

Edgar Filing: FRONTLINE LTD / - Form 6-K

FRONTLINE LTD /
Form 6-K
May 03, 2001

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

FORM 6-K

Report of Foreign Issuer
Pursuant to Rule 13a-16 or 15d-16 of
the Securities Exchange Act of 1934

For the month of _____ May _____, 2001

Frontline Ltd.

(Translation of registrant's name into English)

Mercury House, 101 Front Street, Hamilton, HM 12, Bermuda

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file
annual reports under cover Form 20-F or Form 40-F

Form 20-F X Form 40-F _____

Indicate by check mark whether the registrant by furnishing the
information contained in this Form is also thereby furnishing the
information to the Commission pursuant to Rule 12g3-2(b) under
the Securities Exchange Act of 1934.

Yes _____ No X

If "Yes" is marked, indicate below the file number assigned to
the registrant in connection with Rule 12g3-2(b): 82-_____

Item 1. INFORMATION CONTAINED IN THIS FORM 6-K REPORT

Attached as Exhibit 1 is a copy of the press release of Frontline
Ltd. (the "Company"), dated April 23, 2001.

Attached as Exhibit 2 is a copy of the press release of the
Company dated April 27, 2001.

2

Exhibit I

FRO - PRESS RELEASE

Oslo, Monday April 23, 2001

Frontline announces public offer for all shares in Mosvold Shipping

Today, Frontline Ltd. announced that it intends to present a public offer for all outstanding shares in Mosvold Shipping Ltd. at 5.50 Norwegian Kroner per share. The offer represents a 34% premium over Mosvold Shipping's average closing price for the last 30 days on the Oslo Stock Exchange. This values Mosvold Shipping at approximately 420 million Norwegian Kroner

Edgar Filing: FRONTLINE LTD / - Form 6-K

(approximately USD 46 million).

The offering document will be sent to all shareholders of Mosvold Shipping this week with an acceptance period of two weeks. Frontline controls 12% of the share capital of Mosvold Shipping Ltd. through shares and forward contracts.

The main pre-conditions for the offer are

- that shareholders representing minimum 95% of Mosvold Shipping's issued and outstanding shares accept the offer.
- that Frontline Ltd. is given the opportunity to review the loan agreement in respect of Mosvold Shipping Ltd.'s convertible loan and finds this not to include terms which will influence Frontline Ltd.'s valuation of Mosvold Shipping negatively.
- that the board of Mosvold Shipping declares that Frontline Ltd. will have complied with its duty to make an offer to all shareholders in Mosvold Shipping according to Art. 42 in Mosvold Shipping's Bye-laws by making the offer.
- That the board of Mosvold Shipping declares that it will not make use of the provisions of Art. 35 in Mosvold Shipping's Bye-laws as a basis for denying approval of any transfer of shares to Frontline as a consequence of the offer.

Any of these pre-conditions may be waived by Frontline.

Frontline Ltd. is the Bermuda registered holding company of the world's largest crude oil tanker group. The company has a market capitalisation of approximately NOK 14 billion, and is listed on the Oslo and London Stock Exchanges and on the NASDAQ. Mosvold Shipping Ltd. is a Bermuda registered holding company of a crude oil tanker company listed on the Oslo Stock Exchange. The public offer for Mosvold is strategically based on Frontline's wishes to continue the consolidation process within the highly fragmented tanker industry. A combination Mosvold and Frontline will reduce the combined cost structure. The inclusion of Mosvold's

3

newbuilding program will also further strengthen Frontline's position as the premium operator of modern tanker tonnage.

The financial advisor to Frontline and arranger of the public offer is Orkla Enskilda Securities ASA. Fearnley Fonds ASA is co-manager of the transaction.

Questions may be directed to: Tor Olav Troim, +47 23 11 40 00
Kate Blankenship, +1 441 295 6935

4

Exhibit 2

FRO - ACQUISITION

Offer for shares in Mosvold Shipping Ltd.

Frontline Ltd. has today submitted the formal offer document relevant to its previously announced offer for shares in Mosvold Shipping Ltd. to the Oslo Stock Exchange. The offer document was, simultaneously, distributed to relevant brokers and the non-US shareholders of Mosvold Shipping Ltd.

Frontline Ltd. has reduced the number of preconditions for the offer as compared to its previous announcement. The preconditions are now as follows:

- that acceptances from shareholders receiving the offer representing in aggregate no less than 95% of their shares are received by the end of the acceptance period;
- that all material terms relevant to Mosvold Shipping

Edgar Filing: FRONTLINE LTD / - Form 6-K

Ltd.'s convertible loan agreement have been disclosed to the market in accordance with the regulations of the Oslo Stock Exchange.

Frontline has retained its right to waive either or both of these preconditions.

Frontline intends to approach the board of Mosvold Shipping Ltd. during the course of next week for the purpose of clarifying the board's position on the issues of:

- whether or not the board accepts that the offer made represents compliance by Frontline with the obligations set forth in Art. 42 in Mosvold Shipping Ltd.'s Bye-laws;
- whether or not the board intends to refuse to approve a transfer of more than 50% of the outstanding shares in Mosvold Shipping Ltd. to Frontline as per Art. 35 in the Bye-laws should Frontline receive acceptances which in aggregate exceed this level.

Frontline will also seek to obtain confirmation from the board of Mosvold Shipping Ltd. that the company has complied with its disclosure obligations in relation to the convertible loan agreement.

Following recent purchases Frontline now controls 11,298,708 shares in Mosvold Shipping Ltd. corresponding to 14.7% of the company's outstanding shares.

5

Hamilton, Bermuda
27 April, 2001

Contact persons: Tor Olav Troim, +47 23 11 40 00
Kate Blankenship, +1 441 295 6935

6

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, thereunto duly authorized.

Frontline Ltd.

(Registrant)

Date May 2, 2001

By /s/ Kate Blankenship

Kate Blankenship
Secretary

02089009.AD9

7