

DORIAN LPG LTD.
Form SC 13D/A
February 01, 2018

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 3)*

DORIAN LPG LTD.
(Name of Issuer)

Common Shares, Par Value \$0.01
(Title of Class of Securities)

Y2106R110
(CUSIP Number)

Nick Fell
BW Maritime Pte. Ltd.
Mapletree Business City, #18-01
10 Pasir Panjang Road
Singapore 117438
Telephone: +65 (0) 6434 5818

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

January 26, 2018
(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 §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. []

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No: Y2106R110

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NAMES OF REPORTING PERSONS

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

BW Euroholdings Limited

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3

SEC USE ONLY

4

SOURCE OF FUNDS (SEE INSTRUCTIONS)

WC

5

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)

6

CITIZENSHIP OR PLACE OF ORGANIZATION

Cyprus

7

SOLE VOTING POWER

0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8

SHARED VOTING POWER

7,826,460

9

SOLE DISPOSITIVE POWER

0

10

SHARED DISPOSITIVE POWER

7,826,460

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

7,826,460

12 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

14.2%

14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

CO

SCHEDULE 13D

CUSIP No: Y2106R110

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NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF
1 ABOVE PERSONS (ENTITIES
ONLY)

BW Group Limited

CHECK THE APPROPRIATE BOX IF (a)
2 A MEMBER OF A GROUP (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE
INSTRUCTIONS)

AF

5 CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEM
2(D) OR 2(E)

6 CITIZENSHIP OR PLACE OF
ORGANIZATION

Bermuda

7 SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8 SHARED VOTING POWER

7,826,460

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

7,826,460

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

7,826,460

12 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

14.2%

14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

CO

SCHEDULE 13D

CUSIP No: Y2106R110

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NAMES OF REPORTING PERSONS

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Sohmen Family Foundation

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

3

SEC USE ONLY

4

SOURCE OF FUNDS (SEE INSTRUCTIONS)

AF

5

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)

6

CITIZENSHIP OR PLACE OF ORGANIZATION

Liechtenstein

7

SOLE VOTING POWER

0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8

SHARED VOTING POWER

7,826,460

9

SOLE DISPOSITIVE POWER

0

10

SHARED DISPOSITIVE POWER

7,826,460

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

7,826,460

12 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

14.2%

14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

OO

SCHEDULE 13D

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Item 1. Security and Issuer

This Amendment No. 3 to Schedule 13D amends and supplements the statement on Schedule 13D originally filed on July 28, 2015, as amended by Amendment No. 1 filed on August 31, 2015 and Amendment No. 2 filed on January 29, 2018 (collectively with this Amendment No. 3, the "Schedule 13D") with respect to the Common Shares, par value \$0.01 per share (the "Common Shares"), of Dorian LPG Ltd., a company incorporated under the laws of the Republic of the Marshall Islands (the "Issuer"). The Issuer's principal executive offices are located at 27 Signal Road, Stamford, Connecticut 06902. Unless otherwise indicated, each capitalized term used but not defined herein shall have the meaning assigned to such term in the Schedule 13D. This Amendment No. 3 is being filed solely to correct the amount of funds used to purchase the Common Shares reported in Amendment No. 2.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 of Amendment No. 2 is hereby restated in its entirety as follows:

On January 26, 2018, Euroholdings purchased 1,100,000 Common Shares at a price of \$7.30 per Common Share in a private transaction through a broker. On January 29, 2018, Euroholdings purchased 281,460 Common Shares at a price of \$7.50 per Common Share in a private transaction through a broker. Also on January 29, 2018, Euroholdings purchased 445,000 Common Shares at a price of \$7.55 per Common Share in a private transaction through a broker. The source of the \$13,500,700 total funds used to purchase such Common Shares was the working capital of Euroholdings. No borrowed funds were used to purchase the Common Shares.

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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: January 31, 2018

BW EUROHOLDINGS LIMITED

By: /s/ Nicholas Fell

Name: Nicholas Fell

Title: Authorized Signatory

BW GROUP LIMITED

By: /s/ Nicholas Fell

Name: Nicholas Fell

Title: Authorized Signatory

SOHMEN FAMILY FOUNDATION

By: /s/ Andreas Sohmen-Pao

Name: Andreas Sohmen-Pao

Title: Authorized Signatory
