

## Section 1: 8-K (8-K)

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

### FORM 8-K

#### CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

**November 26, 2018**

Date of Report (Date of earliest event reported)

**Overseas Shipholding Group, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State of Incorporation)

**001-06479**  
(Commission File Number)

**13-2637623**  
(IRS Employer Identification No.)

**Two Harbor Place**  
**302 Knights Run Avenue, Suite 1200**  
**Tampa, Florida 33602**

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(813) 209-0600**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.



## Item 7.01 Regulation FD

On November 26, 2018, Overseas Shipholding Group, Inc. (“OSG”) issued a press release announcing that two of its subsidiaries closed a financing from Wintrust Commercial Finance, a division of Wintrust Asset Finance Inc., in the amount of \$27,500,000. This loan is secured by first preferred ship mortgages on the Overseas Mykonos and Overseas Santorini, and a guaranty from OSG. A copy of OSG’s press release is attached hereto as Exhibit 99.1 and hereby incorporated by reference.

The information contained in Item 7.01 of this Current Report on Form 8-K (including the exhibit hereto or any information included therein) shall not be deemed an admission as to the materiality of any information required to be disclosed solely by reason of Regulation FD.

OSG is furnishing this Current Report pursuant to Item 7.01, “Regulation FD Disclosure.” The information contained in this Current Report shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

## Item 9.01 Financial Statements and Exhibits

### (d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
99.1	<a href="#">Press Release dated November 26, 2018.</a>

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, OSG has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**OVERSEAS SHIPHOLDING GROUP, INC.**

(Registrant)

Date: November 26, 2018

By: /s/ Susan Allan

Susan Allan

Vice President, General Counsel and

Corporate Secretary

## EXHIBIT INDEX

Exhibit No.	Description
99.1	<a href="#">Press Release dated November 26, 2018.</a>

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## Section 2: EX-99.1 (EXHIBIT 99.1)

**Exhibit 99.1**

### Press Release

## Overseas Shipholding Group, Inc. Announces Closing of Financial Transaction

Company Release – 11/26/2018 4:00 PM ET

TAMPA, Fla. -- (BUSINESS WIRE) -- Overseas Shipholding Group, Inc. (NYSE: OSG) (“OSG”), a provider of energy transportation services for crude oil and petroleum products in the U.S. Flag markets, announced today that two of its subsidiaries have closed on a financing from Wintrust Commercial Finance, a division of Wintrust Asset Finance Inc., in the amount of \$27,500,000. This loan is secured by first preferred ship mortgages on the Overseas Mykonos and Overseas Santorini, and a guaranty from OSG.

“We are very pleased to have completed this financing, as anticipated and discussed in our earnings call on November 9,” stated Dick Trueblood, OSG’s Chief Financial Officer. “Securing this financing is one piece of our overall plan to refinance our term loan debt. We appreciate working with the team at Wintrust in putting this deal together.”

“We’re proud to partner with OSG in providing capital for the refinance of the vessels,” stated Kirk Phillips, President and CEO of Wintrust Commercial Finance. “Our team led by Garrett Wilkins, Justin Piot, and Joe Gensor demonstrated Wintrust Commercial Finance’s understanding of the industry and commitment to working closely with our customers in meeting their unique financing needs and building long term relationships.”

Sam Norton, OSG’s Chief Executive Officer, stated “The Overseas Mykonos and Overseas Santorini are the only two oil tankers that participate in the U.S. Maritime Security Program and this transaction gives us the flexibility to continue this participation.”

#### **About Wintrust Financial Corporation**

Wintrust is a financial holding company with assets of over \$30 billion whose common stock is traded on the NASDAQ Global Select Market. Built on the "HAVE IT ALL" model, Wintrust offers sophisticated technology and resources of a large bank while focusing on providing service-based community banking to each and every customer. Wintrust operates 15 community bank subsidiaries, with over 160 banking locations located in the greater Chicago and southern Wisconsin market areas. Additionally, Wintrust operates various non-bank business units including business units which provide commercial and life insurance premium financing in the United States, a premium finance company operating in Canada, a company providing short-term accounts receivable financing and value-added out-sourced administrative services to the temporary staffing services industry, a business unit engaging primarily in the origination and purchase of residential mortgages for sale into the secondary market throughout the United States, and companies providing wealth management services.

#### **About Overseas Shipholding Group, Inc.**

Overseas Shipholding Group, Inc. (NYSE:OSG) is a publicly traded company providing energy transportation services for crude oil and petroleum products in the U.S. Flag markets. OSG is a major operator of tankers and ATBs in the Jones Act industry. OSG’s 22 active vessel U.S. Flag fleet consists of six ATBs, two lightering ATBs, three shuttle tankers, nine MR tankers, and two non-Jones Act MR tankers that participate in the U.S. Maritime Security Program. OSG is committed to setting high standards of excellence for its quality, safety and environmental programs. OSG is recognized as one of the world’s most customer-focused marine transportation companies and is headquartered in Tampa, FL. More information is available at [www.osg.com](http://www.osg.com).

#### **Forward-Looking Statements**

This release contains forward-looking statements as defined under the federal securities laws. Words such as “plan”, “may”, “should”, “believes”, “estimates”, “targets”, “anticipates” and similar expressions generally identify

forward-looking statements; however, statements other than statements of historical facts should be considered forward-looking statements. Forward-looking statements are based on OSG's current plans, estimates and projections, and are subject to change based on a number of factors. Investors should also carefully consider the risk factors outlined in more detail in the Annual Report on Form 10-K for OSG and in similar sections of other filings made by OSG with the SEC from time to time. The Company assumes no obligation to update or revise any forward-looking statements. Forward-looking statements and written and oral forward-looking statements attributable to OSG or its representatives after the date of this release are qualified in their entirety by the cautionary statements contained in this paragraph and in other reports previously or hereafter filed by OSG with the SEC.

**Media Contacts:**

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