Scorpio Tankers Inc.
Form 424B5
August 02, 2013

Filed Pursuant to Rule 424(b)(5)
Registration No. 333-186815

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered/Proposed Maximum Aggregate Offering Price Per Security/ Proposed Maximum Aggregate Offering Price	Amount of Registration Fee (2)
Common Stock, par value $0.01 per share	$218,500,000 (1)	$29,804

(1) Includes $28,500,000 relating to the Underwriters option to purchase up to 3,000,000 additional common shares to cover over-allotments, if any.
(2) Calculated in accordance with Rule 457(r) under the Securities Act of 1933, as amended.

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PROSPECTUS SUPPLEMENT

(To Prospectus dated February 22, 2013)

20,000,000 Shares

Common Shares

Scorpio Tankers Inc. is offering for sale 20,000,000 of its common shares.

Our common shares are traded on the New York Stock Exchange under the symbol STNG. On July 29, 2013, the last reported sale price of our common shares as reported on the New York Stock Exchange was $10.13 per share.

Investing in our securities involves risk. You should carefully consider each of the factors described under Risk Factors beginning on page S-10 of this prospectus supplement, as well as the accompanying prospectus and the documents we have filed with the Securities and Exchange Commission that are incorporated by reference herein for more information, before you make any investment in our common shares.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

	Per Share	Total
Public offering price	$ 9.50	$ 190,000,000
Underwriting discounts	$ 0.36575	$ 7,315,000
Proceeds, before expenses, to us	$ 9.13425	$ 182,685,000

The underwriters may also purchase up to 3,000,000 additional common shares from us on the same terms and conditions as set forth above to cover over-allotments, if any, within 30 days from the date of this prospectus supplement. If the underwriters exercise the option in full, the total underwriting discounts will be $8,412,250, and the total proceeds, before expenses, will be $210,087,750.

The underwriters are offering the common shares as set forth under Underwriting. Delivery of the common shares will be made on or about August 5, 2013.

UBS Investment Bank **RS Platou**

Markets AS

Co-Manager

Global Hunter Securities

The date of this prospectus supplement is July 31, 2013.

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Prospectus Supplement

Base Prospectus

Corporate information

We are a Marshall Islands corporation with principal executive offices at 9, Boulevard Charles III Monaco 98000. Our telephone number at that address is 377-9798-5716. We also maintain an office at 150 East 58th Street, New York, NY 10155 and our telephone number at this address is (212) 542-1616. We maintain a website on the Internet at http://www.scorpiotankers.com. The information on our website is not incorporated by reference into this prospectus supplement and does not constitute a part of this prospectus supplement.

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Important notice about information in this prospectus supplement

This document is in two parts. The first part is this prospectus supplement, which describes the specific terms of this offering and also adds to and updates information contained in the accompanying base prospectus and the documents incorporated by reference into this prospectus supplement and the base prospectus. The second part, the base prospectus, gives more general information about securities we may offer from time to time, some of which does not apply to this offering. Generally, when we refer only to the prospectus, we are referring to both parts combined, and when we refer to the accompanying prospectus, we are referring to the base prospectus.

If the description of this offering varies between this prospectus supplement and the accompanying prospectus, you should rely on the information in this prospectus supplement. This prospectus supplement, the accompanying prospectus and the documents incorporated into each by reference include important information about us, the shares of common stock being offered and other information you should know before investing. You should read this prospectus supplement and the accompanying prospectus together with additional information described under the heading, Where You Can Find Additional Information before investing in our common stock.

We prepare our financial statements, including all of the financial statements incorporated by reference in this prospectus supplement, in U.S. dollars and in conformity with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB). We have a fiscal year end of December 31.

We have authorized only the information contained or incorporated by reference in this prospectus supplement, the accompanying prospectus and any free writing prospectus prepared by or on behalf of us or to which we have referred you. We have not, and any underwriters have not, authorized anyone to provide you with information that is different. We and the Underwriters take no responsibility for, and can provide no assurance as to the reliability of, any information that others may give you. We are offering to sell, and seeking offers to buy, shares of common stock only in jurisdictions where offers and sales are permitted. The information contained in or incorporated by reference in this document is accurate only as of the date such information was issued, regardless of the time of delivery of this prospectus supplement or any sale of our common shares.

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Cautionary statement regarding forward looking statements

Matters discussed in this document may constitute forward-looking statements. The Private Securities Litigation Reform Act of 1995 provides safe harbor protections for forward-looking statements in order to encourage companies to provide prospective information about their business. Forward-looking statements include statements concerning plans, objectives, goals, strategies, future events or performance, and underlying assumptions and other statements, which are other than statements of historical facts.

We desire to take advantage of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 and are including this cautionary statement in connection with this safe harbor legislation. This document and any other written or oral statements made by us or on our behalf may include forward-looking statements, which reflect our current views with respect to future events and financial performance. The words believe , anticipate , intend , estimate , forecast , project , plan , potential , may , should , expect and similar expressions id forward-looking statements.

The forward-looking statements in this document are based upon various assumptions, many of which are based, in turn, upon further assumptions, including without limitation, management s examination of historical operating trends, data contained in our records and other data available from third parties. Although we believe that these assumptions were reasonable when made, because these assumptions are inherently subject to significant uncertainties and contingencies which are difficult or impossible to predict and are beyond our control, we cannot assure you that we will achieve or accomplish these expectations, beliefs or projections.

In addition to these important factors and matters discussed elsewhere in this prospectus, and in the documents incorporated by reference in this prospectus, important factors that, in our view, could cause actual results to differ materially from those discussed in the forward-looking statements include the strength of world economies and currencies, general market conditions, including fluctuations in charterhire rates and vessel values, changes in demand in the tanker vessel markets, changes in the company s operating expenses, including bunker prices, insurance costs, changes in governmental rules and regulations or actions taken by regulatory authorities including those that may limit the commercial useful lives of tankers, potential liability from pending or future litigation, general domestic and international political conditions, potential disruption of shipping routes due to accidents or political events, and other important factors described from time to time in the reports we file with the Securities and Exchange Commission, or the Commission, and the New York Stock Exchange. We caution readers of this prospectus supplement, the accompanying prospectus and the documents incorporated by reference not to place undue reliance on these forward-looking statements, which speak only as of their dates. We undertake no obligation to update or revise any forward-looking statements. These forward looking statements are not guarantees of our future performance, and actual results and future developments may vary materially from those projected in the forward-looking statements.

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Prospectus summary

This section summarizes some of the key information that is contained or incorporated by reference in this prospectus. It may not contain all of the information that may be important to you. As an investor or prospective investor, you should review carefully the entire prospectus, any free writing prospectus that may be provided to you in connection with the offering of the common shares and the information incorporated by reference in this prospectus, including the sections entitled Risk Factors on page S-10 of this prospectus supplement; on page 8 of the accompanying prospectus in our Registration Statement on Form F-3, effective February 25, 2013; and in our Annual Report on Form 20-F for the fiscal year ended December 31, 2012, filed on March 29, 2013. Unless the context otherwise requires, when used in this prospectus supplement, the terms Scorpio Tankers, the Company, we, our and us refer to Scorpio Tankers Inc. and its subsidiaries. Scorpio Tankers Inc. refers only to Scorpio Tankers Inc. and not its subsidiaries. The financial information included or incorporated by reference into this prospectus represents our financial information and the operations of our subsidiaries. Unless otherwise indicated, all references to currency amounts in this prospectus are in U.S. dollars. Unless otherwise indicated, all information in this prospectus supplement assumes that the underwriters option to purchase up to additional shares to cover over-allotments is not exercised.

OUR COMPANY

We are engaged in seaborne transportation of refined petroleum products in the international shipping markets. Our fleet as of the date of this prospectus supplement consists of 17 wholly-owned tankers (four LR1 tankers, one Handymax tanker, ten MR tankers, one LR2 tanker and one post-Panamax tanker), 27 time chartered-in tankers (seven Handymax tankers, eight MR tankers, four LR1 tankers and eight LR2 tankers, including two vessels we expect to be delivered to us by September 2013) and we have entered into contracts for the construction of 48 fuel-efficient newbuilding product tankers (24 MR, 12 Handymax ice class 1-A, and 12 LR2), two of which are expected to be delivered to us by September 2013, 38 by the end of 2014 and the remaining eight by the end of 2015, and five newbuilding Very Large Gas Carriers, or VLGCs, which are scheduled to be delivered to us by the end of 2015.

The following tables set forth the tankers and VLGCs carriers that we own, charter-in or have contracted for construction as of July 29, 2013.

