

DORIAN LPG LTD.
Form SC 13D/A
August 31, 2015

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

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 1)***

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)

August 27, 2015

(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 §240.13d-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 disclosures provided in a prior cover page.

The information required on 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.

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NAMES OF REPORTING PERSONS

- 1. BW Euroholdings Limited
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(see instructions)

- 2. (a)
- (b)
- 3. SEC USE ONLY

- 4. SOURCE OF FUNDS (see instructions)

- 5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)
CITIZENSHIP OR PLACE OF ORGANIZATION

- 6. Cyprus

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

- 7. SOLE VOTING POWER
6,000,000 (See Item 5)
SHARED VOTING POWER
- 8. -0-
SOLE DISPOSITIVE POWER
- 9. 6,000,000 (See Item 5)
SHARED DISPOSITIVE
POWER
- 10. -0-

- 11. AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON

- 6,000,000 (See
Item 5)
- 12. CHECK BOX IF
THE

AGGREGATE
AMOUNT IN
ROW (11)
EXCLUDES
CERTAIN
SHARES
(see
instructions)
PERCENT OF
CLASS
REPRESENTED
BY AMOUNT IN
13. ROW (11)

10.3% (See Item
5)*
TYPE OF
REPORTING
14. PERSON (see
instructions)

CO

The calculation assumes that there are a total of 58,057,493 Common Shares outstanding as of August 27, 2015,
* which is based on information provided by the Issuer in its Quarterly Report on Form 10-Q for the quarter ended
June 30, 2015 (the "Q2 2015 10-Q").

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NAMES OF REPORTING PERSONS

1.

BW LPG Limited

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(see instructions)

2.

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS (see instructions)

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

CITIZENSHIP OR PLACE OF ORGANIZATION

6.

Bermuda

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7. SOLE VOTING POWER
0 (See Item 5)
8. SHARED VOTING POWER
-0-
9. SOLE DISPOSITIVE POWER
0 (See Item 5)
10. SHARED DISPOSITIVE POWER
-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 (See Item 5)

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13.

0.0% (See Item 5)

TYPE OF REPORTING PERSON (see instructions)

14.

CO

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NAMES OF REPORTING PERSONS

1. BW Group Limited
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(see instructions)
2. (a)
(b)
3. SEC USE ONLY
4. SOURCE OF FUNDS (see instructions)
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)
CITIZENSHIP OR PLACE OF ORGANIZATION
6. Bermuda

| | |
|-----|--------------------------|
| | SOLE VOTING POWER |
| 7. | 6,000,000 (See Item 5) |
| | SHARED VOTING POWER |
| 8. | -0- |
| | SOLE DISPOSITIVE POWER |
| 9. | 6,000,000 (See Item 5) |
| | SHARED DISPOSITIVE POWER |
| 10. | -0- |

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
6,000,000 (See Item 5)
12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(see instructions)
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
13. 10.3% (See Item 5)*
14. TYPE OF REPORTING PERSON (see instructions)

CO

* The calculation assumes that there are a total of 58,057,493 Common Shares outstanding as of August 27, 2015, which is based on information provided by the Issuer in the Q2 2015 10-Q.

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NAMES OF REPORTING PERSONS

1. Sohmen Family Foundation
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(see instructions)
2. (a)
(b)
3. SEC USE ONLY
4. SOURCE OF FUNDS (see instructions)
5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)
CITIZENSHIP OR PLACE OF ORGANIZATION
6. Cyprus

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7. SOLE VOTING POWER
6,000,000 (See Item 5)
8. SHARED VOTING POWER
-0-
9. SOLE DISPOSITIVE POWER
6,000,000 (See Item 5)
10. SHARED DISPOSITIVE POWER
-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,000,000 (See Item 5)

- CHECK BOX IF
THE
AGGREGATE
AMOUNT IN
ROW (11)
EXCLUDES
CERTAIN
SHARES
(see
instructions)
PERCENT OF
CLASS
REPRESENTED
BY AMOUNT IN
ROW (11)
- 12.
- 13.
- 10.3% (See Item
5)*
TYPE OF
REPORTING
PERSON (see
instructions)
- 14.
- OO

* The calculation assumes that there are a total of 58,057,493 Common Shares outstanding as of August 27, 2015, which is based on information provided by the Issuer in the Q2 2015 10-Q.

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Item 1. Security and Issuer.

