

OVERSEAS SHIPHOLDING GROUP INC  
Form SC 13G  
May 01, 2015

---

---

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 20549**

**SCHEDULE 13G**

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULE 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO  
RULE 13d-2**

Overseas Shipholding Group, Inc.  
(Name of Issuer)

**Class A Common Shares**  
(Title of Class of Securities)

69036R103  
(CUSIP Number)

April 29, 2015  
(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 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 ("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).

---

---

CUSIP No. 69036R103

SCHEDULE 13G

Page 2 of 7 Pages

NAME OF REPORTING PERSONS

1

BHR Capital LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

- (a)
- (b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

27,209,268

NUMBER OF  
SHARES

SHARED VOTING POWER

6

0

BENEFICIALLY  
OWNED BY  
EACH

SOLE DISPOSITIVE POWER

7

27,209,268

REPORTING  
PERSON

WITH

SHARED DISPOSITIVE POWER

8

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

27,209,268

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN   
SHARES

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

8.4%

TYPE OF REPORTING PERSON

12

IA



CUSIP No. 69036R103

SCHEDULE 13G

Page 3 of 7 Pages

NAME OF REPORTING PERSONS

1

BHR-OSG On-Shore Funding LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)   
 (b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

19,260,168

SHARED VOTING POWER

6

0

SOLE DISPOSITIVE POWER

7

19,260,168

SHARED DISPOSITIVE POWER

8

0

WITH

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

19,260,168

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  SHARES

10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

5.9%

TYPE OF REPORTING PERSON

12

CO



CUSIP No. 69036R103

SCHEDULE 13G

Page 4 of 7 Pages

**Item 1. (a) Name of Issuer**

Overseas Shipholding Group, Inc.

**(b) Address of Issuer's Principal Executive Offices**

1301 Avenue of the Americas

New York, New York 10019

**Item 2.**

**(a) Name of Person Filing**

BHR Capital LLC

BHR-OSG On-Shore Funding LLC

**(b) Address of Principal Business Office, or, if none, Residence**

**BHR Capital LLC and BHR-OSG On-Shore Funding LLC**

545 Madison Avenue, 10th Floor

New York, NY, 10022

**(c) Citizenship**

**BHR Capital LLC and BHR-OSG On-Shore Funding LLC**

Delaware

**(d) Title of Class of Securities**

Class A Common Shares ("Class A Shares")

**(e) CUSIP No.:**

69036R103

CUSIP No. 69036R103

**SCHEDULE 13G**

Page 5 of 7 Pages

**Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);



CUSIP No. 69036R103

**SCHEDULE 13G**

Page 6 of 7 Pages

**Item 4. Ownership**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

As of the date of this filing, the reporting persons may be deemed to be the beneficial owners of 27,209,268 Class A Shares. The reporting persons hold 12,698,434 Class A Shares and 14,510,834 warrants to purchase Class A Shares. The percentage of beneficial ownership is determined by dividing the total number of Class A Shares beneficially owned by the reporting persons (27,209,268) by 325,268,156, the number of Class A Shares (310,752,322) issued and outstanding as of March 2, 2015 combined with the number of warrants (14,510,834) held by the reporting persons.

BHR Capital LLC

- (a) Amount beneficially owned: 27,209,268
- (b) Percent of class: 8.4%
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote: 27,209,268
  - (ii) Shared power to vote or to direct the vote: 0
  - (iii) Sole power to dispose or to direct the disposition of: 27,209,268
  - (iv) Shared power to dispose or to direct the disposition of: 0

BHR-OSG On-Shore Funding LLC

(a) Amount beneficially owned: 19,260,168

(b) Percent of class: 5.9%

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

(i) Sole power to vote or to direct the vote: 19,260,168

(ii) Shared power to vote or to direct the vote: 0

(iii) Sole power to dispose or to direct the disposition of: 19,260,168

(iv) Shared power to dispose or to direct the disposition of: 0

**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 the reporting person has ceased to be the beneficial owner of more than 5 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 a participant in any transaction having that purpose or effect.

CUSIP No. 69036R103

**SCHEDULE 13G**

Page 7 of 7 Pages

**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.

Dated: May 1, 2015

BHR Capital LLC

By: William Brown  
Name: William Brown  
Title: President & COO

BHR-OSG On-Shore Funding LLC By: BHR Capital LLC By: William Brown Name: William Brown Title: President & COO