

StealthGas Inc.  
Form SC 13G/A  
February 16, 2016

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

SCHEDULE 13G  
(Rule 13d-102)

Information to be Included in Statements Filed Pursuant to Rules 13d-1(b), (c) and (d) and  
Amendments Thereto Filed Pursuant to Rule 13d-2(b)  
(Amendment No. 2)\*

Stealthgas Inc.

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(Name of Issuer)

Common Stock

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(Title of Class of Securities)

Y81669106

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(CUSIP Number)

December 31, 2015

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(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*The remainder  
of this cover  
page shall be  
filled out for a  
reporting  
person's initial  
filing on this

form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP NO. Y81669106 13G

1 NAMES OF  
REPORTING  
PERSONS

MSD Partners, L.P.

2 CHECK THE  
APPROPRIATE BOX  
IF A MEMBER OF A (a)  
GROUP\*

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR  
PLACE OF  
ORGANIZATION

Delaware

SOLE  
5 VOTING  
POWER

-0-

SHARED  
6 VOTING  
POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY

3,708,819

EACH  
REPORTING  
PERSON WITH

SOLE  
7 DISPOSITIVE  
POWER

-0-

SHARED  
8 DISPOSITIVE  
POWER

3,708,819

9 AGGREGATE  
AMOUNT

BENEFICIALLY  
OWNED BY EACH  
REPORTING PERSON

3,708,819

10 CHECK BOX IF THE  
AGGREGATE  
AMOUNT IN ROW (9)  
EXCLUDES  
CERTAIN SHARES\*

11 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (9)

8.8%<sup>1</sup>

12 TYPE OF  
REPORTING  
PERSON\*

PN

\* SEE INSTRUCTIONS BEFORE FILLING OUT.

<sup>1</sup> The percentage used above is calculated based on 41,972,701 shares of common stock outstanding as of April 1, 2015 as reported in the Company's Annual Report on Form 20-F filed with the Commission on April 30, 2015.

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CUSIP NO. Y8166910613G

1 NAMES OF  
REPORTING  
PERSONS

MSD Credit  
Opportunity Master  
Fund, L.P.

2 CHECK THE  
APPROPRIATE BOX (a)  
IF A MEMBER OF A  
GROUP\*

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR  
PLACE OF  
ORGANIZATION

Cayman Islands

SOLE  
5 VOTING  
POWER

-0-

SHARED  
6 VOTING  
POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY

3,708,819

EACH  
REPORTING  
PERSON WITH

SOLE  
7 DISPOSITIVE  
POWER

-0-

SHARED  
8 DISPOSITIVE  
POWER

3,708,819

9 AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING PERSON

3,708,819

10 CHECK BOX IF THE  
AGGREGATE  
AMOUNT IN ROW (9)  
EXCLUDES CERTAIN  
SHARES\*

11 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (9)

8.8<sub>1</sub>

12 TYPE OF  
REPORTING  
PERSON\*

PN

\* SEE INSTRUCTIONS BEFORE FILLING OUT.

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CUSIP NO. Y8166910613G

Item 1(a) Name of  
Issuer:

The name of  
the issuer is  
StealthGas,  
Inc. (the  
"Company").

Item 1(b) Address of  
Issuer's  
Principal  
Executive  
Offices:

The  
Company's  
principal  
executive  
office is  
located at 331  
Kifissias  
Avenue,  
Erithrea  
14561,  
Athens,  
Greece.

Item 2(a) Name of  
Person Filing:

This Schedule  
13G is being  
jointly filed  
by and on  
behalf of each  
of MSD  
Partners, L.P.,  
formerly  
named MSDC  
Management,  
L.P. ("MSD  
Partners") and  
MSD Credit  
Opportunity

Master Fund,  
L.P.  
(collectively,  
the  
"Reporting  
Persons").  
MSD Credit  
Opportunity  
Master Fund,  
L.P. is the  
direct owner  
of the  
securities  
covered by  
this statement.

MSD Partners  
is the  
investment  
manager of,  
and may be  
deemed to  
beneficially  
own securities  
beneficially  
owned by  
MSD Credit  
Opportunity  
Master Fund,  
L.P. MSD  
Partners (GP),  
LLC ("MSD  
GP") is the  
general  
partner of,  
and may be  
deemed to  
beneficially  
own securities  
beneficially  
owned by,  
MSD  
Partners.  
Each of Glenn  
R. Fuhrman  
and Marc R.  
Lisker is a  
manager of,  
and may be  
deemed to  
beneficially



own securities  
beneficially  
owned by,  
MSD GP.

