

Scorpio Tankers Inc.
Form SC 13G/A
February 13, 2012

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

Scorpio Tankers Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

Y7542C106
(CUSIP Number)

December 31, 2011
(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 the 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. Y7542C106

| | | | | |
|---|--|--|---------------------------|-----------|
| 1. | Names of Reporting Person | Kensico Capital Management Corporation | | |
| | | 13-4079277 | | |
| | I.R.S. Identification Nos. of Above Persons (entities only) | | | |
| 2. | Check the Appropriate Box if a Member of a Group | (a) <input type="checkbox"/> | | |
| | | (b) <input type="checkbox"/> | | |
| 3. | SEC Use Only | | | |
| 4. | Citizenship or Place of Organization | Delaware | | |
| Number of Shares Beneficially Owned by Each Reporting Person With | | 5. | Sole Voting Power | -0- |
| | | 6. | Shared Voting Power | 3,515,150 |
| | | 7. | Sole Dispositive Power | -0- |
| | | 8. | Shared Dispositive Power | 3,515,150 |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person | 3,515,150 | | |
| 10. | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares | <input type="checkbox"/> | | |
| 11. | Percent of Class Represented by Amount in Row (9) | 9.2% | | |
| 12. | Type of Reporting Person | CO | | |

CUSIP NO. Y7542C106

| | | | | |
|---|--|------------------------------|--|-----------|
| 1. | Names of Reporting Person | Michael B. Lowenstein | | |
| | I.R.S. Identification Nos. of Above Persons (entities only) | | | |
| 2. | Check the Appropriate Box | (a) <input type="checkbox"/> | | |
| | if a Member of a Group | (b) <input type="checkbox"/> | | |
| 3. | SEC Use Only | | | |
| 4. | Citizenship or Place of Organization | United States | | |
| Number of Shares Beneficially Owned by Each Reporting Person With | | | | |
| | 5. | Sole Voting Power | | -0- |
| | 6. | Shared Voting Power | | 3,515,150 |
| | 7. | Sole Dispositive Power | | -0- |
| | 8. | Shared Dispositive Power | | 3,515,150 |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person | 3,515,150 | | |
| 10. | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares | <input type="checkbox"/> | | |
| 11. | Percent of Class Represented by Amount in Row (9) | 9.2% | | |
| 12. | Type of Reporting Person | IN, HC | | |

CUSIP NO. Y7542C106

| | | | | |
|---|--|--------------------------|----|---------------------------|
| 1. | Names of Reporting Person | Thomas J. Coleman | | |
| | I.R.S. Identification Nos. of Above Persons (entities only) | | | |
| 2. | Check the Appropriate Box (a) <input type="checkbox"/> | | | |
| | if a Member of a Group (b) <input type="checkbox"/> | | | |
| 3. | SEC Use Only | | | |
| 4. | Citizenship or Place of Organization | United States | | |
| Number of Shares Beneficially Owned by Each Reporting Person With | | | 5. | Sole Voting Power |
| | | | | -0- |
| | | | 6. | Shared Voting Power |
| | | | | 3,515,150 |
| | | | 7. | Sole Dispositive Power |
| | | | | -0- |
| | | | 8. | Shared Dispositive Power |
| | | | | 3,515,150 |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person | 3,515,150 | | |
| 10. | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares | <input type="checkbox"/> | | |
| 11. | Percent of Class Represented by Amount in Row (9) | 9.2% | | |
| 12. | Type of Reporting Person | IN, HC | | |

CUSIP NO. Y7542C106

Amendment No. 1 to Schedule 13G

Reference is hereby made to the statement on Schedule 13G filed with the Securities and Exchange Commission (the "Commission") on behalf of the Reporting Persons on November 24, 2010 (the "Schedule 13G"). Terms defined in the Schedule 13G are used herein as so defined.

The following items of the Schedule 13G are hereby amended and restated as follows:

Item 4. Ownership.

For each Reporting Person:

(a) Amount beneficially owned:

Each of Kensico Capital Management, Mr. Lowenstein and Mr. Coleman may be deemed to beneficially own the 3,515,150 shares of Common Stock held for the accounts of the Funds as of December 31, 2011. Of such 3,515,150 shares of Common Stock, Kensico Partners directly beneficially owns 810,894 shares of Common Stock, Kensico Associates directly beneficially owns 1,232,929 shares of Common Stock, Kensico Offshore directly beneficially owns 1,013,027 shares of Common Stock, and Kensico Offshore II directly beneficially owns 458,300 shares of Common Stock.

(b) Percent of class:

9.2%

This percentage is based on 38,345,394 shares of Common Stock issued and outstanding as of December 7, 2011, as reported in the Issuer's Report of Foreign Issuer on Form 6-K filed with the Commission on December 7, 2011.

(c) Number of shares to which each Reporting Person has:

(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 3,515,150

(iii) Sole power to dispose or to direct the disposition of: -0-

(iv) Shared power to dispose of or direct the disposition of: 3,515,150

CUSIP NO. Y7542C106

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: February 13, 2012

KENSICO CAPITAL MANAGEMENT
CORPORATION

By: /s/ Michael B. Lowenstein
 Michael B. Lowenstein,
 Authorized Signatory
 Name/Title

MICHAEL B. LOWENSTEIN

/s/ Michael B. Lowenstein

THOMAS J. COLEMAN

/s/ Thomas J. Coleman