This Amendment No. 1 to Schedule 13D amends and supplements the statement on Schedule 13D originally filed on July 28, 2015 (the “Schedule 13D” and, as amended and supplemented by this Amendment No. 1, this “Statement”) 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.

Item 3. Source or Amount of Funds or Other Consideration.

The response set forth in Item 3 of the Schedule 13D is hereby amended by adding the following third paragraph: “On August 27, 2015, the Option expired. As a result, on August 27, 2015, LPG ceased to be the beneficial owner of more than five percent of the Common Shares of the Issuer.”

Item 5. Interest in Securities of the Issuer.

The response set forth in Item 5 of the Schedule 13D is hereby amended by deleting subparagraphs (a) and (b) of the previous response in their entirety and replacing them with the following:

Assuming that there are a total of 58,057,493 Common Shares outstanding as of August 27, 2015, which is based on information provided by the Issuer in the June 29 Form S-3, (i) Euroholdings directly beneficially owns 6,000,000 Common Shares, which represent 10.3% of the outstanding Common Shares, (ii) BWG indirectly beneficially owns a. such 6,000,000 Common Shares, which represent 10.3% of the outstanding Common Shares and (iii) the Foundation also indirectly beneficially owns such 6,000,000 Common Shares, which represent 10.3% of the outstanding Common Shares. Following the expiration of the Option, LPG beneficially owns zero Common Shares.

Assuming that there are a total of 58,057,493 Common Shares outstanding as of August 27, 2015, which is based on information provided by the Issuer in the June 29 Form S-3, (i) Euroholdings has the sole power to vote or direct the vote and the sole power to dispose or to direct the disposition of 6,000,000 Common Shares, (ii) BWG also has the sole power to vote or direct the vote and the sole power to dispose or to direct the disposition of such 6,000,000 b. Common Shares and (iv) the Foundation also has the sole power to vote or direct the vote and the sole power to dispose or to direct the disposition of such 6,000,000 Common Shares. Following the expiration of the Option, LPG has the sole power to vote or direct the vote and the sole power to dispose or to direct the disposition of zero 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: August 31, 2015

BW EUROHOLDINGS LIMITED

By: /s/ Nicholas Fell

Name: Nicholas Fell
Title: Authorized Signatory

BW LPG LIMITED

By: /s/ Stephen Harper

Name: Stephen Harper
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

SCHEDULE 1-A

Directors and Executive Officers of BW Euroholdings Limited

| Name | Business Address | Principal Occupation or Employment | Citizenship |
|------------------------------|---|------------------------------------|-------------|
| <u>Board of Directors</u> | | | |
| Billy Chiu | c/o Mapletree Business City #18-01 10 Pasir Panjang Road Singapore 117438 c/o BW Gas Cyprus Ltd | Company Director | Singaporean |
| Andrea Maria Christodoulides | Ariadne House, 4th floor, Office 41 333, 28th October street, 3106, Limassol Cyprus | Company Director | British |
| Panos Lampropoulos | c/o195 Arch. Makarios III Ave, Neocleous House, 3030 Limassol, Cyprus | Company Director | Cyprus |

Executive Officers

None

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SCHEDULE 1-B

Directors and Executive Officers of BW LPG Limited

| Name | Business Address | Principal Occupation or Employment | Citizenship |
|---------------------------|---|------------------------------------|-------------|
| <u>Board of Directors</u> | | | |
| | c/o Mapletree Business City #17-02 | | |
| Andreas Sohmen-Pao | 10 Pasir Panjang Road Singapore 117438 c/o Mapletree Business City #17-02 | Chairman and Company Director | Austrian |
| John B. Harrison | 10 Pasir Panjang Road Singapore 117438 c/o Mapletree Business City #17-02 | Vice-Chairman and Company Director | British |
| Dato' Jude P Benny | 10 Pasir Panjang Road Singapore 117438 c/o Mapletree Business City #17-02 | Company Director | Singaporean |
| Andreas Beroutsos | 10 Pasir Panjang Road Singapore 117438 c/o Mapletree Business City #17-02 | Company Director | Greek |
| Anne Grethe Dalane | 10 Pasir Panjang Road Singapore 117438 c/o Mapletree Business City #17-02 | Company Director | Norwegian |
| Anders Onarheim | 10 Pasir Panjang Road Singapore 117438 | Company Director | Norwegian |
| <u>Executive Officers</u> | | | |
| | c/o Mapletree Business City #17-02 | | |
| Andrew Charles Hoare | 10 Pasir Panjang Road Singapore 117438 c/o Mapletree Business City #17-02 | Chief Commercial Officer | British |
| Martin Ackermann | 10 Pasir Panjang Road Singapore 117438 c/o Mapletree Business City #17-02 | Chief Executive Officer | Danish |
| Elaine Ong Yi Ling | 10 Pasir Panjang Road Singapore 117438 | Chief Financial Officer | Singaporean |

