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## Section 1: DEFA14A (DEFA14A)

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. 1)

Filed by the Registrant   
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement  
 **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**  
 Definitive Proxy Statement  
 Definitive Additional Materials  
 Soliciting Material Pursuant to §240.14a-12



### OVERSEAS SHIPHOLDING GROUP, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.  
 Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies: \_\_\_\_\_

(2) Aggregate number of securities to which transaction applies: \_\_\_\_\_

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): \_\_\_\_\_

(4) Proposed maximum aggregate value of transaction: \_\_\_\_\_

(5) Total fee paid: \_\_\_\_\_

- Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously.

- Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid: \_\_\_\_\_

(2) Form, Schedule or Registration Statement No.: \_\_\_\_\_

(3) Filing Party: \_\_\_\_\_

(4) Date Filed:

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Overseas Shipholding Group, Inc. (the “Company”) issued the following press release on May 20, 2020 regarding its Annual Meeting of Stockholders to be held on May 28, 2020. Identical information has been posted on the Investor Relations portion of the Company’s website, at [www.osg.com](http://www.osg.com).



**PRESS RELEASE**

**Overseas Shipholding Group  
Announces Annual Meeting of Stockholders Remote Participation**

**Tampa, FL - May 20, 2020** - Overseas Shipholding Group, Inc. (NYSE: OSG) (the “Company” or “OSG”) announced today that, due to concerns regarding the coronavirus pandemic, the Annual Meeting of Stockholders will be held virtually on Thursday, May 28, 2020 at 8:30 a.m. Eastern Time (“ET”) and that stockholders will not be able to attend the meeting in person. Any stockholder wishing to participate in the Annual Meeting may do so by means of remote communication. To participate in the Annual Meeting of Stockholders remotely, dial (844) 850-0546 for domestic callers and (412) 317-5203 for international callers. Please dial in ten minutes prior to the start of the call. Stockholders and other interested parties can listen to a live webcast of the Meeting from the Investor Relations section of the Company’s website at [www.osg.com](http://www.osg.com).

As noted in our Proxy Statement for the Meeting, it is possible to vote by telephone or over the Internet, and we urge you to vote as soon as possible by either of these methods. A stockholder who wishes to vote on the date of the Annual Meeting or who wishes to change his or her vote may do so by sending an email to [Investor-Relations@osg.com](mailto:Investor-Relations@osg.com) and attaching either your proxy card or your voting instruction form and the legal proxy provided by your bank, broker or other nominee. **Your email must be submitted by 8:40 a.m. ET on Thursday, May 28, 2020.** This information is necessary in order for your vote to be validated and counted.

An audio replay of the Annual Meeting of Stockholders will be available starting at 10:00 a.m. ET on Thursday, May 28, 2020 by dialing (877) 344-7529 for domestic callers and (412) 317-0088 for international callers and entering Access Code 10141999.

**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 21 vessel U.S. Flag fleet consists of three crude oil tankers doing business in Alaska, one conventional ATB, two lightering ATBs, three shuttle tankers, ten MR tankers, and two non-Jones Act MR tankers that participate in the U.S. Maritime Security Program. OSG also currently owns and operates two Marshall Islands flagged MR tankers which trade internationally. In addition to the currently operating fleet, OSG has on order two Jones Act compliant barges which are scheduled for delivery in 2020.

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).

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