Vessel Name	Year Built	DWT	Ice class	Employment	Vessel type
Owned vessels					
1 STI Highlander	2007	37,145	1A	SHTP(1)	Handymax
2 STI Amber	2012	52,000		SMRP(4)	MR
3 STI Topaz	2012	52,000		SMRP(4)	MR
4 STI Ruby	2012	52,000		SMRP(4)	MR
5 STI Garnet	2012	52,000		SMRP(4)	MR
6 STI Onyx	2012	52,000		SMRP(4)	MR
7 STI Sapphire	2013	52,000		SMRP(4)	MR
8 STI Emerald	2013	52,000		SMRP(4)	MR
9 STI Beryl	2013	52,000		SMRP(4)	MR
10 STI Le Rocher	2013	52,000		Spot	MR
11 STI Larvotto	2013	52,000		Spot	MR
12 Noemi	2004	72,515		SPTP(2)	LR1
13 Senatore	2004	72,514		SPTP(2)	LR1
14 STI Harmony	2007	73,919	1A	SPTP(2)	LR1
15 STI Heritage	2008	73,919	1A	SPTP(2)	LR1
16 Venice	2001	81,408	1C	SPTP(2)	Post-Panamax
17 STI Spirit	2008	113,100		SLR2P(3)	LR2
Total owned DWT		1,044,520			

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Time Chartered-In vessels

Vessel Name	Year Built	DWT	Ice class	Employment	Vessel type	Time Charter Info Daily Base Rate	Time Charter Info Expiry(5)
18 Freja Polaris	2004	37,217	1B	SHTP(1)	Handymax	$ 12,700	14-Apr-14(6)
19 Kraslava	2007	37,258	1B	SHTP(1)	Handymax	$ 12,800	18-May-14(7)
20 Krisjanis Valdemars	2007	37,266	1B	SHTP(1)	Handymax	$ 12,800	14-Apr-14(8)
21 Jinan	2003	37,285		SHTP(1)	Handymax	$ 12,600	28-Apr-15
22 Histria Azure	2007	40,394		SHTP(1)	Handymax	$ 12,600	04-Apr-14(9)
23 Histria Coral	2006	40,426		SHTP(1)	Handymax	$ 12,800	17-Jul-14(10)
24 Histria Perla	2005	40,471		SHTP(1)	Handymax	$ 12,800	15-Jul-14(10)
25 STX Ace 6	2007	46,161		SMRP(4)	MR	$ 14,150	17-May-14(11)
26 Targale	2007	49,999		SMRP(4)	MR	$ 14,500	17-May-14(12)
27 Ugale	2007	49,999	1B	SMRP(4)	MR	$ 14,000	15-Jan-14(13)
28 Gan Triumph	2010	49,999		SMRP(4)	MR	$ 14,150	20-May-14
29 Nave Orion	2013	49,999		SMRP(4)	MR	$ 14,300	25-Mar-15(14)
30 Freja Lupus	2012	50,385		SMRP(4)	MR	$ 14,760	26-Apr-14(15)
31 Gan-Trust	2013	51,561		SMRP(4)	MR	$ 16,250	06-Jan-16(16)
32 Usma	2007	52,684	1B	SMRP(4)	MR	$ 13,500	03-Jan-14(17)
33 SN Federica	2003	72,344		SPTP(2)	LR1	$ 11,250	15-May-15(18)
34 King Douglas	2008	73,666		SPTP(2)	LR1	$ 14,000	26-Jul-14(19)
35 Hellespont Promise	2007	73,669		SPTP(2)	LR1	$ 12,500	16-Dec-13(20)
36 FPMC P Eagle	2009	73,800		SPTP(2)	LR1	$ 12,800	09-Sep-13(21)
37 FPMC P Hero	2011	99,995		SLR2P(3)	LR2	$ 14,750	02-Nov-13(22)
38 FPMC P Ideal	2012	99,993		SLR2P(3)	LR2	$ 15,000	09-Jan-14(23)
39 Densa Alligator	2013	105,708		SLR2P(3)	LR2	$ 16,500	11-Sep-14(24)
40 Khawr Aladid	2006	106,003		SLR2P(3)	LR2	$ 15,400	11-Jul-15
41 Fair Seas	2008	115,406		SLR2P(3)	LR2	$ 16,250	31-Jan-14(25)
42 Pink Stars	2010	115,592		SLR2P(3)	LR2	$ 16,125	10-Apr-14
43 Four Sky	2010	115,708		SLR2P(3)	LR2	$ 16,250	01-Sep-14(26)
44 Orange Stars	2011	115,756		SLR2P(3)	LR2	$ 16,125	06-Apr-14
Total time chartered-in DWT		1,838,744					

Newbuildings currently under construction

As used in this prospectus supplement, HMD refers to Hyundai Mipo Dockyard Co., Ltd., SPP refers to SPP Shipbuilding Co. Ltd., HSHI refers to Hyundai Samho Heavy Industries Co., Ltd. and DSME refers to Daewoo Shipbuilding and Marine Engineering Co., Ltd.

Vessel Name	Yard	DWT	Ice class	Vessel type
Product tankers				
45 Hull 2451	HMD(27)	38,000	1A	Handymax
46 Hull 2452	HMD(27)	38,000	1A	Handymax
47 Hull 2453	HMD(27)	38,000	1A	Handymax
48 Hull 2454	HMD(27)	38,000	1A	Handymax
49 Hull 2462	HMD(27)	38,000	1A	Handymax
50 Hull 2463	HMD(27)	38,000	1A	Handymax
51 Hull 2464	HMD(27)	38,000	1A	Handymax
52 Hull 2465	HMD(27)	38,000	1A	Handymax
53 Hull 2476	HMD(27)	38,000	1A	Handymax
54 Hull 2477	HMD(27)	38,000	1A	Handymax
55 Hull 2478	HMD(27)	38,000	1A	Handymax
56 Hull 2479	HMD(27)	38,000	1A	Handymax
57 Hull 2349	HMD(27)	52,000		MR
58 Hull 2350	HMD(27)	52,000		MR

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Vessel Name	Yard	DWT	Ice class	Vessel type
59 Hull 2389	HMD(27)	52,000		MR
60 Hull 2390	HMD(27)	52,000		MR
61 Hull 2391	HMD(27)	52,000		MR
62 Hull 2392	HMD(27)	52,000		MR
63 Hull 2449	HMD(27)	52,000		MR
64 Hull 2450	HMD(27)	52,000		MR
65 Hull 2458	HMD(27)	52,000		MR
66 Hull 2459	HMD(27)	52,000		MR
67 Hull 2460	HMD(27)	52,000		MR
68 Hull 2461	HMD(27)	52,000		MR
69 Hull S1138	SPP(28)	52,000		MR
70 Hull S1139	SPP(28)	52,000		MR
71 Hull S1140	SPP(28)	52,000		MR
72 Hull S1141	SPP(28)	52,000		MR
73 Hull S1142	SPP(28)	52,000		MR
74 Hull S1143	SPP(28)	52,000		MR
75 Hull S1144	SPP(28)	52,000		MR
76 Hull S1145	SPP(28)	52,000		MR
77 Hull S1167	SPP(28)	52,000		MR
78 Hull S1168	SPP(28)	52,000		MR
79 Hull S1169	SPP(28)	52,000		MR
80 Hull S1170	SPP(28)	52,000		MR
81 Hull S703	HSHI(29)	114,000		LR2
82 Hull S704	HSHI(29)	114,000		LR2
83 Hull S705	HSHI(29)	114,000		LR2
84 Hull S706	HSHI(29)	114,000		LR2
85 Hull S709	HSHI(29)	114,000		LR2
86 Hull S710	HSHI(29)	114,000		LR2
87 Hull S715	HSHI(29)	114,000		LR2
88 Hull S716	HSHI(29)	114,000		LR2
89 Hull 5394	DSME(30)	114,000		LR2
90 Hull 5395	DSME(30)	114,000		LR2
91 Hull 5398	DSME(30)	114,000		LR2
92 Hull 5399	DSME(30)	114,000		LR2
Total product tankers DWT		3,072,000		

Vessel Name	Yard	Vessel size (cbm)	Vessel type
LPG Carriers			
93 VLGC #1	DSME(31)	84,000	VLGC
94 VLGC #2	DSME(31)	84,000	VLGC
95 Hull S749	HSHI(32)	84,000	VLGC
96 Hull S750	HSHI(32)	84,000	VLGC
97 Hull S751	HSHI(32)	84,000	VLGC
Total LPG carriers (cbm)		420,000	

(1) This vessel operates in or is expected to operate in the Scorpio Handymax Tanker Pool, or SHTP. SHTP is operated by Scorpio Commercial Management, or SCM. SHTP and SCM are related parties to the Company.

(2) This vessel operates in or is expected to operate in the Scorpio Panamax Tanker Pool, or SPTP. SPTP is operated by SCM. SPTP is a related party to the Company.

(3) This vessel operates in or is expected to operate in the Scorpio LR2 Pool, or SLR2P. SLR2P is operated by SCM. SLR2P is a related party to the Company.

(4) This vessel operates in or is expected to operate in the Scorpio MR Pool, or SMRP. SMRP is operated by SCM. SMRP is a related party to the Company.