The Reporting  
Persons have  
entered into a  
Joint Filing  
Agreement,  
dated  
February 16,  
2016, a copy  
of which is  
filed with this  
Schedule 13G  
as Exhibit  
99.1, pursuant  
to which the  
Reporting  
Persons have  
agreed to file  
this statement  
jointly in  
accordance  
with the  
provisions of  
Rule  
13d-1(k)(1)  
under the Act.

Neither the  
filing of this  
statement nor  
anything  
herein shall  
be construed  
as an  
admission that  
any person  
other than the  
Reporting  
Persons is, for  
the purposes  
of Section  
13(d) or 13(g)  
of the Act or  
any other  
purpose, the  
beneficial  
owner of any

securities  
covered by  
this statement.

Item 2(b) Address of  
Principal  
Business  
Office or, if  
none,  
Residence:

The address  
of the  
principal  
business  
office of  
MSD Partners  
is 645 Fifth  
Avenue, 21st  
Floor, New  
York, New  
York 10022.

The address  
of the  
principal  
business  
office of  
MSD Credit  
Opportunity  
Master Fund,  
L.P. is c/o  
Maples  
Corporate  
Services  
Limited, P.O.  
Box 309,  
Ugland  
House, Grand  
Cayman,  
KY1-1104,  
Cayman  
Islands.

Item 2(c) Citizenship:

MSD Partners  
is organized  
as a limited  
partnership  
under the

laws of the  
State of  
Delaware.

MSD Credit  
Opportunity  
Master Fund,  
L.P. is a  
limited  
partnership  
organized  
under the  
laws of the  
Cayman  
Islands.

Item 2(d) Title of Class  
of Securities:

Common  
Stock

Item 2(e) CUSIP No.:

Y81669106

Item 3 If this  
statement is  
filed pursuant  
to Rules  
13d-1(b), or  
13d-2(b),  
check whether  
the person  
filing is a:

Not  
applicable.

Item 4 Ownership:

A. MSD Partners, L.P.

(a) Amount beneficially owned: 3,708,819

(b) Percent of class: 8.8%

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 3,708,819

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 3,708,819

B. MSD Credit Opportunity Master Fund, L.P.

(a) Amount beneficially owned: 3,708,819

(b) Percent of class: 8.8%

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 3,708,819

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 3,708,819

C. MSD Partners (GP), LLC

(a) Amount beneficially owned: 3,708,819

(b) Percent of class: 8.8%

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 3,708,819

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 3,708,819

D. Glenn R. Fuhrman

(a) Amount beneficially owned: 3,708,819

(b) Percent of class: 8.8%

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 3,708,819

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 3,708,819

E. Marc R. Lisker

(a) Amount beneficially owned: 3,708,819

(b) Percent of class: 8.8%

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 3,708,819

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 3,708,819

Item 5  
Ownership of  
Five Percent  
or Less of a  
Class:

If this  
statement is  
being filed to  
report the fact  
that as of the  
date hereof  
each of the  
Reporting  
Persons has  
ceased to be  
the beneficial  
owner of  
more than five  
percent of the  
class of  
securities,  
check the  
following [].

Item 6  
Ownership of  
More Than  
Five Percent  
on Behalf of  
Another  
Person:

Not applicable.

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person:

Not applicable.

Item 8 Identification and Classification of Members of the Group:

Not applicable.

Item 9 Notice of Dissolution of Group:

Not applicable.

Item 10 Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired

and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 16, 2016

MSD Partners, L.P.

MSD Credit Opportunity Master  
Fund, L.P.

By: MSD Partners (GP), LLC  
Its: General Partner

By: MSD Partners, L.P.  
Its: Investment Manager

By: /s/ Marc R. Lisker  
Name: Marc R. Lisker  
Title: Manager

By: MSD Partners (GP), LLC  
Its: General Partner

By: /s/ Marc R. Lisker  
Name: Marc R. Lisker  
Title: Manager



EXHIBIT INDEX

Exhibit Description of Exhibit

99.1 Joint Filing Agreement dated February 16, 2016.



Exhibit 99.1

AGREEMENT REGARDING THE JOINT FILING OF SCHEDULE 13G

The undersigned hereby agree as follows:

- (i) Each of them is individually eligible to use the Schedule 13G to which this Exhibit is attached, and such Schedule 13G is filed on behalf of each of them; and
- (ii) Each of them is responsible for the timely filing of such Schedule 13G and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

Date: February 16, 2016

MSD Partners, L.P.	MSD Credit Opportunity Master Fund, L.P.
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By: MSD Partners (GP), LLC	By: MSD Partners, L.P.
Its: General Partner	Its: Investment Manager

By: /s/ Marc R. Lisker	By: MSD Partners (GP), LLC
Name: Marc R. Lisker	Its: General Partner
Title: Manager	

By: /s/ Marc R. Lisker
Name: Marc R. Lisker
Title: Manager