

OVERSEAS SHIPHOLDING GROUP INC
 Form 3
 August 15, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *

Â CAXTON
 INTERNATIONAL LTD
 (Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)
 08/05/2014

3. Issuer Name and Ticker or Trading Symbol

OVERSEAS SHIPHOLDING GROUP INC [OSG]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
 ___ Officer ___ Other
 (give title below) (specify below)

5. If Amendment, Date Original Filed(Month/Day/Year)

C/O PRIME MANAGEMENT LIMITED,Â MECHANICS BLDG, 12 CHURCH STREET
 (Street)

HAMILTON,Â D0Â HM11

(City) (State) (Zip)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 ___X___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Class A Common Stock | 43,486,841 ⁽¹⁾ | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|--|--|--|---------------------------|----------------------|--|
|--|--|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|----------|------------------|-----------------|-------------------------|----------------------------|------------------------------|--|------------|
| Warrants | Â (1) | 08/05/2039 | Class A Common Stock | 32,601,606 | \$ 0.01 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CAXTON INTERNATIONAL LTD C/O PRIME MANAGEMENT LIMITED MECHANICS BLDG, 12 CHURCH STREET HAMILTON,Â D0Â HM11 | Â | Â X | Â | Â |
| CAXTON ASSOCIATES LP PRINCETON PLAZA, BUILDING 2 731 ALEXANDER ROAD PRINCETON,Â NJÂ 08540 | Â | Â X | Â | Â |
| Canterbury Holdings (USA) LLC 500 PARK AVENUE NEW YORK,Â NYÂ 10022 | Â | Â X | Â | Â |
| Canterbury Holdings Ltd TRUST CORPORATION OF THE CHANNEL ISLANDS ROSENEATH, THE GRANGE ST. PETER PORT,Â Y7Â GY1 | Â | Â X | Â | Â |
| Law Andrew E 731 ALEXANDER ROAD, BLDG 2 PRINCETON,Â NJÂ 08540 | Â | Â X | Â | Â |
| Agnes III Peter W 731 ALEXANDER ROAD PRINCETON,Â NJÂ 08540 | Â | Â X | Â | Â |

Signatures

| | |
|--|------------|
| Jospeh Kelly | 08/15/2014 |
| __Signature of Reporting Person | Date |
| Maxwell Quin | 08/15/2014 |
| __Signature of Reporting Person | Date |
| Scott B. Bernstein | 08/15/2014 |
| __Signature of Reporting Person | Date |
| Ajay Mehra on behalf of Andrew E. Law, as sole director, as attorney-in-fact | 08/15/2014 |

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| <u>Signature of Reporting Person</u> | Date |
|--|------------|
| Ajay Mehra on behalf of ANDREW E. LAW, as attorney-in-fact | 08/15/2014 |
| <u>Signature of Reporting Person</u> | Date |
| Peter W. Agnes III | 08/15/2014 |
| <u>Signature of Reporting Person</u> | Date |
| Scott B. Bernstein | 08/15/2014 |
| <u>Signature of Reporting Person</u> | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

For reporting purposes, the aggregate amount of Class A Common Stock of Overseas Shipholding Group, Inc. deemed to be beneficially owned by the Reporting Persons (as named herein) is calculated on an aggregate of 10,885,235 shares of Class A common stock and (1) 32,601,606 shares of Class A common stock issuable upon exercise of 32,601,606 Warrants, in each case held by Reporting Persons as of August 5, 2014. The Warrants may be exercised only with the consent of Overseas Shipholding Group, Inc. and are subject to certain restrictions set out in the terms of the Warrants and the organizational documents of Overseas Shipholding Group, Inc.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.