

DORIAN LPG LTD.

Form 4

January 18, 2017

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HADJIPATERAS JOHN C

(Last) (First) (Middle)

**C/O DORIAN LPG (USA) LLC, 27
SIGNAL ROAD**

(Street)

STAMFORD, CT 06902

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
DORIAN LPG LTD. [LPG]

3. Date of Earliest Transaction
(Month/Day/Year)
01/13/2017

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☒ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)

President and CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)		
Common Shares, \$0.01 par value per share				(A) or (D)	Price				
						2,279,744	D		
Common Shares, \$0.01 par value per share	01/13/2017		P	20,000	A	\$ 9.3798 (1)	45,000	I	By spouse
Common Shares,	01/17/2017		J	20,000	D	\$ (2) 9.3798	25,000	I	By spouse

\$0.01 par
value per
share

Common

Shares,

\$0.01 par 01/17/2017

value per
share

J

20,000
(2)

A

\$ 9.3798 20,000

I

By trust
(3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HADJIPATERAS JOHN C C/O DORIAN LPG (USA) LLC 27 SIGNAL ROAD STAMFORD, CT 06902	X	X	President and CEO	

Signatures

By: /s/ John C.
Hadjipateras 01/18/2017

__Signature of Reporting
Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$9.305 to \$9.45. The reporting person undertakes to provide Dorian LPG Ltd., any security holder of Dorian LPG Ltd., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each price within the range set forth herein.

(2) On January 17, 2017, 20,000 shares were transferred to The LMG Trust (the "Trust"). The Reporting Person and his wife are trustees of the Trust, and the beneficiary of the Trust is one of their children.

(3) These shares are owned directly by the Trust. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interests therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership by the Reporting Person of the reported securities for purposes of Section 16 or any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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