(footnotes continued on following page)

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(5) Redelivery from the charterer is plus or minus 30 days from the expiry date.
(6) We have an option to extend the charter for an additional year at $14,000 per day.
(7) We have extended the charter for an additional ten months at $12,800 per day beginning in July 2013. We have an option to extend the charter for an additional year at $13,650 per day.
(8) We have extended the charter for an additional ten months at $12,800 per day beginning in June 2013. We have an option to extend the charter for an additional year at $13,650 per day. The agreement also contains a 50% profit and loss sharing provision whereby we split all of the vessel s profits and losses above or below the daily base rate with the vessel s owner.
(9) We have an option to extend the term of the charter for an additional year at $13,550 per day.
(10) We entered into new charter agreements at $12,800 per day. We have options to extend the charters for an additional year at $13,550 per day.
(11) We have an option to extend the charter for an additional year at $15,150 per day.
(12) We have options to extend the charter for up to three consecutive one year periods at $14,850 per day, $15,200 per day and $16,200 per day, respectively.
(13) We have an option to extend the charter for an additional year at $15,000 per day.
(14) We have an option to extend the charter for an additional year at $15,700 per day.
(15) We have an option to extend the charter for an additional year at $16,000 per day.
(16) The daily base rate represents the average rate for the three year duration of the agreement. The rate for the first year is $15,750 per day, the rate for the second year is $16,250 per day, and the rate for the third year is $16,750 per day. We have options to extend the charter for up to two consecutive one year periods at $17,500 per day and $18,000 per day, respectively.
(17) We have an option to extend the charter for an additional year at $14,500 per day.
(18) We have an option to extend the charter for an additional year at $12,500 per day. We have also entered into an agreement with the owner whereby we split all of the vessel s profits above the daily base rate.
(19) We have an option to extend the charter for an additional year at $15,000 per day.
(20) We have an option to extend the charter for an additional six months at $14,250 per day.
(21) We have entered into an agreement with a third party whereby we split all of the vessel s profits and losses above or below the daily base rate.
(22) We have options to extend the charter for three consecutive six month periods at $15,000 per day, $15,250 per day, and $15,500 per day respectively.
(23) We have options to extend the charter for two consecutive six month periods at $15,250 per day, and $15,500 per day respectively.
(24) This vessel is expected to be delivered in early September 2013. We have an option to extend the charter for one year at $17,550 per day.
(25) We have options to extend the charter for two consecutive six month periods at $16,500 per day and $16,750 per day, respectively.
(26) This vessel is expected to be delivered by the end of September 2013.
(27) These newbuilding vessels are being constructed at HMD. Two vessels are expected to be delivered in the third quarter of 2013 and the remaining 22 vessels by the end of 2014.
(28) These newbuilding vessels are being constructed at SPP. Eight vessels are expected to be delivered during the second, third and fourth quarters of 2014 and four in the first and second quarter of 2015.
(29) These newbuilding vessels are being constructed at HSHI. Six vessels are expected to be delivered in the third and fourth quarters of 2014 and two in the first quarter of 2015.
(30) These newbuilding vessels are being constructed at DSME. Two vessels are expected to be delivered in the fourth quarter of 2014 and two in the second quarter of 2015.
(31) These newbuilding vessels are being constructed at DSME. One vessel is expected to be delivered in the second quarter and one in the fourth quarter of 2015.
(32) These newbuilding vessels are being constructed at HSHI. One vessel is expected to be delivered in the second quarter, one in the third quarter and one in the fourth quarter of 2015.

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Recent and other developments

Newbuilding Vessels

In July 2013, we reached agreements with HSHI and DSME to construct a minimum of five and up to 10 newbuilding VLGCs for approximately $75.0 million each. The vessels are 84,000 cubic meter tankers designed for the carriage of liquefied petroleum gas, or LPG. Of the first five vessels, two are scheduled to be delivered in the second quarter of 2015, one in the third quarter of 2015, and two in the fourth quarter of 2015. These agreements replace the previously announced agreements to construct four LR2 vessels at Samsung Heavy Industries.

In May 2013, we reached agreements to construct four LR2 product tankers for approximately $50.5 million each, consisting of two at HSHI, and two at DSME. These vessels are scheduled to be delivered in the first and second quarters of 2015.

In May 2013, we reached an agreement with SPP to construct four MR product tankers for approximately $32.5 million each. These vessels are scheduled to be delivered in the first and second quarters of 2015.

In May 2013, we reached an agreement with HMD to construct four Handymax ice class-1A product tankers for approximately $31.6 million each. These vessels are scheduled to be delivered in the third quarter of 2014.

In April 2013, we reached an agreement with an unaffiliated third party for the purchase of four MR tankers currently under construction at HMD for approximately $36.5 million each. Two of these vessels have been delivered and the remaining two vessels are expected to be delivered by September 2013. The transaction was completed by novating the existing shipbuilding agreements.

In April 2013, we exercised options with HMD for two Handymax ice class-1A vessels with estimated delivery dates in the third quarter of 2014. The contracts are for approximately $31.6 million each.

Newbuilding vessel deliveries

In July 2013, we took delivery of the tenth vessel under our Newbuilding Program, *STI Larvotto.* This vessel was financed with cash on hand.

In June 2013, we took delivery of the ninth vessel under our Newbuilding Program, *STI Le Rocher.* This vessel was financed with cash on hand.

In April 2013, we took delivery of the eighth vessel under our Newbuilding Program, *STI Beryl.* This vessel was partially financed with cash on hand and partially with a $17.7 million draw down under our 2011 Credit Facility.

Since June 2011, we have entered into contracts for the construction of 58 fuel-efficient newbuilding product tankers and five VLGCs with shipyards, including HMD, HSHI, SPP, and DSME, which we refer to as our Newbuilding Program. As of the date of this prospectus supplement, 10 of the vessels in our Newbuilding Program have been delivered to us. We currently have contracts for the construction of 48 product tankers, consisting of 12 MR product tankers with HMD for an aggregate purchase price of $405.6 million, 12 ice class 1-A Handymax product tankers with HMD for an aggregate purchase price

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of $377.0 million, 12 MR product tankers with SPP for an aggregate purchase price of $403.1 million, eight LR2 product tankers with HSHI for an aggregate purchase price of $404.0 million, four LR2 product tankers with DSME for an aggregate purchase price of $200.0 million, and five VLGCs with HSHI and DSME for an aggregate purchase price of $375.0 million.

Two of the fuel-efficient newbuilding product tankers are scheduled to be delivered by September 2013, 38 by the end of 2014 and the remaining eight by the end of 2015, and the five VLGCs are scheduled to be delivered by the end of 2015. We have made $413.5 million of installment payments during 2013, and we have remaining yard installments of $1,875.8 million before we take delivery of all of these vessels. We will need to secure additional debt or equity financing or both in addition to our New 2013 Senior Secured Credit Facility (defined below) to fully fund the remaining balance of our obligations under our Newbuilding Program.

Time chartered-in vessels

In July 2013, we agreed to time charter-in the following vessels:

- A 2008 built LR1 product tanker for one year for approximately $14,000 per day. This agreement contains an option for the Company to extend the charter for an additional year at $15,000 per day.
- Two Handymax product tankers for one year at $12,800 per day (2005 built and 2006 built). These are new agreements on two vessels that are currently time chartered-in. These agreements commenced in July 2013 upon expiration of the prior agreements. These agreements also contain options for the Company to extend the charters for an additional year at $13,550 per day.

In June 2013, we agreed to time charter-in the following vessels:

- A 2013 built LR2 product tanker for one year at a rate of $16,500 per day. We have an option to extend this charter for an additional year at a rate of $17,550 per day. This vessel is scheduled to be delivered to us in September 2013.
- We have also exercised our options to extend the time charters on two LR2 vessels for six months at $15,000 per day and $16,250 per day, respectively.

In May 2013, we agreed to time charter-in the following vessels:

- A 2010 built MR product tanker for one year at a rate of $14,150 per day. This vessel was delivered to us in May 2013.
- Two Handymax vessels (both 2007 built) that are currently time chartered-in, each for ten months at $12,800 per day beginning in June and July 2013, respectively. We have options to extend each charter for an additional year at $13,650 per day.

In April 2013, we agreed to time charter-in the following vessels:

- A 2003 built Handymax product tanker for 24 months at a rate of $12,600 per day. This vessel was delivered to us in April 2013.
- A 2006 built LR2 product tanker for 24 months at a rate of $15,400 per day. This vessel was delivered to us in July 2013.
- A 2010 built LR2 product tanker for 12 months at a rate of $16,250 per day. This vessel is expected to be delivered to us in September 2013.

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Equity Offering

In May 2013, we issued 36,144,578 shares of common stock in a registered direct placement of common shares at an offering price of $8.30 per share. We received net proceeds of approximately $289.1 million, after deducting placement agents discounts and offering expenses.

Appointment of New Directors

In April 2013, we appointed Marianne Økland to our board of directors to serve as a Class III director effective as of April 2, 2013. Our board of directors determined that Ms. Økland is an independent director as that term is defined under the Securities Exchange Act of 1934, as amended, or the Exchange Act, and the New York Stock Exchange Listing Manual, or the NYSE Manual.

In May 2013, we appointed Jose Tarruella and Cameron Mackey to our board of directors to serve as a Class II and Class III director, respectively, in each case effective as of the same date. Our board of directors determined that Mr. Tarruella is an independent director as that term is defined under the Exchange Act and the NYSE Manual.

Replacement of Auditors

On April 2, 2013, our board of directors, upon recommendation of our audit committee, appointed PricewaterhouseCoopers LLP as our independent auditor for the fiscal year ending December 31, 2013, replacing Deloitte LLP.

2013 Equity Incentive Plan

On April 15, 2013, our board of directors approved the adoption of our 2013 Equity Incentive Plan and reserved 5,000,000 common shares, par value $0.01 per share, of the Company for issuance pursuant to the plan. As of the date of this prospectus supplement all shares have been issued pursuant to the 2013 Equity Incentive Plan and are subject to a vesting schedule. See Security Ownership of Beneficial Owners and Management.

