

OVERSEAS SHIPHOLDING GROUP INC  
Form 8-K  
March 25, 2010

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 8-K

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): March 24, 2010

OVERSEAS SHIPHOLDING GROUP, INC.

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(Exact name of registrant as specified in its charter)

Delaware  
(State or Other Jurisdiction of  
Incorporation)

1-6479-1  
(Commission File Number)

13-2637623  
(IRS Employer  
Identification No.)

666 Third Avenue, New York, New York 10017

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(Address of Principal Executive Offices) (Zip Code)

Registrant's Telephone Number, Including Area Code: (212) 953-4100

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(Former Name or Former Address, if Changed Since Last Report)

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 communication 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))
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Item 8.01.

Other Events.

On March 24, 2010, Overseas Shipholding Group, Inc. issued a press release announcing the pricing of its public offering of \$300,000,000 aggregate principal amount of 8 1/8% senior notes due 2018. A copy of the press release is attached hereto as Exhibit 99.1.

Item 9.01.

Financial Statements and Exhibits

(d)

Exhibits

99.1 Press release of Overseas Shipholding Group, Inc. dated March 24, 2010, announcing the pricing of its underwritten public offering of 8 1/8% senior notes due 2018.

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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)

By: /s/James I. Edelson

Name: James I. Edelson

Title: Senior Vice President, General Counsel and Secretary

Date: March 25, 2010

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