

OVERSEAS SHIPHOLDING GROUP INC  
Form 3  
August 19, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         |          | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol   |  |
| Â CYRUS CAPITAL PARTNERS, L.P.            |         |          | (Month/Day/Year)                     | OVERSEAS SHIPHOLDING GROUP INC [OSGIQ]   |  |
| (Last)                                    | (First) | (Middle) | 08/05/2014                           | 4. Relationship of Reporting Person(s) to Issuer   | 5. If Amendment, Date Original Filed(Month/Day/Year)                             |
| 339 PARK AVENUE, 39TH FLOOR               |         |          |                                      | (Check all applicable)   |  |
| (Street)                                  |         |          |                                      | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner                    | 6. Individual or Joint/Group Filing(Check Applicable Line)                       |
| NEW YORK, NY 10022                        |         |          |                                      | <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) | <input type="checkbox"/> Form filed by One Reporting Person                      |
| (City)                                    | (State) | (Zip)    |                                      |  | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5)               |
|---------------------------------|---|--|---|
| Class A Common Stock            | 33,441,659  | I  | By investment manager to Cyrus Polaris LLC <u>(1)</u> <u>(2)</u>    |
| Class A Common Stock            | 3,636,789   | I  | By investment manager to Cyrus Polaris II LLC <u>(1)</u> <u>(3)</u> |
| Class A Common Stock            | 9,826,873   | I  | By investment manager to CYR Fund, L.P. <u>(1)</u> <u>(4)</u>       |
| Class A Common Stock            | 2,793,707   | I  | By investment manager to Crescent 1, L.P. <u>(1)</u> <u>(5)</u>     |

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) | 4. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 5. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 6. Nature of Indirect<br>Beneficial Ownership<br>(Instr. 5)     |
|---|--|--|--|--|---|
|   | Date<br>Exercisable  | Expiration<br>Date   | Title  | Amount or<br>Number of<br>Shares   |   |
| Warrant                                       | Â (7)  | 08/05/2039   | Class A<br>Common<br>Stock   | 8,367,240 \$ 0.01  | I<br><br>By investment<br>manager to<br>Crescent 1, L.P.<br>(6) |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| CYRUS CAPITAL PARTNERS, L.P.<br>339 PARK AVENUE, 39TH FLOOR<br>NEW YORK, NY 10022   | Â             | Â X       | Â       | Â     |
| CYRUS CAPITAL PARTNERS GP, LLC<br>339 PARK AVENUE, 39TH FLOOR<br>NEW YORK, NY 10022 | Â             | Â X       | Â       | Â     |
| FREIDHEIM STEPHEN C<br>339 PARK AVENUE, 39TH FLOOR<br>NEW YORK, NY 10022            | Â             | Â X       | Â       | Â     |
| Cyrus Polaris LLC<br>339 PARK AVENUE, 39TH FLOOR<br>NEW YORK, NY 10022              | Â             | Â X       | Â       | Â     |

## Signatures

|  |                                 |            |
|--|---------------------------------|------------|
| Cyrus Capital Partners, L.P., /s/ Thomas Stamatelos, Name: Thomas Stamatelos, Title:<br>Authorized Signatory | **Signature of Reporting Person | 08/19/2014 |
|  | Date                            |            |
| Cyrus Capital Partners GP, L.L.C., /s/ Stephen C. Freidheim, Name: Stephen C. Freidheim,<br>Title: Manager   | **Signature of Reporting Person | 08/19/2014 |
|  | Date                            |            |
| /s/ Stephen C. Freidheim, Name: Stephen C. Freidheim   | **Signature of Reporting Person | 08/19/2014 |
|  | Date                            |            |
| Cyrus Polaris LLC, /s/ Thomas Stamatelos, Name: Thomas Stamatelos, Title: Authorized<br>Signatory            |                                 | 08/19/2014 |

\_\_Signature of Reporting Person

Date

**Explanation of Responses:**

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) For reporting purposes, the aggregate amount of Class A Common Stock deemed to be beneficially owned is calculated based on an aggregate of 49,699,028 shares of Issuer Class A Common Stock and 8,367,240 shares of Class A Common Stock issuable upon the exercise of 8,367,240 Warrants.
- (2) As the principal of Cyrus Capital Partners, L.P. ("CCP"), the investment manager to Cyrus Polaris LLC, and as the principal of Cyrus Capital Partners GP, L.L.C. ("CCPGP"), the general partner of CCP, Stephen C. Freidheim may be deemed to be the beneficial owner of a portion of the 33,441,659 shares of Class A Common Stock owned by Cyrus Polaris LLC. All discretion over Cyrus Polaris LLC's investment activities has been granted to CCP. Neither CCP nor CCPGP has a pecuniary interest in Cyrus Polaris LLC.
- (3) As the principal of CCP, the investment manager to Cyrus Polaris II LLC, and as the principal of CCPGP, the general partner of CCP, Stephen C. Freidheim may be deemed the beneficial owner of a portion of the 3,636,789 shares of Class A Common Stock owned by Cyrus Polaris II LLC. All discretion over Cyrus Polaris II LLC's investment activities has been granted to CCP. Neither CCP nor CCPGP has a pecuniary interest in Cyrus Polaris II LLC.
- (4) As the principal of CCP, the investment manager to CYR Fund, L.P., and as the principal of CCPGP, the general partner of CCP and the managing member of Cyrus Capital Advisors, L.L.C. ("CCA"), Stephen C. Freidheim may be deemed the beneficial owner of a portion of the 9,826,873 shares of Class A Common Shares of Issuer owned by CYR Fund, L.P. An affiliate of CCP, CCA, serves as the general partner to CYR Fund, L.P. and has granted all discretion over CYR Fund, L.P.'s investment activities to CCP. Neither CCP nor CCPGP has a pecuniary interest in CYR Fund, L.P.
- (5) As the principal of CCP, the investment manager to Crescent 1, L.P., and as the principal of CCPGP, the general partner of CCP and the managing member of CCA, Stephen C. Freidheim may be deemed the beneficial owner of a portion of the 2,793,707 shares of Class A Common Shares of Issuer owned by Crescent 1, L.P. An affiliate of CCP, CCA, serves as the general partner to Crescent 1, L.P. and has granted all discretion over Crescent 1, L.P.'s investment activities to CCP. Neither CCP nor CCPGP has a pecuniary interest in Crescent 1, L.P.
- (6) As the principal of CCP, the investment manager to Crescent 1, L.P., and as the principal of CCPGP, the general partner of CCP and the managing member of CCA, Stephen C. Freidheim may be deemed the beneficial owner of a portion of the 8,367,240 Warrants of Issuer owned by Crescent 1, L.P. An affiliate of CCP, CCA, serves as the general partner to Crescent 1, L.P. and has granted all discretion over Crescent 1, L.P.'s investment activities to CCP. Neither CCP nor CCPGP has a pecuniary interest in Crescent 1, L.P.
- (7) The Warrants may be exercised only with the Issuer's consent and subject to certain restrictions set forth in the Issuer's organizational documents.

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**Remarks:**

Pursuant to Rule 16a-1 under the Securities Exchange Act of 1934, as amended (the "Act"), each

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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