Dividend Declaration

On April 15, 2013, our board of directors declared a quarterly cash dividend of $0.025 per share, which was paid on June 25, 2013 to all shareholders of record as of June 11, 2013. On July 29, 2013, our board of directors declared a quarterly cash dividend of $0.035 per share, payable on or about September 25, 2013 to all shareholders of record as of September 10, 2013.

The declaration and payment of dividends is subject at all times to the discretion of our board of directors. The timing and amount of future dividends, if any, will depend on our earnings, financial condition, cash requirements and availability, fleet renewal and expansion, any restrictions in our loan agreements, the provisions of Marshall Islands law affecting the payment of dividends and other factors.

Our New 2013 Senior Secured Credit Facility

In July 2013, we entered into a senior secured revolving credit facility and term loan facility of up to $525.0 million to finance the acquisition of certain vessels in our Newbuilding Program, including certain vessels that we have options to purchase and for general corporate purposes, including working capital. See Our New 2013 Senior Secured Credit Facility.

Results for the three and six months ended June 30, 2013 and 2012

The table below sets forth our unaudited statement of profit or loss for the three and six months ended June 30, 2013 and 2012. The interim financial data is not necessarily indicative of future results and

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should be read in conjunction with our consolidated financial statements and related notes included in our Annual Report on Form 20-F for the year ended December 31, 2012, which is incorporated by reference in this prospectus supplement.

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

(UNAUDITED)

In thousands of U.S. dollars except per share and share data	For the three months ended June 30, 2013	For the three months ended June 30, 2012	For the six months ended June 30, 2013	For the six months ended June 30, 2012
Revenue				
Vessel revenue	51,533	27,487	96,457	56,611
Operating expenses:				
Vessel operating costs	(8,527)	(6,966)	(16,498)	(15,784)
Voyage expenses	(1,333)	(7,797)	(2,533)	(13,647)
Charterhire	(26,972)	(9,766)	(47,469)	(16,891)
Depreciation	(5,521)	(3,178)	(10,288)	(6,824)
Loss from sale of vessels		(31)		(4,525)
General and administrative expenses	(5,290)	(2,737)	(8,049)	(5,592)
Total operating expenses	(47,643)	(30,475)	(84,837)	(63,263)
Operating income / (loss)	3,890	(2,988)	11,620	(6,652)
Other (expense) and income, net				
Financial expenses	(476)	(1,049)	(1,875)	(2,475)
Realized (loss) / gain on derivative financial instruments	(46)		23	
Unrealized gain on derivative financial instruments	323		365	
Financial income	369	1	550	2
Other expenses, net	(92)	(8)	(107)	(20)
Total other expense, net	78	(1,056)	(1,044)	(2,493)
Net income / (loss)	$ 3,968	($ 4,044)	$ 10,576	($ 9,145)
Earnings / (loss) per share				
Basic and diluted	$ 0.03	($ 0.10)	$ 0.09	($ 0.23)

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The offering

Common shares presently outstanding	164,656,424 common shares
Common shares offered by Scorpio Tankers Inc.	20,000,000 common shares (or 23,000,000 common shares, assuming full exercise of the underwriters over-allotment option)
Common shares to be outstanding immediately after this offering	184,656,424 common shares (or 187,656,424 common shares, assuming full exercise of the underwriters over-allotment option)
New York Stock Exchange symbol	STNG
Use of proceeds	We estimate that we will receive net proceeds of approximately $182.2 million from this offering assuming the underwriters over-allotment option is not exercised, and approximately $209.6 million if the underwriters over-allotment option is exercised in full, in each case after deducting underwriting discounts and estimated offering expenses payable by us. The net proceeds of this offering are expected to be used for tanker vessel and LPG carrier acquisitions, working capital and other general corporate purposes. See Use of Proceeds.
Risk factors	Investing in our common shares involves risks. You should carefully consider the risks discussed under the caption Risk Factors on page S-10 of this prospectus supplement, on page 8 of the accompanying prospectus in our Registration Statement on Form F-3, effective February 25, 2013, and in our Annual Report on Form 20-F for the fiscal year ended December 31, 2012, filed on March 29, 2013, and under the caption Risk Factors or any similar caption in the documents that we subsequently file with the Commission that are incorporated or deemed to be incorporated by reference in this prospectus supplement and the accompanying prospectus, and in any free writing prospectus that you may be provided in connection with the offering of common shares pursuant to this prospectus supplement and the accompanying prospectus.

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Risk factors

An investment in our securities involves a high degree of risk. You should carefully consider the risk factors beginning on page 8 of the accompanying prospectus and in our Annual Report on Form 20-F for the year ended December 31, 2012 and the other documents we have incorporated by reference in this prospectus that summarize the risks that may materially affect our business before making an investment in our securities. See Where You Can Find Additional Information Information Incorporated by Reference. The occurrence of one or more of those risk factors could adversely impact our results of operations or financial condition.

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Use of proceeds

We estimate that we will receive net proceeds of approximately $182.2 million from this offering assuming the underwriters over-allotment option is not exercised, and approximately $209.6 million if the underwriters over-allotment option is exercised in full, in each case after deducting underwriting discounts and estimated offering expenses payable by us. The net proceeds of this offering are expected to be used for tanker vessel and LPG carrier acquisitions, working capital and other general corporate purposes.

We are engaged in discussions with counterparties on a continuous basis and intend to make opportunistic vessel acquisitions at attractive prices. As a result of the receipt of the net proceeds of this offering, we may purchase newbuilding vessels or secondhand vessels that meet our specifications, either directly from shipyards or from the current owners. While we have not entered into a definitive agreement with any counterparties, we expect, as a result of our ongoing discussions, to be able to negotiate attractive purchase terms for suitable vessels expeditiously following this offering. We expect to borrow under our new and existing credit facilities to fund our future vessel acquisitions and may use such borrowings, together with the net proceeds of this offering, to fund the purchase of one or more new vessels. See Item 5.B Operating and Financial Review and Prospects Liquidity and Capital Resources in our annual report on Form 20-F for the year ended December 31, 2012, which is incorporated by reference herein. Because our use of the net proceeds from this offering depends on a number of factors, including, among others, our ability to identify suitable tanker vessels and LPG carriers for purchase, negotiate purchase contracts on terms acceptable to us, our working capital requirements and incurrence of any material expenses or liabilities, our actual use of the proceeds may vary substantially from our current intentions.

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Capitalization

The following table sets forth our capitalization at June 30, 2013, on:

- Ø an actual basis;
- Ø an as adjusted basis to give effect to payments totaling $102.4 million relating to installment payments under our Newbuilding Program.
- Ø an as further adjusted basis to give effect to this offering.

There have been no other significant adjustments to our capitalization since June 30, 2013, as so adjusted. You should read the information below in connection with the section of this prospectus supplement entitled Use of Proceeds, the consolidated financial statements and related notes included herein.

	As of June 30, 2013		
In thousands of U.S. dollars	**Actual**	**As adjusted**	**As further adjusted**
Cash	$ 520,849	$ 418,414	600,599
Current debt:			
Bank loans(1)	13,373	13,373	13,373
Non-current debt:			
Bank loans(1)	160,448	160,448	160,448
Total debt	$ 173,821	$ 173,821	173,821
Shareholders equity:			
Share capital	$ 1,658	$ 1,658	$ 1,858
Additional paid-in capital	1,255,260	1,255,260	1,437,245
Treasury shares	(7,938)	(7,938)	(7,938)
Hedging reserve	(250)	(250)	(250)
Accumulated deficit	(86,508)	(86,508)	(86,508)
Total shareholders equity	$ 1,162,222	$ 1,162,222	$ 1,344,407
Total capitalization	$ 1,336,043	$ 1,336,043	$ 1,518,228

(1) Bank loans presented at June 30, 2013 are shown net of $2.7 million of deferred financing fees that are amortized over the term of the loans, including $0.2 million which relates to current bank loans and $2.5 million which relates to non-current bank loans.

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Dilution

Dilution or accretion is the amount by which the offering price paid by the purchasers of our common shares in this offering will differ from the net tangible book value per common share after the offering. The net tangible book value is equal to the amount of our total tangible assets (total assets less intangible assets) less total liabilities. The historical net tangible book value and the as adjusted[(1)] net tangible book value as of June 30, 2013 was $1.2 billion in total and $7.06 per share for the number of shares of the existing shareholders at that date.

The as further adjusted net tangible book value as of June 30, 2013 would have been $1.3 billion, or $7.28 per common share after the issuance and sale by us of 20,000,000 common shares at $9.50 per share in this offering, after deducting estimated expenses related to this offering. This represents an immediate increase in net tangible book value of $0.22 per share to the existing shareholders and an immediate dilution in net tangible book value of $2.22 per share to new investors.

The following table illustrates the pro forma per share dilution and increase in net tangible book value as of June 30, 2013:

Public offering price per share of common stock	$ 9.50
As adjusted net tangible book value per share before this offering	$ 7.06
Increase in as adjusted net tangible book value attributable to new investors in this offering	$ 0.22
As adjusted net tangible book value per share after giving effect to this offering	$ 7.28
Dilution per share to new investors	$ 2.22

The following table summarizes, as of June 30, 2013 on an as adjusted basis for this public offering, the difference between the number of common shares acquired from us, the total amount paid and the average price per share paid by the existing shareholders and the number of common shares acquired from us, the total amount paid and average price per share paid by you as a new investor in this offering, based upon the public offering price of $9.50 per share.

