

OVERSEAS SHIPHOLDING GROUP INC  
Form 8-K  
July 20, 2016

**United States**

**Securities and Exchange Commission**

**Washington, D.C. 20549**

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**FORM 8-K**

**CURRENT REPORT**

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

**July 20, 2016 (July 17, 2016)**

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)

**600 Third Avenue, 39<sup>th</sup> Floor**

**New York, New York 10016**

(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 5 – Corporate Governance and Management

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On July 17, 2016, Overseas Shipholding Group, Inc. (“OSG”) appointed Samuel H. Norton, a member of the OSG board of directors (the “Board”), as Senior Vice President of OSG and President and Chief Executive Officer of the U.S. Flag Strategic Business Unit. Mr. Norton is replacing Henry Flinter, who is stepping down from his role and retiring from OSG, effective July 29, 2016. Mr. Norton will remain on the Board.

In connection with Mr. Flinter’s departure from OSG, he is entitled to severance payments under his employment agreement with OSG, subject to his signing a waiver and a release of claims, and his complying with his non-solicit, non-compete, non-disclosure and non-disparagement obligations.

OSG issued a press release announcing these changes, a copy of which is attached hereto as Exhibit 99.1.

## Section 9 – Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

### **Exhibit No. Description**

99.1 Press Release dated July 20, 2016.

**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: July 20, 2016 By/s/ James D. Small III

Name: James D. Small III

Title: Senior Vice President, Secretary & General Counsel

**EXHIBIT INDEX**

**Exhibit No. Description**

99.1 Press Release dated July 20, 2016