

OVERSEAS SHIPHOLDING GROUP INC
 Form 144
 August 11, 2017

UNITED STATES
 SECURITIES AND EXCHANGE COMMISSION

 Washington, D.C. 20549

OMB APPROVAL
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FORM 144
 NOTICE OF PROPOSED SALE OF SECURITIES
 PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

SEC USE ONLY

DOCUMENT
 SEQUENCE NO.

CUSIP NUMBER

ATTENTION: *Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker.*

| | | | | | | |
|--|---|-----------------------------|---------------|------------------|----------|--|
| 1 (a) NAME OF ISSUER (Please type or print) | (b) IRS IDENT. NO. | (c) S.E.C. FILE NO. | WORK LOCATION | | | |
| Overseas Shipholding Group, Inc. (the "Issuer") | 13-2637623 | 001-06479 | | | | |
| 1 (d) ADDRESS OF STREET ISSUER | CITY | STATE | ZIP CODE | (e) TELEPHONE NO | | |
| Two Harbour Place, 302 Knights Run Avenue, Suite 1200 | Tampa | FL | 33602 | AREA CODE | NUMBER | |
| | | | | 813 | 209-0600 | |
| 2 (a) NAME OF PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD | (b) RELATIONSHIP TO ISSUER | (c) ADDRESS STREET | CITY | STATE | ZIP CODE | |
| Paulson & Co. Inc. ⁽¹⁾ | >10% stockholder; affiliate of director | 1251 Avenue of the Americas | New York | NY | 10020 | |

INSTRUCTION: The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the S.E.C. File Number.

3 (a) (b) (c) (d) (e) (f) (g)

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| Title of the Class of Securities To Be Sold | Name and Address of Each Broker Through Whom the Securities are to be Offered or Each Market Maker who is Acquiring the Securities | Broker-Dealer File Number | Number of Shares or Other Units To Be Sold (See instr. 3(c)) | Aggregate Market Value (See instr. 3(d)) | Number of Shares or Other Units Outstanding (See instr. 3(e)) | Approximate Date of Sale (See instr. 3(f)) (MO. DAY YR.) | Name of Each Securities Exchange (See instr. 3(g)) |
|---|--|---------------------------|--|--|---|--|--|
| Class A Common Stock | BTIG, LLC 600 Montgomery Street, 6th Floor San Francisco, CA 94111 | | 116,881 | \$263,000 | 75,034,126 | 8/11/2017 | NYSE |

INSTRUCTIONS:

1. (a) Name of issuer
 - (b) Issuer's I.R.S. Identification Number
 - (c) Issuer's S.E.C. file number, if any
 - (d) Issuer's address, including zip code
 - (e) Issuer's telephone number, including area code
2. (a) Name of person for whose account the securities are to be sold
Such person's relationship to the issuer (e.g.,
 - (b) officer, director, 10% stockholder, or member of immediate family of any of the foregoing)
 - (c) Such person's address, including zip code
3. (a) Title of the class of securities to be sold
 - (b) Name and address of each broker through whom the securities are intended to be sold
 - (c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount)
 - (d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to filing of this notice
Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer
 - (e) Approximate date on which the securities are to be sold
 - (f) Name of each securities exchange, if any, on which the securities are intended to be sold
 - (g) Name of each securities exchange, if any, on which the securities are intended to be sold

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 control number. SEC 1147 (08-07)

TABLE I — SECURITIES TO BE SOLD

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

| Title of the Class | Date you Acquired | Nature of Acquisition Transaction | Name of Person from Whom Acquired (If gift, also give date donor acquired) | Amount of Securities Acquired | Date of Payment | Nature of Payment |
|----------------------|-------------------|---|---|--|-----------------|-------------------|
| Class A Common Stock | 8/5/2014 | Consummation of the plan of reorganization of the Issuer. | Issuer | 56,425,082 Class A Common Stock ⁽²⁾ | 8/5/2014 | Cash |
| Class A Common Stock | 12/17/2015 | Stock dividend. | Issuer | 5,642,505 Class A Common Stock ⁽²⁾ | N/A | N/A |

INSTRUCTIONS: If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

TABLE II — SECURITIES SOLD DURING THE PAST 3 MONTHS

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

| Name and Address of Seller | Title of Securities Sold | Date of Sale | Amount of Securities Sold | Gross Proceeds |
|--|--------------------------|--------------|---------------------------|---------------------------|
| Paulson & Co. 1251 Avenue of the Americas New York, NY 10020 | Class A Common Stock | 6/1/2017 | 2,221 ⁽³⁾ | \$6,932.40 ⁽⁴⁾ |
| Paulson & Co. 1251 Avenue of the Americas New York, NY 10020 | Class A Common Stock | 6/9/2017 | 45,139 | \$122,493.70 |
| Paulson & Co. 1251 Avenue of the Americas New York, NY 10020 | Class A Common Stock | 6/13/2017 | 216,000 | \$583,869.60 |
| Paulson & Co. 1251 Avenue of the Americas New York, NY 10020 | Class A Common Stock | 6/14/2017 | 370,100 | \$967,171.60 |

REMARKS:

1. Paulson & Co. Inc. ("Paulson") is an investment advisor registered under the Investment Advisors Act of 1940. Paulson is the investment manager of certain investment funds (the "Funds") and certain separately managed accounts

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(the "Separately Managed Accounts"). John Paulson is the controlling person of Paulson. All of the Class A Common Stock (the "Common Stock") of Overseas Shipholding Group, Inc. reported on this form are owned by the Funds or held in the Separately Managed Accounts, and such sales are the result of ordinary course rebalancing transactions in which the Funds and Separately Managed Accounts purchased and sold the Common Stock in equal amounts with no change in the aggregate number of such shares of Common Stock owned by the Funds and Separately Managed Accounts as a result of such transactions.

2. Subsequent to such acquisition, the Company effected a reverse stock split on June 13, 2016.
3. Such shares of Common Stock were surrendered to the Issuer in connection with a cashless exercise of Class A Warrants of the Issuer.
4. Amount shown represents approximate value of shares surrendered. No cash proceeds were received as a result of such surrender.

INSTRUCTIONS:

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

ATTENTION:

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.

August 11, 2017

DATE OF NOTICE

/s/ Stuart L.
Merzer
Name: Stuart L.
Merzer, General
Counsel and Chief
Compliance Officer

DATE OF PLAN ADOPTION OR GIVING OF INSTRUCTION, IF RELYING ON RULE 10B5-1

The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed. Any copies not manually signed shall bear typed or printed signatures.

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)

SEC 1147 (02-08)
