

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

- | | |
|-----|------------------------|
| | 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 |
| 10. | POWER |
| | -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
13. ROW (11)

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

3.

SOURCE OF FUNDS (see instructions)

4.

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.

0 (See Item 5)

SHARED VOTING POWER

8.

-0-

SOLE DISPOSITIVE POWER

9.

0 (See Item 5)

SHARED DISPOSITIVE

POWER

10.

-0-

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11.

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 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 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
Andreas Sohmen-Pao	c/o Mapletree Business City #18-01 10 Pasir Panjang Road Singapore 117438	Chairman and Company Director	Austrian