

OVERSEAS SHIPHOLDING GROUP INC
Form 3
August 12, 2014

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

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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)

| | | | | | |
|---|---|--|---|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>^ Luxor Capital Group, LP</p> <p>(Last) (First) (Middle)</p> <p>1114 AVENUE OF THE AMERICAS, ^ 29TH FLOOR</p> <p>(Street)</p> <p>NEW YORK, ^ NY ^ 10036</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>08/05/2014</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>OVERSEAS SHIPHOLDING GROUP INC [OSGIQ]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|--|---|---|---|

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, par value \$.01 <u>(1)</u> <u>(2)</u> | 14,053,886 | I <u>(3)</u> | By: Luxor Capital Partners, LP |
| Class A Common Stock, par value \$.01 <u>(1)</u> <u>(2)</u> | 339,661 | I <u>(4)</u> | By: Separately Managed Account |
| Class A Common Stock, par value \$.01 <u>(1)</u> <u>(2)</u> | 4,276,514 | I <u>(5)</u> | By: Luxor Capital Partners Offshore Master Fund, LP |
| Class A Common Stock, par value \$.01 <u>(1)</u> <u>(2)</u> | 319,210 | I <u>(6)</u> | By: Luxor Spectrum Offshore Master Fund, LP |
| Class A Common Stock, par value \$.01 <u>(1)</u> <u>(2)</u> | 888,488 | I <u>(7)</u> | By: Luxor Wavefront, LP |

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

SEC 1473 (7-02)

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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 (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|-----------------|--|----------------------------|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Class A Warrants (Right to Buy) <u>(1)</u> <u>(2)</u> | Â <u>(8)</u> | 08/05/2039 | Class A Common Stock, par value \$.01 | 1,017,294 <u>(8)</u> | \$ 0.01 <u>(8)</u> | I <u>(4)</u> | By Separately Managed Account |
| Class A Warrants (Right to Buy) <u>(1)</u> <u>(2)</u> | Â <u>(8)</u> | 08/05/2039 | Class A Common Stock, par value \$.01 | 12,808,297 <u>(8)</u> | \$ 0.01 <u>(8)</u> | I <u>(5)</u> | By Luxor Capital Partners Offshore Master Fund, LP |
| Class A Warrants (Right to Buy) <u>(1)</u> <u>(2)</u> | Â <u>(8)</u> | 08/05/2039 | Class A Common Stock, par value \$.01 | 956,046 <u>(8)</u> | \$ 0.01 <u>(8)</u> | I <u>(6)</u> | By Luxor Spectrum Offshore Master Fund, LP |
| Class A Warrants (Right to Buy) <u>(1)</u> <u>(2)</u> | Â <u>(8)</u> | 08/05/2039 | Class A Common Stock, par value \$.01 | 2,661,048 <u>(8)</u> | \$ 0.01 <u>(8)</u> | I <u>(7)</u> | By Luxor Wavefront, LP |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Luxor Capital Group, LP 1114 AVENUE OF THE AMERICAS 29TH FLOOR NEW YORK, NY 10036 | Â | Â X | Â | Â |
| LUXOR CAPITAL PARTNERS OFFSHORE LTD C/O M&C CORPORATE SVCS LTD PO BOX 309 GT UGLAND HOUSE GEORGE TOWN, E9 00000 | Â | Â X | Â | Â |
| Luxor Capital Partners, LP 1114 AVENUE OF THE AMERICAS 29TH FLOOR NEW YORK, NY 10036 | Â | Â X | Â | Â |
| Luxor Wavefront, LP 1114 AVENUE OF THE AMERICAS 29TH FLOOR | Â | Â X | Â | Â |

NEW YORK, NY 10036

LUXOR SPECTRUM OFFSHORE LTD
 C/O MAPLES CORPORATE SERVICES LTD
 P.O. BOX 309 GT
 GEORGE TOWN, KY1-1104

^ ^ X ^ ^

Signatures

/s/ Norris Nissim, as General Counsel of Luxor Capital Partners, LP

08/12/2014

__Signature of Reporting Person

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).

(1) This Form 3 is filed jointly by Luxor Capital Group, LP ("Luxor Capital Group"), Luxor Capital Partners, LP ("Onshore Fund"), Luxor Capital Partners Offshore, Ltd. ("Offshore Feeder Fund"), Luxor Spectrum Offshore, Ltd. ("Spectrum Feeder Fund"), Luxor Wavefront, LP ("Wavefront Fund"), LCG Holdings, LLC ("LCG Holdings"), Luxor Management, LLC ("Luxor Management") and Christian Leone (collectively, the "Reporting Persons").

(2) Each of the Reporting Persons may be deemed to be a member of a Section 13(d) group that may be deemed to collectively beneficially own more than 10% of the Issuer's outstanding shares of Common Stock. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein except to the extent of his or its pecuniary interest therein.

(3) Securities owned directly by Onshore Fund. Each of LCG Holdings and Luxor Capital Group, as the general partner and investment manager, respectively, of Onshore Fund, may be deemed to beneficially own the securities owned directly by Onshore Fund. Luxor Management, as the general partner of Luxor Capital Group, and Christian Leone, as the managing member of each of LCG Holdings and Luxor Management, may be deemed to beneficially own the securities owned directly by Onshore Fund.

(4) Securities held in an account separately managed by Luxor Capital Group (the "Separately Managed Account"). Luxor Capital Group, as the investment manager of the Separately Managed Account, may be deemed to beneficially own the securities held in the Separately Managed Account. Luxor Management, as the general partner of Luxor Capital Group, and Christian Leone, as the managing member of Luxor Management, may be deemed to beneficially own the securities held in the Separately Managed Account.

(5) Securities owned directly by Luxor Capital Partners Offshore Master Fund, LP ("Offshore Master Fund"). Offshore Feeder Fund, as the owner of a controlling interest in Offshore Master Fund, may be deemed to beneficially own the securities owned directly by Offshore Master Fund. Each of LCG Holdings and Luxor Capital Group, as the general partner and investment manager, respectively, of Offshore Master Fund, may be deemed to beneficially own the securities owned directly by Offshore Master Fund. Luxor Management, as the general partner of Luxor Capital Group, and Christian Leone, as the managing member of each of LCG Holdings and Luxor Management, may be deemed to beneficially own the securities owned directly by Offshore Master Fund.

(6) Securities owned directly by Luxor Spectrum Offshore Master Fund, LP ("Spectrum Master Fund"). Spectrum Feeder Fund, as the owner of a controlling interest in Spectrum Master Fund, may be deemed to beneficially own the securities owned directly by Spectrum Master Fund. Each of LCG Holdings and Luxor Capital Group, as the general partner and investment manager, respectively, of Spectrum Master Fund, may be deemed to beneficially own the securities owned directly by Spectrum Master Fund. Luxor Management, as the general partner of Luxor Capital Group, and Christian Leone, as the managing member of each of LCG Holdings and Luxor Management, may be deemed to beneficially own the securities owned directly by Spectrum Master Fund.

(7) Securities owned directly by Wavefront Fund. Each of LCG Holdings and Luxor Capital Group, as the general partner and investment manager, respectively, of Wavefront Fund, may be deemed to beneficially own the securities owned directly by Wavefront Fund. Luxor Management, as the general partner of Luxor Capital Group, and Christian Leone, as the managing member of each of LCG Holdings and Luxor Management, may be deemed to beneficially own the securities owned directly by Wavefront Fund.

(8) The Warrants may be exercised only with the Issuer's consent and subject to certain restrictions set forth in the Issuer's organizational documents.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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