	As Adjusted Shares Outstanding(1)		Total Consideration		
	Number	Percent	Amount (In USD Thousands)	Percent	Average Price Per Share
Existing shareholders	164,656,424	89.2%	$ 1,162,222	85.9%	$ 7.06
New investors(*)	20,000,000	10.8%	$ 190,000	14.1%	$ 9.50
Total	184,656,424	100.0%	$ 1,352,222	100.0%	$ 7.32

(*) Before deducting underwriting discounts, and estimated expenses of this offering of $0.5 million.

(1) The as adjusted amounts give effect to the adjustments further described in Capitalization.

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Our new 2013 senior secured credit facility

On July 2, 2013, we entered into a senior secured revolving credit facility and term loan facility with Nordea Bank Finland plc and the other lenders named therein of up to $525.0 million to finance the acquisition of the Firm Vessels (defined below), the Option Vessels (defined below) and certain other vessels and for general corporate purposes, including working capital. This credit facility is secured by, among other things, a first-priority cross-collateralized mortgage on certain vessels for which we have entered into newbuilding contracts, or the Firm Vessels, and certain vessels for which we may exercise construction options, or the Option Vessels, and together with the Firm Vessels, the Collateral Vessels. Our subsidiaries that own the Collateral Vessels act as joint and several guarantors under our New 2013 Senior Secured Credit Facility. We refer to this credit facility as our New 2013 Senior Secured Credit Facility.

Our New 2013 Senior Secured Credit Facility consists of a $260.0 million delayed draw term loan facility to finance the acquisition of the Firm Vessels and a $265.0 million revolving credit facility to finance the acquisition of the Option Vessels and certain other vessels built on January 1, 2012 or later, and for general corporate purposes, including working capital.

Drawdowns of the term loan may occur in connection with the delivery of a Firm Vessel in an amount equal to the lesser of 60% of (i) the contract price for such vessel or (ii) such vessel s fair market value. Drawdowns of the revolving credit facility may occur in connection with the delivery of an Option Vessel and are also capped at the lesser of 60% of (i) the contract price for such vessel or (ii) such vessel s fair market value, with such amount, once drawn, available on a revolving basis. Drawdowns under the term loan are available until the earlier of the delivery of each Firm Vessel and January 31, 2015 and drawdowns under the revolving loan are available until July 31, 2015 and bear interest at LIBOR plus an applicable margin of 3.50%.

The term loan is repayable and the revolving loans reduced, in each case, in an amount equal to 1/60th of such loan on a consecutive quarterly basis until final maturity on the sixth anniversary of the facility.

In addition to restrictions imposed upon the owners of the Collateral Vessels (such as, limitations on liens and limitations on the incurrence of additional indebtedness), our New 2013 Senior Secured Credit Facility includes financial covenants that require us to maintain:

- minimum liquidity of not less than the greater of $25 million or 5% of total indebtedness;
- a consolidated tangible net worth no less than (i) $150 million plus 25% of cumulative positive net income (on a consolidated basis) for each fiscal quarter beginning on July 1, 2010 and (ii) 50% of the value of any new equity issues from July 1, 2010 going forward;
- a ratio of net debt to total capitalization no greater than 0.60 to 1.00;
- a ratio of EBITDA to net interest expense greater than 2.00 to 1.00 through September 30, 2013 and 2.50 to 1.00 thereafter; and
- the aggregate fair market value of the Collateral Vessels shall at all times be no less than 140% of the then aggregate outstanding principal amount of loans under the credit facility.

As of June 30, 2013 and the date of this prospectus supplement, we were in compliance with all of the financial and other covenants in all of our credit facilities.

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Security ownership of beneficial owners and management

The following table sets forth the beneficial ownership of our common shares, as of July 29, 2013, held by each person or entity that we know beneficially owns 5% or more of our common stock; each of our executive officers and directors; and all our executive officers and directors as a group.

Beneficial ownership is determined in accordance with the Commission s rules. All of our shareholders, including the shareholders listed in the table below, are entitled to one vote for each common share held.

Name	Number of Shares	Percentage Owned
Galahad Securities Limited(1)	12,396,721	13.1%
Claren Road Asset Management LLC(2)	9,260,000	7.5%
Wellington Management Company, LLP(3)	7,814,974	12.2%
Kensico Capital Management Corporation, Michael Lowenstein and Thomas J. Coleman(4)	5,930,049	9.3%
Oceanic Hedge Fund, Oceanic Opportunities Master Fund, L.P., Oceanic Investment Management Limited, Oceanic Opportunities GP Limited, Tufton Oceanic (Isle of Man) Limited and Cato Brahde(5)	4,900,040	5.2%
Wellington Trust Company, NA(6)	3,497,676	5.5%
Emanuele A. Lauro(7)	1,882,441	1.14%
Robert Bugbee(8)	1,790,254	1.09%
All other officers and directors individually	(9)	(9)%

(1) This information is derived from Schedule 13G/A filed with the SEC on February 11, 2013.
(2) This information is derived from Schedule 13G filed with the SEC on March 25, 2013.
(3) This Information is derived from a Schedule 13G/A filed with the SEC on February 14, 2013.
(4) This Information is derived from a Schedule 13G/A filed with the SEC on February 13, 2013.
(5) This Information is derived from a Schedule 13G/A filed with the SEC on February 14, 2013.
(6) This Information is derived from a Schedule 13G/A filed with the SEC on February 14, 2013.
(7) Includes 1,515,714 shares of restricted stock that were issued under our Equity Incentive Plans and are subject to a vesting schedule.
(8) Includes 1,515,714 shares of restricted stock that were issued under our Equity Incentive Plans and are subject to a vesting schedule.
(9) The remaining officers and directors individually each own less than 1% of our outstanding shares of common stock.

As of July 29, 2013, we had 20 shareholders of record, 10 of which were located in the United States and held an aggregate of 159,958,198 shares of our common stock, representing 97.1% of our outstanding shares of common stock. However, one of the U.S. shareholders of record is CEDE & CO., a nominee of The Depository Trust Company, which held 155,971,576 shares of our common stock as of July 29, 2013. Accordingly, we believe that the shares held by CEDE & CO. include shares of common stock beneficially owned by both holders in the United States and non-U.S. beneficial owners. We are not aware of any arrangements the operation of which may at a subsequent date result in our change of control.

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Price range of our common shares

Shares of our common stock trade on the New York Stock Exchange under the symbol STNG. The high and low prices of our common shares on the New York Stock Exchange are presented for the periods listed below.

FOR THE YEAR ENDED	HIGH	LOW
December 31, 2011	$ 12.18	$ 4.28
December 31, 2012	$ 7.50	$ 4.93

FOR THE QUARTER ENDED	HIGH	LOW
December 31, 2010	$ 11.95	$ 9.50
March 31, 2011	$ 10.82	$ 9.62
June 30, 2011	$ 12.18	$ 9.25
September 30, 2011	$ 10.08	$ 4.93
December 31, 2011	$ 7.03	$ 4.28
March 31, 2012	$ 7.50	$ 4.93
June 30, 2012	$ 7.50	$ 5.14
September 30, 2012	$ 6.88	$ 5.14
December 31, 2012	$ 7.14	$ 5.19
March 31, 2013	$ 8.94	$ 6.92
June 30, 2013	$ 9.54	$ 7.55

FOR THE MONTHS ENDED	HIGH	LOW
November 2012	$ 6.63	$ 5.30
December 2012	$ 7.14	$ 6.11
January 2013	$ 8.50	$ 6.92
February 2013	$ 8.81	$ 7.72
March 2013	$ 8.94	$ 8.10
April 2013	$ 8.90	$ 7.55
May 2013	$ 9.60	$ 8.34
June 2013	$ 9.54	$ 8.23
July 2013 (through and including July 29th)	$ 10.51	$ 8.87

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Underwriting

We are offering the shares of our common stock described in this prospectus through the underwriters named below. UBS Securities LLC is acting as representative of the underwriters. UBS Securities LLC is acting as sole book-running manager of this offering. We have entered into an underwriting agreement with the representative. Subject to the terms and conditions of the underwriting agreement, each of the underwriters has severally agreed to purchase, and we have agreed to sell to the underwriters, the number of shares of common stock listed next to its name in the following table.

Underwriters	Number of Shares
UBS Securities LLC	12,712,000
RS Platou Markets AS	5,448,000
Global Hunter Securities, LLC	1,840,000
Total	20,000,000

The underwriting agreement provides that the underwriters must buy all of the shares of common stock if they buy any of them. However, the underwriters are not required to pay for the shares covered by the underwriters option to purchase additional shares as described below.

Our common stock is offered subject to a number of conditions, including:

Ø receipt and acceptance of our common stock by the underwriters; and

Ø the underwriters right to reject orders in whole or in part.

We have been advised by the representatives that the underwriters intend to make a market in our common stock but that they are not obligated to do so and may discontinue making a market at any time without notice.

In connection with this offering, certain of the underwriters or securities dealers may distribute prospectuses electronically.

RS Platou Markets AS is not a U.S. registered broker-dealer and, therefore, intends to participate in the offering outside of the United States and, to the extent that the offering by RS Platou Markets AS is within the United States, RS Platou Markets AS will offer to and place shares of common stock with investors through RS Platou Markets, Inc., an affiliated U.S. broker-dealer. The activities of RS Platou Markets AS in the United States will be effected only to the extent permitted by Rule 15a-6 under the Securities Exchange Act of 1934, as amended.

