

OVERSEAS SHIPHOLDING GROUP INC  
Form 8-K  
May 10, 2010

United States  
Securities and Exchange Commission  
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of the  
Securities Exchange Act of 1934

May 4, 2010  
Date of Report (Date of earliest event reported)

Overseas Shipholding Group, Inc.  
(Exact Name of Registrant as Specified in Charter)

1-6479-1  
Commission File Number

Delaware  
(State or other jurisdiction of  
incorporation or organization)

13-2637623  
(I.R.S. Employer Identification  
Number)

666 Third Avenue  
New York, New York 10017

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code (212) 953-4100

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

Section 2 – Financial Information

Item 2.02 Results of Operations and Financial Condition.

A copy of the press release that Overseas Shipholding Group, Inc. (the "Registrant") issued on May 4, 2010 announcing its financial results for the first quarter ended March 31, 2010 is being furnished to the Securities and Exchange Commission (the "SEC") and is attached as Exhibit 99.1.

Section 8 – Other Events

Item 8.01 Other Events.

On May 4, 2010, the Registrant posted on its website, www.osg.com, under the section titled Investor Relations – Webcasts and Presentations, a presentation dated May 4, 2010 of its financial results for the first quarter ended March 31, 2010. A copy of the presentation is hereby furnished to the SEC and is attached as Exhibit 99.2

Section 9 - Financial Statements and Exhibits.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| Exhibit No. | Description                              |
|-------------|--|
| 99.1        | Press Release dated May 4, 2010          |
| 99.2        | Financial Presentation dated May 4, 2010 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

OVERSEAS SHIPHOLDING GROUP, INC.  
(Registrant)

Date: May 7, 2010

By: /s/James I. Edelson  
Name: James I. Edelson  
Title: Senior Vice President, General Counsel  
and Secretary

EXHIBIT INDEX

| Exhibit No. | Description                              |
|-------------|--|
| 99.1        | Press Release dated May 4, 2010          |
| 99.2        | Financial Presentation dated May 4, 2010 |