

OVERSEAS SHIPHOLDING GROUP INC
Form 8-K
June 12, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K
CURRENT REPORT

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

June 6, 2018

Date of Report (Date of earliest event reported)

Overseas Shipholding Group, Inc.

(Exact name of registrant as specified in its charter)

Delaware 001-06479 13-2637623

(State of Incorporation) (Commission File Number) (IRS Employer Identification No.)

Two Harbor Place

302 Knights Run Avenue, Suite 1200

Tampa, Florida 33602

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (813) 209-0600

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07. Submission of Matters to a Vote of Security Holders

The Annual Meeting of Stockholders (the “Annual Meeting”) of Overseas Shipholding Group, Inc. (the “Company”) was held on June 6, 2018. Proxies for the Annual Meeting were solicited pursuant to Regulation 14A under the Securities Exchange Act of 1934, and there was no solicitation in opposition to the Company’s solicitation. The Company had 78,734,178 shares of its Class A Common Stock (“Common Stock”) outstanding and entitled to vote at the Annual Meeting, of which 63,857,650 shares were represented at the meeting by holders present in person or by proxy, constituting 81.10% of the shares of Common Stock outstanding and entitled to vote, and accordingly a quorum was present. There were 9,442,065 broker non-votes. The following summarizes all matters voted on at the Annual Meeting.

1. Election of Directors. Each nominee, other than Mr. Reddy and Ms. Silcock, was an incumbent director, no other person was nominated, and each nominee was elected, subject to the Company’s Bylaws, as a director of the Company until the next Annual Meeting and until election and qualification of their successors. The tabulation of votes cast was as follows:

| | For | Against | Abstention |
|---------------------|------------|-----------|------------|
| Douglas D. Wheat | 53,508,210 | 907,375 | — |
| Joseph I. Kronsberg | 53,548,793 | 866,792 | — |
| Anja L. Manuel | 53,529,509 | 866,076 | — |
| Samuel H. Norton | 53,555,761 | 859,824 | — |
| John P. Reddy | 53,551,345 | 864,240 | — |
| Julie E. Silcock | 53,551,680 | 863,905 | — |
| Gary Eugene Taylor | 53,294,030 | 1,121,555 | — |
| Ty E. Wallach | 53,292,452 | 1,123,133 | — |

2. Auditor Appointment Ratification. Stockholders ratified the appointment of Ernst & Young, LLP as the Company’s independent registered public accounting firm. The tabulation of votes cast was as follows:

| For | Against | Abstention |
|------------|---------|------------|
| 63,734,402 | 39,356 | 83,892 |

3. Executive Compensation. Stockholders approved, on a nonbinding advisory basis, the resolution to approve the compensation of the Named Executive Officers for 2017 as described in the Compensation Discussion and Analysis section and in the accompanying compensation tables and narrative in the Company’s Proxy Statement. The tabulation of votes cast was as follows:

| For | Against | Abstention |
|------------|---------|-------------|
| 34,535,901 | 19,220 | 883,658,801 |

SIGNATURES

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

OVERSEAS SHIPHOLDING GROUP, INC.

(Registrant)

Date: June 12, 2018 By: /s/ Susan Allan

Susan Allan

Vice President, General Counsel and

Corporate Secretary