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c/o Mapletree Business City #17-02

Pontus Kristofer Berg
10 Pasir Panjang Road Singapore
117438

Senior Vice President, Owner's
Representative

Swedish

SCHEDULE 1-C

Directors and Executive Officers of BW Group Limited

| Name | Business Address | Principal Occupation or Employment | Citizenship |
|--------------------------------|---|------------------------------------|-------------|
| <u>Board of Directors</u> | | | |
| Andreas Sohmen-Pao | c/o Mapletree Business City #18-01 10 Pasir Panjang Road Singapore 117438 c/o Mapletree Business City #18-01 | Chairman and Company Director | Austrian |
| Amaury de Seze | 10 Pasir Panjang Road Singapore 117438 | Company Director | French |
| Peter Denis Sutherland | c/o Mapletree Business City #18-01 10 Pasir Panjang Road Singapore 117438 | Company Director | Irish |
| John B. Harrison | c/o Mapletree Business City #18-01 10 Pasir Panjang Road Singapore 117438 | Company Director | British |
| Sir John Rose | c/o Mapletree Business City #18-01 10 Pasir Panjang Road Singapore 117438 | Company Director | British |
| Tan Hwee Hua @ Lim Hwee Hua | c/o Mapletree Business City #18-01 10 Pasir Panjang Road Singapore 117438 | Company Director | Singaporean |
| <u>Executive Officers</u> | | | |

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| | | | |
|---------------------------------|---|--|-------------|
| Carsten Mortensen | | Chief Executive Officer | Danish |
| | c/o Mapletree Business City #18-01 | | |
| Nicholas John Oxleigh | 10 Pasir Panjang Road Singapore 117438 | Senior Vice President, Corporate Services & General Counsel | |
| Fell | c/o Mapletree Business City #18-01 | | British |
| | 10 Pasir Panjang Road Singapore 117438 | | |
| Yngvil Signe Eriksson Asheim | c/o Mapletree Business City #18-01 | Managing Director, BW Shipping | Norwegian |
| | 10 Pasir Panjang Road Singapore 117438 | | |
| Lars Pedersen | c/o Mapletree Business City #18-01 | Managing Director, BW Fleet Management | |
| | 10 Pasir Panjang Road Singapore 117438 | | Danish |
| | c/o Mapletree Business City #18-01 | | |
| Sebastien Brochet | 10 Pasir Panjang Road Singapore 117438 | Vice President, Strategy, Corporate Development & HR | |
| | c/o Mapletree Business City #18-01 | | French |
| | 10 Pasir Panjang Road Singapore 117438 | Senior Vice President, Quality, Audit & Compliance | |
| Billy Chiu | | | Singaporean |
| Nicholas Murray Gleeson | c/o Mapletree Business City #18-01 | Chief Financial Officer | Australian |
| | 10 Pasir Panjang Road Singapore 117438 | | |

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SCHEDULE 1-D

President and Members of the Sohmen Family Foundation

| Name | Business Address | Principal Occupation or Employment | Citizenship |
|-------------------------|--|------------------------------------|-------------|
| <u>President</u> | | | |
| Helmut Sohmen | 23 rd Floor, No.9 Des Voeux Road West, Hong Kong SAR, China | Company Director | Austrian |
| <u>Members</u> | | | |
| Hansjoerg Kaltenbrunner | Schoenbrunnegasse 64, Graz, Austria | Company Director | Austrian |
| Dr. Karl Josef Hier | Heiligkreuz 6, Postfach 484, FL-9490 Vaduz, Liechtenstein | Law Partner, Marxer & Partner | Austrian |
| | c/o Mapletree Business City #18-01 | | |
| Andreas Sohmen-Pao | 10 Pasir Panjang Road Singapore 117438 | Chairman and Company Director | Austrian |