

StealthGas Inc.
Form SC 13G/A
February 16, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13G
(Rule 13d-102)

Information to be Included in Statements Filed Pursuant to Rules 13d-1(b), (c) and (d) and
Amendments Thereto Filed Pursuant to Rule 13d-2(b)
(Amendment No. 2)*

Stealthgas Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

Y81669106

(CUSIP Number)

December 31, 2015

(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 (the "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. Y81669106 13G

1 NAMES OF
REPORTING
PERSONS

MSD Partners, L.P.

2 CHECK THE
APPROPRIATE BOX
IF A MEMBER OF A (a)
GROUP*

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR
PLACE OF
ORGANIZATION

Delaware

SOLE
5 VOTING
POWER

-0-

SHARED
6 VOTING
POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY

3,708,819

EACH
REPORTING
PERSON WITH

SOLE
7 DISPOSITIVE
POWER

-0-

SHARED
8 DISPOSITIVE
POWER

3,708,819

9 AGGREGATE
AMOUNT

BENEFICIALLY
OWNED BY EACH
REPORTING PERSON

3,708,819

10 CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW (9)
EXCLUDES
CERTAIN SHARES*

11 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

8.8%¹

12 TYPE OF
REPORTING
PERSON*

PN

* SEE INSTRUCTIONS BEFORE FILLING OUT.

¹ The percentage used above is calculated based on 41,972,701 shares of common stock outstanding as of April 1, 2015 as reported in the Company's Annual Report on Form 20-F filed with the Commission on April 30, 2015.

CUSIP NO. Y8166910613G

1 NAMES OF
REPORTING
PERSONS

MSD Credit
Opportunity Master
Fund, L.P.

2 CHECK THE
APPROPRIATE BOX (a)
IF A MEMBER OF A
GROUP*

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR
PLACE OF
ORGANIZATION

Cayman Islands

SOLE
5 VOTING
POWER

-0-

SHARED
6 VOTING
POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY

3,708,819

EACH
REPORTING
PERSON WITH

SOLE
7 DISPOSITIVE
POWER

-0-

SHARED
8 DISPOSITIVE
POWER

3,708,819

9 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING PERSON

3,708,819

10 CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW (9)
EXCLUDES CERTAIN
SHARES*

11 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

8.8₁

12 TYPE OF
REPORTING
PERSON*

PN

* SEE INSTRUCTIONS BEFORE FILLING OUT.

CUSIP NO. Y8166910613G

Item 1(a) Name of
Issuer:

The name of
the issuer is
StealthGas,
Inc. (the
"Company").

Item 1(b) Address of
Issuer's
Principal
Executive
Offices:

The
Company's
principal
executive
office is
located at 331
Kifissias
Avenue,
Erithrea
14561,
Athens,
Greece.

Item 2(a) Name of
Person Filing:

This Schedule
13G is being
jointly filed
by and on
behalf of each
of MSD
Partners, L.P.,
formerly
named MSDC
Management,
L.P. ("MSD
Partners") and
MSD Credit
Opportunity

Master Fund,
L.P.
(collectively,
the
"Reporting
Persons").
MSD Credit
Opportunity
Master Fund,
L.P. is the
direct owner
of the
securities
covered by
this statement.

MSD Partners
is the
investment
manager of,
and may be
deemed to
beneficially
own securities
beneficially
owned by
MSD Credit
Opportunity
Master Fund,
L.P. MSD
Partners (GP),
LLC ("MSD
GP") is the
general
partner of,
and may be
deemed to
beneficially
own securities
beneficially
owned by,
MSD
Partners.
Each of Glenn
R. Fuhrman
and Marc R.
Lisker is a
manager of,
and may be
deemed to
beneficially

own securities
beneficially
owned by,
MSD GP.

The Reporting
Persons have
entered into a
Joint Filing
Agreement,
dated
February 16,
2016, a copy
of which is
filed with this
Schedule 13G
as Exhibit
99.1, pursuant
to which the
Reporting
Persons have
agreed to file
this statement
jointly in
accordance
with the
provisions of
Rule
13d-1(k)(1)
under the Act.

Neither the
filing of this
statement nor
anything
herein shall
be construed
as an
admission that
any person
other than the
Reporting
Persons is, for
the purposes
of Section
13(d) or 13(g)
of the Act or
any other
purpose, the
beneficial
owner of any

securities
covered by
this statement.

Item 2(b) Address of
Principal
Business
Office or, if
none,
Residence:

The address
of the
principal
business
office of
MSD Partners
is 645 Fifth
Avenue, 21st
Floor, New
York, New
York 10022.

