

OVERSEAS SHIPHOLDING GROUP INC  
 Form 4  
 August 25, 2014

**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 \*  
 CYRUS CAPITAL PARTNERS,  
 L.P.

2. Issuer Name and Ticker or Trading Symbol  
 OVERSEAS SHIPHOLDING  
 GROUP INC [OSGIQ]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 339 PARK AVENUE, 39TH  
 FLOOR

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 08/21/2014

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  
 \_\_\_X\_\_\_ 10% Owner  
 \_\_\_\_ Other (specify below)

(Street)  
 NEW YORK, NY 10022

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

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

(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 Indirect Ownership (Instr. 4) |   |  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---|--|
|                                 |                                      |  |                                | Code V  | Amount  | (A) or (D)   | Price                                      |   |  |
| Class A Common Stock            | 08/21/2014                           |  | S                              | 250,000   | D   | \$ 3.65  | 57,766,268 <sup>(1)</sup>                  | I | By investment manager to Cyrus Polaris II LLC <sup>(2) (3)</sup> |

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

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SEC 1474  
 (9-02)

number.

**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 Following Reporting Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## 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   |               | X         |         |       |
| CYRUS CAPITAL PARTNERS GP, LLC<br>339 PARK AVENUE, 39TH FLOOR<br>NEW YORK, NY 10022 |               | X         |         |       |
| FREIDHEIM STEPHEN C<br>339 PARK AVENUE, 39TH FLOOR<br>NEW YORK, NY 10022            |               | X         |         |       |

## Signatures

Cyrus Capital Partners, L.P., By: /s/ Thomas Stamatelos, Name: Thomas Stamatelos, Title: Authorized Signatory 08/22/2014  
 \_\_Signature of Reporting Person Date

Cyrus Capital Partners GP, L.L.C., By: /s/ Stephen C. Freidheim, Name: Stephen C. Freidheim, Title: Manager 08/22/2014  
 \_\_Signature of Reporting Person Date

By: /s/ Stephen C. Freidheim, Name: Stephen C. Freidheim 08/22/2014  
 \_\_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) For reporting purposes, the aggregate amount of Class A Common Stock deemed to be beneficially owned is calculated based on an aggregate of 49,399,028 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 II 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 the beneficial owner of a portion of the 3,336,789 shares of Class A Common Stock owned by Cyrus Polaris II LLC following the disposition reported above. Further, as the principal of CCP and as the principal of CCPGP, Stephen C. Freidheim may also continue to be deemed to be the beneficial owner of a portion of shares of Class A Common Stock owned by
- (3) (continued from footnote 2) Cyrus Polaris LLC and certain other funds, respectively, to which CCP is the investment manager, which were reported on Form 3 on August 19, 2014, and which comprise in aggregate the remaining 57,766,268 shares of Class A Common Stock included within the total shown in box 5 of table I above. All discretion over the investment activities Cyrus Polaris II LLC, Cyrus Polaris LLC and such other funds has been granted to CCP. Neither CCP nor CCPGP has a pecuniary interest in Cyrus Polaris II LLC, Cyrus Polaris LLC and such other funds.

### Remarks:

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

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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