OPTION TO PURCHASE ADDITIONAL SHARES

We have granted the underwriters an option to buy up to an aggregate of 3,000,000 additional shares of our common stock. The underwriters have 30 days from the date of this prospectus to exercise this option. If the underwriters exercise this option, they will each purchase additional shares of common stock approximately in proportion to the amounts specified in the table above.

UNDERWRITING DISCOUNT

Shares sold by the underwriters to the public will initially be offered at the initial offering price set forth on the cover of this prospectus. Any shares sold by the underwriters to securities dealers may be sold at a

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Underwriting

discount of up to $0.21945 per share from the initial public offering price. Sales of shares made outside of the United States may be made by affiliates of the underwriters. If all the shares are not sold at the initial public offering price, the representatives may change the offering price and the other selling terms. Upon execution of the underwriting agreement, the underwriters will be obligated to purchase the shares at the prices and upon the terms stated therein.

The following table shows the per share and total underwriting discount we will pay to the underwriters assuming both no exercise and full exercise of the underwriters option to purchase up to additional shares.

	No Exercise	Full Exercise
Per share	$ 0.36575	$ 0.36575
Total	$ 7,315,000	$ 8,412,250

We estimate that the total expenses of the offering payable by us, not including the underwriting discount, will be approximately $0.5 million.

NO SALES OF SIMILAR SECURITIES

We, our executive officers and directors have entered into or expect to enter into lock-up agreements with the underwriters. Under the lock-up agreements, subject to certain exceptions, we and each of these persons may not, without the prior written approval of UBS Securities LLC, sell, offer to sell, contract or agree to sell, hypothecate, pledge, grant any option to purchase or otherwise dispose of or agree to dispose of, directly or indirectly, or hedge our common stock or securities convertible into or exchangeable or exercisable for our common stock. Among the exceptions applicable under the lock-up agreements, each executive officer or director may sell or dispose of up to 20,000 shares of our common stock during the lock-up period. These restrictions will be in effect for a period of 45 days after the date of this prospectus. Notwithstanding the foregoing, if (1) during the date that is 15 calendar days plus three business days before the last day of the 45-day restricted period, we issue an earnings release or material news or a material event relating to our company occurs, or (2) prior to the expiration of the 45-day restricted period, we announce that we will release earnings results during the 16-day period beginning on the last day of the 45-day period, the restrictions described above shall continue to apply until the expiration of the date that is 15 calendar days plus three business days after the issuance of the earnings release or the occurrence of the material news or material event.

UBS Securities LLC may, at any time and in its sole discretion, release some or all the securities from these lock-up agreements. If the restrictions under the lock-up agreements are waived, shares of our common stock may become available for resale into the market, subject to applicable law, which could reduce the market price of our common stock.

INDEMNIFICATION

We have agreed to indemnify the several underwriters against certain liabilities, including certain liabilities under the Securities Act. If we are unable to provide this indemnification, we have agreed to contribute to payments the underwriters may be required to make in respect of those liabilities.

NEW YORK STOCK EXCHANGE LISTING

Our common stock is listed on The New York Stock Exchange under the symbol STNG.

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Underwriting

PRICE STABILIZATION, SHORT POSITIONS

In connection with this offering, the underwriters may engage in activities that stabilize, maintain or otherwise affect the price of our common stock during and after this offering, including:

- Ø stabilizing transactions;
- Ø short sales;
- Ø purchases to cover positions created by short sales;
- Ø imposition of penalty bids; and
- Ø syndicate covering transactions.

Stabilizing transactions consist of bids or purchases made for the purpose of preventing or retarding a decline in the market price of our common stock while this offering is in progress. Stabilization transactions permit bids to purchase the underlying security so long as the stabilizing bids do not exceed a specified maximum. These transactions may also include making short sales of our common stock, which involve the sale by the underwriters of a greater number of shares of common stock than they are required to purchase in this offering and purchasing shares of common stock on the open market to cover short positions created by short sales. Short sales may be covered short sales, which are short positions in an amount not greater than the underwriters option to purchase additional shares referred to above, or may be naked short sales, which are short positions in excess of that amount.

The underwriters may close out any covered short position by either exercising their option, in whole or in part, or by purchasing shares in the open market. In making this determination, the underwriters will consider, among other things, the price of shares available for purchase in the open market as compared to the price at which they may purchase shares through the over-allotment option.

Naked short sales are short sales made in excess of the over-allotment option. The underwriters must close out any naked short position by purchasing shares in the open market. A naked short position is more likely to be created if the underwriters are concerned that there may be downward pressure on the price of the common stock in the open market that could adversely affect investors who purchased in this offering.

The underwriters also may impose a penalty bid. This occurs when a particular underwriter repays to the underwriters a portion of the underwriting discount received by it because the representatives have repurchased shares sold by or for the account of that underwriter in stabilizing or short covering transactions.

These stabilizing transactions, short sales, purchases to cover positions created by short sales, the imposition of penalty bids and syndicate covering transactions may have the effect of raising or maintaining the market price of our common stock or preventing or retarding a decline in the market price of our common stock. As a result of these activities, the price of our common stock may be higher than the price that otherwise might exist in the open market. The underwriters may carry out these transactions on the New York Stock Exchange, in the over-the-counter market or otherwise. Neither we nor the underwriters make any representation or prediction as to the effect that the transactions described above may have on the price of the shares. Neither we, nor any of the underwriters make any representation that the underwriters will engage in these stabilization transactions or that any transaction, once commenced, will not be discontinued without notice.

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Underwriting

AFFILIATIONS

The underwriters and their respective affiliates are full service financial institutions engaged in various activities, which may include securities trading, commercial and investment banking, financial advisory, investment management, investment research, principal investment, hedging, financing and brokerage activities. The underwriters and their affiliates may from time to time in the future engage with us and perform services for us or in the ordinary course of their business for which they will receive customary fees and expenses. In the ordinary course of their various business activities, the underwriters and their respective affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers, and such investment and securities activities may involve securities and/or instruments of us. The underwriters and their respective affiliates may also make investment recommendations and/or publish or express independent research views in respect of these securities or instruments and may at any time hold, or recommend to clients that they acquire, long and/or short positions in these securities and instruments.

ELECTRONIC DISTRIBUTION

A prospectus in electronic format may be made available on the Internet sites or through other online services maintained by one or more of the underwriters participating in this offering, or by their affiliates. In those cases, prospective investors may view offering terms online and, depending upon the particular underwriter, prospective investors may be allowed to place orders online. The underwriters may agree with us to allocate a specific number of shares for sale to online brokerage account holders. Any such allocation for online distributions will be made by the underwriters on the same basis as other allocations. Other than the prospectus in electronic format, the information on any underwriter s website and any information contained in any other website maintained by an underwriter is not part of the prospectus or the registration statement of which this prospectus forms a part, has not been approved and/or endorsed by us or any underwriter in its capacity as underwriter and should not be relied upon by investors.

NOTICE TO PROSPECTIVE INVESTORS IN EUROPEAN ECONOMIC AREA

In relation to each Member State of the European Economic Area which has implemented the Prospectus Directive (each, a **Relevant Member State**) an offer to the public of any shares which are the subject of the offering contemplated by this prospectus (the **Shares**) may not be made in that Relevant Member State except that an offer to the public in that Relevant Member State of any Shares may be made at any time under the following exemptions under the Prospectus Directive, if they have been implemented in that Relevant Member State:

(a) to any legal entity which is a qualified investor as defined under the Prospectus Directive;

(b) by the Managers to fewer than 100, or, if the Relevant Member State has implemented the relevant provisions of the 2010 PD Amending Directive, 150, natural or legal persons (other than qualified investors as defined in the Prospectus Directive) subject to obtaining the prior consent of Lead Manager for any such offer; or

(c) in any other circumstances falling within Article 3(2) of the Prospectus Directive,

provided that no such offer of Shares shall result in a requirement for the Issuer or any Manager to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive.

Underwriting

For the purposes of this provision, the expression an offer to the public in relation to any Shares in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and any Shares to be offered so as to enable an investor to decide to purchase any Shares, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State. The expression **Prospectus Directive** means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in the Relevant Member State), and includes any relevant implementing measure in each Relevant Member State and the expression **2010 PD Amending Directive** means Directive 2010/73/EU.

The EEA selling restriction is in addition to any other selling restrictions set out in this prospectus.

NOTICE TO PROSPECTIVE INVESTORS IN AUSTRALIA

This prospectus supplement is not a formal disclosure document and has not been, nor will be, lodged with the Australian Securities and Investments Commission. It does not purport to contain all information that an investor or their professional advisers would expect to find in a prospectus or other disclosure document (as defined in the Corporations Act 2001 (Australia)) for the purposes of Part 6D.2 of the Corporations Act 2001 (Australia) or in a product disclosure statement for the purposes of Part 7.9 of the Corporations Act 2001 (Australia), in either case, in relation to the securities.

The securities are not being offered in Australia to retail clients as defined in sections 761G and 761GA of the Corporations Act 2001 (Australia). This offering is being made in Australia solely to wholesale clients for the purposes of section 761G of the Corporations Act 2001 (Australia) and, as such, no prospectus, product disclosure statement or other disclosure document in relation to the securities has been, or will be, prepared.

