
**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 May 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)

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 Statements on Form F-3 ([Reg. No. 333-230106](#)) and ([Reg. No. 333-226096](#)) filed with the SEC on March 6, 2019, (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 \(Reg. No. 333-169101\)](#).

Reverse Stock Split

On May 1, 2019, Danaos Corporation (the “Company”) filed an amendment to its Restated Articles of Incorporation to effectuate a reverse stock split of the Company’s issued and outstanding shares of common stock, par value of \$0.01 per share. A copy of the amendment is attached hereto as Exhibit 4.1.

Effective as of the opening of trading on May 2, 2019, the Company effected a one-for-fourteen reverse stock split of its shares of common stock. The reverse stock split was approved by stockholders at the Company’s Special Meeting of Stockholders held on March 5, 2019 and authorized by the Company’s Board of Directors on April 16, 2019. The reverse stock split reduced the number of outstanding shares of the Company’s common stock from 213,324,455 to 15,237,456 and affected all outstanding shares of common stock. No fractional shares were issued in connection to the reverse split. Stockholders who would otherwise hold a fractional share of the Company’s common stock received a cash payment in lieu of such fractional share.

The par value and other terms of the Company’s shares of common stock were not affected by the reverse stock split. The Company’s post-reverse split common shares have a new CUSIP number, Y1968P 12 1, and continue to trade on the New York Stock Exchange under the symbol “DAC”.

A copy of the new form of stock certificate for the Company’s post-reverse stock split shares of common stock is attached hereto as Exhibit 4.2.

EXHIBIT INDEX

- 4.1 Articles of Amendment to Restated Articles of Incorporation
- 4.2 Form of Common Stock Certificate

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: May 3, 2019

DANAOS CORPORATION

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

ARTICLES OF AMENDMENT
TO
RESTATED ARTICLES OF INCORPORATION
OF
DANAOS CORPORATION

Under Section 90 of the
Republic of the Marshall Islands Business Corporations Act

DANAOS CORPORATION, a corporation domesticated in and existing under the law of the Republic of the Marshall Islands (the “Corporation”), hereby certifies as follows:

(a) The name of the Corporation is “DANAOS CORPORATION”.

(b) The Corporation was originally incorporated in the Republic of Liberia on December 7, 1998. Articles of Domestication and Articles of Incorporation of the Corporation were filed with the Office of the Registrar of Corporations of the Republic of The Marshall Islands on October 7, 2005. The Articles of Incorporation were amended and restated on October 14, 2005 and Articles of Amendment to such Amended and Restated Articles of Incorporation were filed with the Registrar of Corporations of the Republic of The Marshall Islands on September 14, 2006. The Amended and Restated Articles of Incorporation were amended and restated on September 18, 2006. A Statement of Designations was filed pursuant to Section 35(5) of the Business Corporation Act on October 5, 2006 in respect of the right, preferences and privileges of series A participating preferred stock of the Corporation. Articles of Amendment to such Amended and Restated Articles of Incorporation were filed with the Registrar of Corporations of the Republic of The Marshall Islands on September 18, 2009. Restated Articles of Incorporation were filed with the Registrar of Corporation of the Republic of The Marshall Islands on July 8, 2010 and Articles of Amendment to such Restated Articles of Incorporation were filed with the Registrar of Corporations of the Republic of The Marshall Islands on August 10, 2018.

(c) The Restated Articles of Incorporation are hereby amended by inserting the following as a new paragraph into Section FOURTH immediately following the last paragraph therein:

(d) Reverse Stock Split. As of the commencement of business on May 2, 2019 (the “Reverse Stock Split Effective Date”), each fourteen (14) shares of Common Stock issued and outstanding immediately prior to the Reverse Stock Split Effective Date either issued and outstanding or held by the Corporation as treasury stock shall be combined into one (1) validly issued, fully paid and non-assessable share of Common Stock without any further action by the Corporation or the holder thereof (the “Reverse Stock Split”); provided that no fractional shares shall be issued to any holder and that in lieu of issuing any such fractional shares, fractional shares resulting from the Reverse Stock Split will be rounded down to the nearest whole share and provided, further, that stockholders who would otherwise be entitled to receive fractional shares because they hold a number of shares not evenly divisible by the ratio of the Reverse Stock Split will receive a cash payment (without interest and subject to applicable withholding taxes) in an amount per share equal to the closing price per share of Common Stock on the New York Stock Exchange on the trading day immediately preceding the Reverse Stock Split Effective

Date, as adjusted for the reverse stock split as appropriate. Each certificate, if any, that immediately prior to the Reverse Stock Split Effective Date represented shares of Common Stock ("Old Certificates"), shall thereafter represent that number of shares of Common Stock into which the shares of Common Stock represented by the Old Certificate shall have been combined, subject to the elimination of fractional shares as described above. The reverse stock split described in this paragraph shall not change the number of shares of Common Stock authorized to be issued or the par value of the Common Stock. No change was made to the number of registered shares of Preferred Stock the Corporation is authorized to issue or to the par value of the Preferred Stock.