The address
of the
principal
business
office of
MSD Credit
Opportunity
Master Fund,
L.P. is c/o
Maples
Corporate
Services
Limited, P.O.
Box 309,
Ugland
House, Grand
Cayman,
KY1-1104,
Cayman
Islands.

Item 2(c) Citizenship:

MSD Partners
is organized
as a limited
partnership
under the

laws of the
State of
Delaware.

MSD Credit
Opportunity
Master Fund,
L.P. is a
limited
partnership
organized
under the
laws of the
Cayman
Islands.

Item 2(d) Title of Class
of Securities:

Common
Stock

Item 2(e) CUSIP No.:

Y81669106

Item 3 If this
statement is
filed pursuant
to Rules
13d-1(b), or
13d-2(b),
check whether
the person
filing is a:

Not
applicable.

Item 4 Ownership:

A. MSD Partners, L.P.

(a) Amount beneficially owned: 3,708,819

(b) Percent of class: 8.8%

(c) Number of shares as to which such person has:

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

(ii) Shared power to vote or direct the vote: 3,708,819

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

(iv) Shared power to dispose or direct the disposition: 3,708,819

B. MSD Credit Opportunity Master Fund, L.P.

(a) Amount beneficially owned: 3,708,819

(b) Percent of class: 8.8%

(c) Number of shares as to which such person has:

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

(ii) Shared power to vote or direct the vote: 3,708,819

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

(iv) Shared power to dispose or direct the disposition: 3,708,819

C. MSD Partners (GP), LLC

(a) Amount beneficially owned: 3,708,819

(b) Percent of class: 8.8%

(c) Number of shares as to which such person has:

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

(ii) Shared power to vote or direct the vote: 3,708,819

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

(iv) Shared power to dispose or direct the disposition: 3,708,819

D. Glenn R. Fuhrman

(a) Amount beneficially owned: 3,708,819

(b) Percent of class: 8.8%

(c) Number of shares as to which such person has:

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

(ii) Shared power to vote or direct the vote: 3,708,819

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

(iv) Shared power to dispose or direct the disposition: 3,708,819

E. Marc R. Lisker

(a) Amount beneficially owned: 3,708,819

(b) Percent of class: 8.8%

(c) Number of shares as to which such person has:

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

(ii) Shared power to vote or direct the vote: 3,708,819

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

(iv) Shared power to dispose or direct the disposition: 3,708,819

Item 5 Ownership of
Five Percent
or Less of a
Class:

If this
statement is
being filed to
report the fact
that as of the
date hereof
each of the
Reporting
Persons has
ceased to be
the beneficial
owner of
more than five
percent of the
class of
securities,
check the
following [].

Item 6 Ownership of
More Than
Five Percent
on Behalf of
Another
Person:

Not applicable.

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person:

Not applicable.

Item 8 Identification and Classification of Members of the Group:

Not applicable.

Item 9 Notice of Dissolution of Group:

Not applicable.

Item 10 Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired

and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

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.

Date: February 16, 2016

MSD Partners, L.P.

MSD Credit Opportunity Master
Fund, L.P.

By: MSD Partners (GP), LLC
Its: General Partner

By: MSD Partners, L.P.
Its: Investment Manager

By: /s/ Marc R. Lisker
Name: Marc R. Lisker
Title: Manager

By: MSD Partners (GP), LLC
Its: General Partner

By: /s/ Marc R. Lisker
Name: Marc R. Lisker
Title: Manager

EXHIBIT INDEX

Exhibit Description of Exhibit

99.1 Joint Filing Agreement dated February 16, 2016.



Exhibit 99.1

AGREEMENT REGARDING THE JOINT FILING OF SCHEDULE 13G

The undersigned hereby agree as follows:

- (i) Each of them is individually eligible to use the Schedule 13G to which this Exhibit is attached, and such Schedule 13G is filed on behalf of each of them; and
- (ii) Each of them is responsible for the timely filing of such Schedule 13G and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

Date: February 16, 2016

| | |
|----------------------------|--|
| MSD Partners, L.P. | MSD Credit Opportunity Master Fund, L.P. |
| By: MSD Partners (GP), LLC | By: MSD Partners, L.P. |
| Its: General Partner | Its: Investment Manager |
| By: /s/ Marc R. Lisker | By: MSD Partners (GP), LLC |
| Name: Marc R. Lisker | Its: General Partner |
| Title: Manager | |
| | By: /s/ Marc R. Lisker |
| | Name: Marc R. Lisker |
| | Title: Manager |