

Hadjipateras Alexander C.
Form 4
June 19, 2018

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Hadjipateras Alexander C.

2. Issuer Name and Ticker or Trading Symbol
DORIAN LPG LTD. [LPG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O DORIAN LPG (USA) LLC, 27 SIGNAL ROAD

3. Date of Earliest Transaction (Month/Day/Year)
06/15/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP at Dorian LPG (USA) LLC

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

STAMFORD, CT 06902

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) | Price | |
| Common Shares, \$0.01 par value per share | 06/15/2018 | | A | | 15,000 ⁽¹⁾ | \$ 0 | 78,945 D |
| Common Shares, \$0.01 par value per share | 06/15/2018 | | F | | 1,198 ⁽²⁾ | \$ 8.36 | 77,747 D |
| Common Shares, | 06/15/2018 | | F | | 1,398 ⁽³⁾ | \$ 8.36 | 76,349 D |

\$0.01 par value per share

Common Shares, \$0.01 par value per share

06/15/2018 F 1,398⁽⁴⁾ D \$ 8.36 74,951 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Hadjipateras Alexander C. C/O DORIAN LPG (USA) LLC 27 SIGNAL ROAD STAMFORD, CT 06902 | | | EVP at Dorian LPG (USA) LLC | |

Signatures

By: /s/ Alexander C. Hadjipateras 06/19/2018

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Restricted Stock Award, of which 25% vested on the grant date and 25% of which will vest on June 15, 2019, June 15, 2020, and June 15, 2021, respectively.
- (2) In connection with the vesting of 25% of the Restricted Stock Award (3,750 shares) on June 15, 2018, 1,198 shares were withheld by the Issuer to satisfy the Reporting Person's tax withholding obligations.
- (3) Represents 1,398 shares reacquired to satisfy tax withholding obligations in connection with the vesting of 4,375 shares of restricted stock granted to the Reporting Person on June 15, 2016.
- (4) Represents 1,398 shares reacquired to satisfy tax withholding obligations in connection with the vesting of 4,375 shares of restricted stock granted to the Reporting Person on June 15, 2017.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.