

OVERSEAS SHIPHOLDING GROUP INC  
Form 8-K  
June 23, 2016

**United States**

**Securities and Exchange Commission**

**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of the  
Securities Exchange Act of 1934**

**June 23, 2016**

Date of Report (Date of earliest event reported)

**Overseas Shipholding Group, Inc.**

(Exact Name of Registrant as Specified in Charter)

**1-6479-1**

Commission File Number

**Delaware**

(State or other jurisdiction of incorporation or organization)

**13-2637623**

(I.R.S. Employer Identification Number)

**600 Third Avenue, 39<sup>th</sup> Floor**

**New York, New York 10016**

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code **(212) 953-4100**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

### **Section 3 – Securities and Trading Markets**

Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On June 23, 2016, Overseas Shipholding Group, Inc. (the “Company”) announced that the New York Stock Exchange (“NYSE”) approved the transfer of its Class A common stock, par value \$0.01 per share (“Class A Common Stock”), from the NYSE MKT to NYSE. In connection with that transfer, on June 23, 2016, the Company filed a Form 8-A with the Securities and Exchange Commission.

The Company’s Class A Common Stock, which will continue to trade under the ticker symbol “OSG,” is expected to commence trading on NYSE effective Tuesday, June 28, 2016. Prior to that date, the Company’s Class A Common Stock will continue trading on the NYSE MKT. Trading on the NYSE MKT will cease at the time trading of the Class A Common Stock on NYSE commences.

### **Section 7 – Regulation FD Disclosure.**

Item 7.01 Regulation FD Disclosure.

On June 23, 2016, the Company issued a press release relating to the information in “Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing” of this Current Report on Form 8-K. A copy of the press release is attached as Exhibit 99.1.

The information in this Item 7.01, including Exhibit 99.1, is being furnished and shall not be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liability of that Section, nor shall such information be deemed to be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as otherwise stated in that filing.

### **Section 9 – Financial Statements and Exhibits**

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

**Exhibit No. Description**

99.1 Press Release dated June 23, 2016.

**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 hereunto duly authorized.

OVERSEAS SHIPHOLDING GROUP, INC.  
(Registrant)

Date: June 23, 2016 By/s/ James D. Small III

Name: James D. Small III

Title: Senior Vice President, Secretary & General Counsel

**EXHIBIT INDEX**

**Exhibit No. Description**

99.1 Press Release dated June 23, 2016