, 2016.

2. Exhibit B — Form of Rights Certificate.

(a) The first sentence of the introductory paragraph of Exhibit B of the Rights Agreement is hereby deleted and replaced with the following:

*Not exercisable after December 18, 2016 or earlier if redemption or exchange occurs.*

(b) The first sentence of the first paragraph following the introductory paragraphs of Exhibit B of the Rights Agreement is hereby deleted and replaced with the following:

This certificate certifies that \_\_\_\_\_, or registered assigns, is the registered owner of the number of Rights set forth above, each of which entitles the owner thereof, subject to the terms, provisions and conditions of the Stockholders Rights Agreement, dated as of September 18, 2016, as amended from time to time (the "Rights Agreement"), between Danaos Corporation, a Marshall Islands corporation (the "Company"), and American Stock Transfer & Trust Company, LLC (the "Rights Agent"), unless the Rights evidenced hereby have been previously redeemed by the Company, to purchase from the Company at any time after the Distribution Date (as such term is defined in the Rights Agreement) and before 5:00 p.m., New York, New York time, on December 18, 2016 at the office of the Rights Agent, or at the office of its successor as Rights Agent, one one-thousandth (1/1000) of a fully paid, nonassessable share of Series A Participating Preferred Stock, \$0.01 par value (the "Preferred Shares"), of the Company, at a purchase price of \$25.00 per one one-thousandth (1/1000) of a Preferred Share (the "Purchase Price"), upon presentation and surrender of this Rights Certificate with the Form of Election to Purchase duly executed.

3. Exhibit C — Summary of Rights.

(a) The "Expiration of Rights" paragraph as set forth in Exhibit C of the Rights Agreement is hereby deleted and replaced with the following:

Expiration of Rights:	The rights expire on the earliest of (1) December 18, 2016 or (2) the exchange or redemption of the rights as described above.
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4. No Further Amendments. Except as expressly provided herein, the terms and conditions of the Rights Agreement shall continue in full force and effect.

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5. Counterparts. This Amendment may be signed in counterparts, each of which shall be an original and all of which together shall constitute one and the same instrument.

6. Governing Law. This Amendment shall be governed by and construed in accordance with the laws of the State of New York, without giving effect to the conflicts of laws provisions thereof.

[Signature page follows.]

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IN WITNESS WHEREOF, the parties have executed this Amendment as of the date first written above.

**DANAOS CORPORATION**

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

**AMERICAN STOCK TRANSFER & TRUST COMPANY, LLC**

By: /s/ Jennifer Donovan  
Name: Jennifer Donovan  
Title: Regional Manager

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