

Scorpio Tankers Inc.  
Form SC 13D  
March 06, 2018

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13D  
UNDER THE SECURITIES EXCHANGE ACT OF 1934

Scorpio Tankers Inc.  
(Name of Issuer)

Common Stock, par value \$0.01 per share  
(Title of Class of Securities)

Y7542C106  
(CUSIP Number)

Mr. Emanuele Lauro  
9, Boulevard Charles III  
Monaco 98000  
377-9798-5716

with a copy to:  
Edward S. Horton, Esq.  
Seward & Kissel LLP  
One Battery Park Plaza  
New York, New York 10004  
(212) 574-1200  
(Name, Address and Telephone Number of Person Authorized to Receive  
Notices and Communications)

December 1, 2017  
(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of ss.240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box ☐.

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CUSIP  
Y7542C106  
No.

1. NAME OF  
REPORTING  
PERSONS

Annalisa  
Lolli-Ghetti

CHECK THE  
APPROPRIATE  
2. BOX IF A  
MEMBER OF A  
GROUP

(a) ☐

(b) ☒

3. SEC USE  
ONLY

4. SOURCE  
OF FUNDS

OO

CHECK  
BOX IF  
DISCLOSURE  
OF LEGAL  
PROCEEDINGS  
5. IS ☐  
REQUIRED  
PURSUANT  
TO ITEMS  
2(d) OR 2(e)

CITIZENSHIP  
OR PLACE  
6. OF  
ORGANIZATION

Italy

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING

PERSON WITH:

- SOLE  
7. VOTING  
POWER  
  
2,980,101  
  
SHARED  
8. VOTING  
POWER  
  
14,991,700  
  
SOLE  
9. DISPOSITIVE  
POWER  
  
2,980,101  
  
SHARED  
10. DISPOSITIVE  
POWER  
  
14,991,700  
  
AGGREGATE  
AMOUNT  
BENEFICIALLY  
11. OWNED  
BY EACH  
REPORTING  
PERSON  
  
17,971,801  
  
CHECK  
BOX IF  
THE  
AGGREGATE  
AMOUNT  
12. IN ROW ☐  
(11)  
EXCLUDES  
CERTAIN  
SHARES  
  
13. PERCENT  
OF CLASS  
REPRESENTED

BY  
AMOUNT  
IN ROW  
(11)

5.5%

TYPE OF  
14.REPORTING  
PERSON

IN

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CUSIP  
No. Y7542C106

1. NAME OF  
REPORTING  
PERSONS

Scorpio  
Services  
Holding  
Limited

2. CHECK THE  
APPROPRIATE  
BOX IF A  
MEMBER OF A  
GROUP

(a) ☐

(b) ☒

3. SEC USE  
ONLY

4. SOURCE  
OF FUNDS

WC

5. CHECK  
BOX IF  
DISCLOSURE  
OF LEGAL  
PROCEEDINGS  
IS ☐  
REQUIRED  
PURSUANT  
TO ITEMS  
2(d) OR 2(e)

6. CITIZENSHIP  
OR PLACE  
OF  
ORGANIZATION

The  
Republic of  
the Marshall  
Islands

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY EACH  
REPORTING  
PERSON WITH:

SOLE  
7. VOTING  
POWER

0

SHARED  
8. VOTING  
POWER

14,991,700

SOLE  
9. DISPOSITIVE  
POWER

0

SHARED  
10. DISPOSITIVE  
POWER

14,991,700

AGGREGATE  
AMOUNT  
BENEFICIALLY  
11. OWNED  
BY EACH  
REPORTING  
PERSON

14,991,700

12. CHECK ☐  
BOX IF  
THE  
AGGREGATE  
AMOUNT  
IN ROW  
(11)  
EXCLUDES  
CERTAIN

SHARES

PERCENT  
OF CLASS  
REPRESENTED

13. BY  
AMOUNT  
IN ROW  
(11)

4.6%

TYPE OF  
14. REPORTING  
PERSON

CO

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CUSIP No. Y7542C106

Item  
1. Security and Issuer.

This Schedule 13D relates to the common stock, par value \$0.01 per share (the "Common Shares"), of Scorpio Tankers Inc., a corporation formed under the laws of the Republic of the Marshall Islands (the "Issuer"), having its principal executive offices at 9, Boulevard Charles III, MC 98000, Monaco.

Item  
2. Identity and Background.

This Schedule 13D is being filed on behalf of Annalisa Lolli-Ghetti ("Ms. Lolli-Ghetti") and Scorpio Services Holding Limited, a corporation formed under the laws of the Republic of the Marshall Islands ("SSH", and together with Ms. Lolli-Ghetti, the "Reporting Persons"), which may be deemed the beneficial owners of approximately 5.5% and 4.6%, respectively, of the Issuer's outstanding Common Shares.

Ms. Lolli-Ghetti is the majority shareholder of SSH. Ms. Lolli-Ghetti's principal business address is 9, Boulevard Charles III, MC 98000, Monaco.

The principal business of SSH is the provision of administrative services relating to the ownership and operation of vessels, including to the Issuer and unaffiliated third-parties. The principal business address and principal office address of SSH is 9, Boulevard Charles III, MC 98000, Monaco.

The identity, present principal occupation/employment, citizenship and business address of the executive officers, directors, and controlling persons of SSH, other than Ms. Lolli-Ghetti for whom such information is provided elsewhere herein, (together, the "SSH Principals") is set forth below.