(d) This amendment to the Restated Articles of Incorporation was duly adopted in accordance with Section 88(1) of the Marshall Islands Business Corporations Act (the "BCA"). The Board of Directors of the Corporation approved this amendment to the Restated Articles of Incorporation on January 17, 2019 and April 16, 2019. On March 5, 2019, the holders of the requisite percentage of the outstanding shares of the Corporation entitled to vote thereon authorized the adoption of this amendment to the Restated Articles of Incorporation at a duly convened meeting of the stockholders of the Corporation in accordance with the Restated Articles of Incorporation and Section 88(1) of the BCA, and such authorization has been filed with the minutes of the proceedings of stockholders of the Corporation.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to Restated Articles of Incorporation to be signed as of the 1st day of May 2019, by its President and Chief Executive Officer, who hereby affirms and acknowledges, under penalty of perjury, that these Articles of Amendment are the act and deed of the Corporation and that the facts stated herein are true.

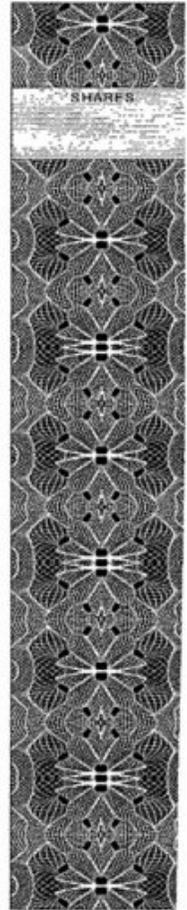
DANAOS CORPORATION

By: /s/ John Coustas

Name: John Coustas

Title: President and Chief Executive Officer

COMMON STOCK



NUMBER
DC 0042

SHARES



CUSIP Y1968P 12 1
SEE REVERSE FOR CERTAIN DEFINITIONS

DANAOS CORPORATION

ORGANIZED UNDER THE LAWS OF THE REPUBLIC OF LIBERIA AND DOMESTICATED IN THE REPUBLIC OF THE MARSHALL ISLANDS

THIS IS TO CERTIFY THAT

[Redacted area containing the name of the owner]

is the owner of

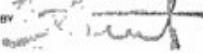
FULLY-PAID AND NON-ASSESSABLE SHARES OF COMMON STOCK, PAR VALUE \$0.01 EACH, OF DANAOS CORPORATION

transferable on the books of the Corporation by the holder hereof in person or by duly authorized attorney upon surrender of this certificate properly endorsed.

This certificate is not valid unless countersigned and registered by the Transfer Agent and Registrar.

Witness the facsimile seal of the Corporation and the facsimile signatures of its duly authorized officers.

Dated:

COUNTERSIGNED AND REGISTERED:
AMERICAN STOCK TRANSFER & TRUST COMPANY
(New York, NY)
BY  TRANSFER AGENT
AND REGISTRAR

AUTHORIZED SIGNATURE



CHIEF EXECUTIVE OFFICER

SECRETARY

The Corporation will furnish without charge to each shareholder, who so requests a statement of the number of shares constituting each class or series of stock and the designation thereof, and a copy of the powers, designations, preferences and relative, participating, optional or other special rights of each class of stock or series thereof and the qualifications, limitation or restrictions of such preferences and/or rights. Such requests shall be made to the Corporation's Secretary at the principal executive offices of the Corporation.

The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM - as tenants in common
TEN ENT - as tenants by the entireties
JT TEN - as joint tenants with right of survivorship and not as tenants in common

UNIF GIFT MIN ACT - _____ Custodian _____
(Cust) (Minor)
under Uniform Gifts to Minors Act _____
(State)

Additional abbreviations may also be used though not in the above list.

For value received, _____ hereby sell, assign and transfer unto

PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER OF ASSIGNEE

(PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS INCLUDING ZIP CODE OF ASSIGNEE)

of the capital stock represented by the within Certificate, and do hereby irrevocably constitute and appoint _____ shares

to transfer the said stock on the books of the within named Corporation with full power of substitution in the premises _____ Attorney

Dated _____

NOTICE: THE SIGNATURE TO THIS ASSIGNMENT MUST CORRESPOND WITH THE NAME AS WRITTEN UPON THE FACE OF THE CERTIFICATE IN EVERY PARTICULAR, WITHOUT ALTERATION OR ENLARGEMENT OR ANY CHANGE WHATSOEVER.

SIGNATURE(S) GUARANTEED:

THE SIGNATURE(S) SHOULD BE GUARANTEED BY AN ELIGIBLE GUARANTOR INSTITUTION (BANKS, STOCKBROKERS, SAVINGS AND LOAN ASSOCIATIONS AND CREDIT UNIONS WITH MEMBERSHIP IN AN APPROVED SIGNATURE GUARANTEE MEDALLION PROGRAM, PURSUANT TO SEC RULE 17a-13)