This prospectus supplement does not constitute an offer in Australia other than to persons who do not require disclosure under Part 6D.2 of the Corporations Act 2001 (Australia) and who are wholesale clients for the purposes of section 761G of the Corporations Act 2001 (Australia). By submitting an application for our securities, you represent and warrant to us that you are a person who does not require disclosure under Part 6D.2 and who is a wholesale client for the purposes of section 761G of the Corporations Act 2001 (Australia). If any recipient of this prospectus supplement is not a wholesale client, no offer of, or invitation to apply for, our securities shall be deemed to be made to such recipient and no applications for our securities will be accepted from such recipient. Any offer to a recipient in Australia, and any agreement arising from acceptance of such offer, is personal and may only be accepted by the recipient. In addition, by applying for our securities you undertake to us that, for a period of 12 months from the date of issue of the securities, you will not transfer any interest in the securities to any person in Australia other than to a person who does not require disclosure under Part 6D.2 and who is a wholesale client.

NOTICE TO PROSPECTIVE INVESTORS IN HONG KONG

The contents of this prospectus have not been reviewed by any regulatory authority in Hong Kong. You are advised to exercise caution in relation to the offer. If you are in any doubt about any of the contents of this prospectus, you should obtain independent professional advice. Please note that (i) our securities may not be offered or sold in Hong Kong, by means of this prospectus or any document other than to professional investors within the meaning of Part I of Schedule 1 of the Securities and Futures Ordinance (Cap.571, Laws of Hong Kong) (SFO) and any rules made thereunder, or in other circumstances which do not result in the document being a prospectus within the meaning of the

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Companies Ordinance (Cap.32, Laws of Hong Kong) (CO) or which do not constitute an offer or invitation to the public for the purpose of the CO or the SFO, and (ii) no advertisement, invitation or document relating to our securities may be issued or may be in the possession of any person for the purpose of issue (in each case whether in Hong Kong or elsewhere) which is directed at, or the contents of which are likely to be accessed or read by, the public in Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to the securities which are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors within the meaning of the SFO and any rules made thereunder.

NOTICE TO PROSPECTIVE INVESTORS IN JAPAN

Our securities have not been and will not be registered under the Financial Instruments and Exchange Law of Japan (the Financial Instruments and Exchange Law) and our securities will not be offered or sold, directly or indirectly, in Japan, or to, or for the benefit of, any resident of Japan (which term as used herein means any person resident in Japan, including any corporation or other entity organized under the laws of Japan), or to others for re-offering or resale, directly or indirectly, in Japan, or to a resident of Japan, except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the Financial Instruments and Exchange Law and any other applicable laws, regulations and ministerial guidelines of Japan.

NOTICE TO PROSPECTIVE INVESTORS IN SINGAPORE

This document has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, this document and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of our securities may not be circulated or distributed, nor may our securities be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than (i) to an institutional investor under Section 274 of the Securities and Futures Act, Chapter 289 of Singapore (the **SFA**), (ii) to a relevant person pursuant to Section 275(1), or any person pursuant to Section 275(1A), and in accordance with the conditions specified in Section 275, of the SFA, or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where our securities are subscribed or purchased under Section 275 by a relevant person which is:

(a) a corporation (which is not an accredited investor (as defined in Section 4A of the SFA)) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or

(b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor, securities (as defined in Section 239(1) of the SFA) of that corporation or the beneficiaries rights and interest (howsoever described) in that trust shall not be transferred within six months after that corporation or that trust has acquired our securities pursuant to an offer made under Section 275 except:

(1) to an institutional investor or to a relevant person defined in Section 275(2) of the SFA, or to any person arising from an offer referred to in Section 275(1A) or Section 276(4)(i)(B) of the SFA;

(2) where no consideration is or will be given for the transfer;

(3) where the transfer is by operation of law; or

(4) as specified in Section 276(7) of the SFA.

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NOTICE TO PROSPECTIVE INVESTORS IN SWITZERLAND

The Prospectus does not constitute an issue prospectus pursuant to Article 652a or Article 1156 of the Swiss Code of Obligations (CO) and the shares will not be listed on the SIX Swiss Exchange. Therefore, the Prospectus may not comply with the disclosure standards of the CO and/or the listing rules (including any prospectus schemes) of the SIX Swiss Exchange. Accordingly, the shares may not be offered to the public in or from Switzerland, but only to a selected and limited circle of investors, which do not subscribe to the shares with a view to distribution.

NOTICE TO PROSPECTIVE INVESTORS IN THE UNITED ARAB EMIRATES

UAE. The offering contemplated by this prospectus supplement has not been approved or licensed by the Central Bank of the United Arab Emirates (UAE), the Securities and Commodities Authority of the UAE and/or any other relevant licensing authority in the UAE including any licensing authority incorporated under the laws and regulations of any of the free zones established and operating in the territory of the UAE, in particular the Dubai Financial Services Authority (DFSA), a regulatory authority of the Dubai International Financial Centre (DIFC). This offering does not constitute a public offer of shares in the UAE, DIFC and/or any other free zone in accordance with the Commercial Companies Law, Federal Law No. 8 of 1984 (as amended), the DFSA Offered Securities Rules or otherwise. The shares of common stock may not be offered to the public in the UAE and/or any of the free zones. The shares of common stock may be offered and issued only to a limited number of investors in the UAE or any of its free zones who qualify as sophisticated investors under the relevant laws and regulations of the UAE or the free zone concerned.

Dubai International Financial Centre. This document relates to an Exempt Offer in accordance with the Offered Securities Rules of the Dubai Financial Services Authority. This document is intended for distribution only to Persons of a type specified in those rules. It must not be delivered to, or relied on by, any other Person. The Dubai Financial Services Authority has no responsibility for reviewing or verifying any documents in connection with Exempt Offers. The Dubai Financial Services Authority has not approved this document nor taken steps to verify the information set out in it, and has no responsibility for it. The shares of common stock to which this document relates may be illiquid and/or subject to restrictions on their resale. Prospective purchasers of the shares of common stock offered should conduct their own due diligence on the shares. If you do not understand the contents of this document you should consult an authorized financial adviser.

NOTICE TO PROSPECTIVE INVESTORS IN UNITED KINGDOM

This prospectus is only being distributed to and is only directed at: (1) persons who are outside the United Kingdom; (2) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the Order); or (3) high net worth companies, and other persons to whom it may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order (all such persons falling within (1)-(3) together being referred to as relevant persons). The shares are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such shares will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this prospectus or any of its contents.

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Expenses

The following are the estimated offering expenses of the issuance and distribution of the securities being registered under the registration statement of which this prospectus forms a part, all of which will be paid by us.

Commission Registration Fee	$ 29,804
NYSE Supplemental Listing Fee	$ 100,000
Printing and Engraving Expenses	$ 80,000
Legal Fees and Expenses	$ 100,000
Accountants Fees and Expenses	$ 75,000
Miscellaneous Costs	$ 115,196
Total	$ 500,000

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Legal matters

The validity of the common shares and certain other matters relating to United States Federal income and Marshall Islands tax considerations and to Marshall Islands corporations law will be passed upon for us by Seward & Kissel LLP, New York, New York. The underwriters have been represented in connection with this offering by Gibson, Dunn & Crutcher LLP, New York, New York.

Experts

The consolidated financial statements incorporated in this Prospectus by reference from the Company s Annual Report on Form 20-F for the year ended December 31, 2012, and the effectiveness of Scorpio Tankers Inc. s internal control over financial reporting have been audited by Deloitte LLP, an independent registered public accounting firm, as stated in their reports, which are incorporated herein by reference. Such consolidated financial statements have been so incorporated in reliance upon the reports of such firm given upon their authority as experts in accounting and auditing.

The international oil tanker shipping industry information, also incorporated in this prospectus by reference from the Company s Annual Report on Form 20-F, attributed to Drewry Shipping Consultants Ltd., or Drewry, has been reviewed by Drewry, which has confirmed to us that such sections accurately describe the international tanker market, subject to the availability and reliability of the data supporting the statistical information presented in this prospectus supplement.

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Where you can find additional information

As required by the Securities Act of 1933, we filed a registration statement relating to the securities offered by this prospectus supplement with the Commission. This prospectus supplement and the accompanying prospectus are parts of that registration statement, which includes additional information.

We file annual and special reports with the Commission. You may read and copy any document that we file and obtain copies at prescribed rates from the Commission s Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. You may obtain information on the operation of the Public Reference Room by calling 1 (800) SEC-0330. The Commission maintains a website (http://www.sec.gov) that contains reports, proxy and information statements and other information regarding issuers that file electronically with the Commission. Further information about our company is available on our website at http://www.scorpiotankers.com. The information on our website does not constitute a part of this prospectus supplement or the accompanying prospectus.

INFORMATION INCORPORATED BY REFERENCE

The Commission allows us to incorporate by reference information that we file with it. This means that we can disclose important information to you by referring you to those filed documents. The information incorporated by reference is considered to be a part of this prospectus, and information that we file later with the Commission prior to the termination of this offering will also be considered to be part of this prospectus and will automatically update and supersede previously filed information, including information contained in this document.

