

OVERSEAS SHIPHOLDING GROUP INC  
Form 15-12B  
June 13, 2016

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

FORM 15

**CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g) OF  
THE SECURITIES EXCHANGE ACT OF 1934**

**OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Commission File Number: **001-06479**

**Overseas Shipholding Group, Inc.**

(Exact name of registrant as specified in its charter)

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

**New York, New York 10016**

**(212) 953-4100**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Class B Common Stock, par value \$0.01 per share  
(Title of each class of securities covered by this Form)

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Class A Common Stock, par value \$0.01 per share

(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

- Rule 12g-4(a)(1)
- Rule 12g-4(a)(2)
- Rule 12h-3(b)(1)(i)
- Rule 12h-3(b)(1)(ii)
- Rule 15d-6
- Rule 15d-22(b)

Approximate number of holders of record as of the certification or notice date:

<b>Class of Security</b>	<b>Number of Holders of Record</b>
Class B Common Stock, par value \$0.01 per share	0

Pursuant to the requirements of the Securities Exchange Act of 1934, Overseas Shipholding Group, Inc. has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Date: June 13, 2016 By/s/ James D. Small III

Name: James D. Small III

Title: Senior Vice President, Secretary & General Counsel