<u>Name</u>	<u>Principal Occupation and Employment</u>	<u>Citizenship</u>
Emanuele Lauro	Director and Chief Executive Officer of SSH, the Issuer, and Scorpio Bulkers Inc. <sup>(1)</sup>	Italy
Robert Bugbee	Director and President of SSH, the Issuer, and Scorpio Bulkers Inc. <sup>(1)</sup>	Britain
Cameron Mackey	Director and Chief Operating Officer of SSH and the Issuer, <sup>(1)</sup> and Chief Operating Officer of Scorpio Bulkers Inc.	USA
Filippo Lauro	Director and Vice President of SSH and Vice President of the Issuer and Scorpio Bulkers Inc. <sup>(1)</sup>	Italy
Brian Lee	Chief Financial Officer of SSH and the Issuer <sup>(1)</sup>	USA

(1) The business address of Scorpio Bulkers Inc. and the SSH Principals is 9 Boulevard Charles III, MC 98000, Monaco.

The Reporting Persons, and, to the best of their knowledge, the SSH Principals, have not, during the last five years, been convicted in any criminal proceeding (excluding traffic violations or similar misdemeanors).



The Reporting Persons, and, to the best of their knowledge, the SSH Principals, have not, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or state securities laws or finding any violation with respect to such laws.

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Item Source and Amount of Funds or Other Consideration.

3.

Ms. Lolli-Ghetti acquired 2,980,101 Common Shares through private transactions.

SSH purchased 14,991,700 Common Shares through transactions directly with the Issuer and in open market transactions using funds from working capital.

Item Purpose of Transaction.

4.

Certain of the SSH Principals also serve as executive officers and/or directors of the Issuer. Accordingly, the Reporting Persons may, and the SSH Principals will continue to, influence the corporate activities of the Issuer, including activities which may relate to items described in subparagraphs (a) through (j) of Item 4 of Schedule 13D.

Ms. Lolli-Ghetti acquired the Common Shares described in Item 3 through private transactions. SSH acquired the Common Shares described in Item 3 solely for investment purposes, through purchases directly from the Issuer and in open market transactions.

The Reporting Persons, at any time and from time to time, may acquire additional Common Shares, including in connection with the provision of any services or other strategic transactions with the Issuer, or dispose of any or all of the Common Shares they own depending upon an ongoing evaluation of their investment in the Common Shares, prevailing market conditions, other investment opportunities, other investment considerations and/or other factors. The Reporting Persons further reserve the right to act in concert with any other shareholders of the Issuer, or other persons, for a common purpose should they determine to do so, and/or to recommend courses of action to the Issuer's management, the Issuer's board of directors, the Issuer's shareholders and others. In addition, the Reporting Persons are in contact with members of the Issuer's management, the members of the Issuer's Board of Directors, other significant shareholders and others regarding alternatives that the Issuer could employ to increase shareholder value.

Item Interest in Securities of the Issuer.

5.

- As of the date of this filing, the Issuer has 326,507,544 Common Shares outstanding. Based on the foregoing, as of the date of this filing: (i) SSH may be deemed to be the beneficial owner of 14,991,700 Common Shares, representing approximately 4.6% of the Issuer's outstanding Common Shares; and (ii) Ms. Lolli-Ghetti may be deemed to be the beneficial owner of 17,971,801 Common Shares, representing approximately 5.5% of the Issuer's outstanding Common Shares, of which Ms. Lolli-Ghetti and SSH have the shared power to vote and
- (a, dispose of 14,991,700 Common Shares, representing approximately 4.6% of the Issuer's outstanding Common  
b) Shares, as indicated above, and Ms. Lolli-Ghetti has the sole power to vote and dispose of 2,980,101 Common Shares, representing approximately 0.9% of the Issuer's outstanding Common Shares.

As of the date of this filing, the SSH Principals may be deemed to be the beneficial owners of an aggregate of 19,677,803 Common Shares, with the sole power to vote and dispose of the Common Shares that each SSH Principal respectively owns.

- (c) Transactions in the Common Shares effected by SSH during the past 60 days are set forth on Exhibit A to this Schedule 13D.

No transactions were effected by Ms. Lolli-Ghetti during the past 60 days.

(d) No other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, any of the Common Shares beneficially owned by the Reporting Persons or the SSH Principals.

(e) Not applicable.

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Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

None.

Item 7. Material to be Filed as Exhibits.

Exhibit A – Information with respect to Transactions Effected

Exhibit B – Joint Filing Agreement

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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: March 6, 2018 ANNALISA LOLLI-GHETTI\*

By: /s/ Annalisa Lolli-Ghetti  
Name: Annalisa Lolli-Ghetti

SCORPIO SERVICES HOLDING LIMITED

By: /s/ Filippo Lauro  
Name: Filippo Lauro  
Title: Executive Chairman, Director and Vice President

\* The Reporting Person specifically disclaims beneficial ownership of the securities reported herein except to the extent of her pecuniary interest therein.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).

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EXHIBIT A

INFORMATION WITH RESPECT TO TRANSACTIONS EFFECTED

Date of <u>Transaction</u>	Number of Common Shares <u>Purchased</u> (1)	<u>Price of Common Shares</u>
March 2, 2018	700,000	\$2.22 per share
March 5, 2018	650,000	\$2.32 per share

(1) Purchased in an open market transaction.

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EXHIBIT B  
JOINT FILING AGREEMENT

Each of the undersigned hereby consents and agrees to the joint filing of this Schedule 13D, including any amendment thereto, relating to the common shares, par value \$0.01 per share, of Scorpio Tankers Inc.

Date: March 6, 2018 ANNALISA LOLLI-GHETTI

By: /s/ Annalisa Lolli-Ghetti  
Name: Annalisa Lolli-Ghetti

SCORPIO SERVICES HOLDING LIMITED

By: /s/ Filippo Lauro  
Name: Filippo Lauro  
Title: Executive Chairman, Director and Vice President