We incorporate by reference the documents listed below and certain future filings made with the Commission under Section 13(a), 13(c) or 15(d) of the Securities Exchange Act of 1934:

- Ø Our Form 20-F for the year ended December 31, 2012, filed with the Commission on March 29, 2013 which contains our audited consolidated financial statements for the most recent fiscal year for which those statements have been filed.

- Ø Our Reports of Foreign Private Issuer on Form 6-K filed with the Commission on February 25, 2013; February 26, 2013 (except as to information specifically excluded from incorporation herein); February 28, 2013; March 6, 2013; March 7, 2013; March 15, 2013; March 26, 2013; April 1, 2013; April 4, 2013 (all three Form 6-Ks); April 8, 2013; April 15, 2013 (both Form 6-Ks); April 26, 2013; April 29, 2013 (both Form 6-Ks, except as to information specifically excluded from incorporation herein); May 13, 2013; May 30, 2013 (except as to information specifically excluded from incorporation herein); June 5, 2013; June 7, 2013; July 2, 2013 (except as to information specifically excluded from incorporation herein); July 25, 2013; July 29, 2013 (except as to information specifically excluded from incorporation herein); and July 30, 2013 (announcing the Company s entry into a new credit facility and term loan).

We are also incorporating by reference all subsequent annual reports on Form 20-F that we file with the Commission and certain current reports on Form 6-K that we furnish to the Commission after the date of this prospectus (if they state that they are incorporated by reference into this prospectus) until the completion of this offering. In all cases, you should rely on the later information over different information included in this prospectus or the prospectus supplement.

We have authorized only the information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus, and any free writing prospectus prepared by or on behalf

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Where you can find additional information

of us or to which we have referred you. We have not, and any underwriters have not, authorized any other person to provide you with different information. We and the underwriters take no responsibility for, and can provide no assurance as to the reliability of, any information that others may give you. We are not, and the underwriters are not, making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus and any accompanying prospectus supplement as well as the information we previously filed with the Commission and incorporated by reference, is accurate as of the dates of those documents only. Our business, financial condition and results of operations and prospects may have changed since those dates.

You may request a free copy of the above mentioned filing or any subsequent filing we incorporated by reference into this prospectus by writing or telephoning us at the following address:

MONACO	**NEW YORK**
9, Boulevard Charles III, Monaco 98000	150 East 58th Street, New York, NY 10155
Tel: +377-9798-5716	Tel: 1-212-542-1616

INFORMATION PROVIDED BY THE COMPANY

As a foreign private issuer, we are exempt from the rules under the Securities Exchange Act prescribing the furnishing and content of proxy statements to shareholders. While we furnish proxy statements to shareholders in accordance with the rules of the New York Stock Exchange, those proxy statements do not conform to Schedule 14A of the proxy rules promulgated under the Securities Exchange Act. In addition, as a foreign private issuer, our officers and directors are exempt from the rules under the Securities Exchange Act relating to short swing profit reporting and liability.

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Prospectus

SCORPIO TANKERS INC.

Common Shares, Preferred Shares, Debt Securities, Guarantees, Warrants, Purchase Contracts, Rights and Units

Through this prospectus, we or any selling shareholder may periodically offer:

(1) our common shares,

(2) our preferred shares,

(3) our debt securities, which may be guaranteed by one or more of our subsidiaries,

(4) our warrants,

(5) our purchase contracts,

(6) our rights, and

(7) our units.

The prices and other terms of the securities that we or any selling shareholder will offer will be determined at the time of their offering and will be described in a supplement to this prospectus. We will not receive any of the proceeds from a sale of securities by the selling shareholders.

Our common shares are listed on the New York Stock Exchange under the symbol STNG.

The securities issued under this prospectus may be offered directly or through underwriters, agents or dealers. The names of any underwriters, agents or dealers will be included in a supplement to this prospectus.

An investment in these securities involves a high degree of risk. See the section entitled "Risk Factors" beginning on page 8 of this prospectus, and other risk factors contained in the applicable prospectus supplement and in the documents incorporated by reference herein and therein.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is February 22, 2013.

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We prepare our financial statements, including all of the financial statements included or incorporated by reference in this prospectus, in U.S. dollars and in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board. We have a fiscal year end of December 31.

This prospectus is part of a registration statement that we filed with the U.S. Securities and Exchange Commission, or the Commission, using a shelf registration process. Under the shelf registration process, we or any selling shareholder may sell our common shares, preferred shares, debt securities (and related guarantees), warrants, purchase contracts and units described in this prospectus in one or more offerings. This prospectus provides you with a general description of the securities we or any selling shareholder may offer. Each time we or a selling shareholder offer securities, we will provide you with a prospectus supplement that will describe the specific amounts, prices and terms of the offered securities. We may file a prospectus supplement in the future that may also add, update or change the information contained in this prospectus. You should read carefully both this prospectus and any prospectus supplement, together with the additional information described below.

This prospectus and any prospectus supplement are part of a registration statement we filed with the Commission and do not contain all the information in the registration statement. Forms of the indentures and other documents establishing the terms of the offered securities are filed as exhibits to the registration statement. Statements in this prospectus or any prospectus supplement about these documents are summaries and each statement is qualified in all respects by reference to the document to which it refers. You should refer to the actual documents for a more complete description of the relevant matters. For further information about us or the securities offered hereby, you should refer to the registration statement, which you can obtain from the Commission as described below under the section entitled Where You Can Find Additional Information.

You should rely only on the information contained or incorporated by reference in this prospectus and in any prospectus supplement. We have not authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We will not make an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus and the applicable supplement to this prospectus is accurate as of the date on its respective cover, and that any information incorporated by reference is accurate only as of the date of the document incorporated by reference, unless we indicate otherwise. Our business, financial condition, results of operations and prospects may have changed since those dates.

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PROSPECTUS SUMMARY

This section summarizes some of the key information that is contained or incorporated by reference in this prospectus. It may not contain all of the information that may be important to you. As an investor or prospective investor, you should review carefully the entire prospectus and the information incorporated by reference herein, including the section of this prospectus entitled Risk Factors beginning on page 8.

Unless the context otherwise requires, when used in this prospectus, the terms Scorpio Tankers, the Company, we, our and us refer to Scorpio Tankers Inc. and its subsidiaries. Scorpio Tankers Inc. refers only to Scorpio Tankers Inc. and not its subsidiaries. Unless otherwise indicated, all references to dollars and $ in this prospectus are to the lawful currency of the United States. We use the term deadweight tons, or dwt, expressed in metric tons, each of which is equivalent to 1,000 kilograms, in describing the size of tankers.

Our Company

We are Scorpio Tankers Inc., a company incorporated in the Republic of the Marshall Islands. We provide seaborne transportation of crude oil and other petroleum products worldwide. We began our operations in October 2009 with three vessel-owning and operating subsidiary companies. In April 2010, we completed our initial public offering of 12,500,000 common shares at a public offering price of $13.00 per share and commenced trading on the New York Stock Exchange, or NYSE, under the symbol STNG. We have since expanded our fleet, and as of the date of this prospectus, our fleet consists of 13 wholly-owned tankers (four LR1 tankers, one Handymax tanker, six MR tankers, one LR2 tanker and one post-Panamax tanker), 19 time chartered-in tankers (five Handymax tankers, eight MR tankers, three LR1 tankers and three LR2 tankers, including one vessel we expect to be delivered to us in 2013) and we have contracted for 16 newbuilding MR tankers and four Handymax tankers, two of which are expected to be delivered to us by April 2013 and the remaining 18 by the end of 2014.

We intend to continue to grow our fleet through timely and selective acquisitions of modern, high-quality tankers. We expect to focus future vessel acquisitions primarily on medium-sized product or coated tankers. However, we will also consider purchasing other classes of tankers if we determine that those vessels would, in our view, present favorable investment opportunities.

Our founder, Chairman and Chief Executive Officer, Mr. Emanuele Lauro, is a member of the Lolli-Ghetti family, which has been involved in shipping since the early 1950s through the Italian company Navigazione Alta Italia, or NAI. The Lolli-Ghetti family owns and controls the Scorpio Group, which includes: Scorpio Ship Management S.A.M. and Scorpio Commercial Management S.A.M., which provide us and third parties with technical and commercial management services, respectively; Scorpio Services Holding Limited, which provides us with administrative services; and other affiliated entities. Our President, Mr. Robert Bugbee, also has a senior management position at Scorpio Group, and was formerly the President and Chief Operating Officer of OMI Corporation, which was a publicly traded shipping company.

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Our Fleet

Below is our fleet list as of the date of this prospectus:

	VESSEL NAME	YEAR BUILT	DWT	ICE CLASS	EMPLOYMENT	VESSEL TYPE
	Owned vessels					
1	STI Highlander	2007	37,145	1A	SHTP [1]	Handymax
2	STI Amber	2012	52,000		SMRP [4]	MR
3	STI Topaz	2012	52,000		SMRP [4]	MR
4	STI Ruby	2012	52,000		SMRP [4]	MR
5	STI Garnet	2012	52,000		SMRP [4]	MR
6	STI Onyx	2012	52,000		SMRP [4]	MR
7	STI Sapphire	2013	52,000		Spot	MR
8	Noemi	2004	72,515		SPTP [2]	LR1
9	Senatore	2004	72,514		SPTP [2]	LR1
10	STI Harmony	2007	73,919	1A	SPTP [2]	