

Scorpio Tankers Inc.
Form 424B5
April 29, 2015

Filed Pursuant to Rule 424(b)(5)
Registration No. 333-186815

This preliminary prospectus supplement relates to an effective registration statement under the Securities Act of 1933, as amended, but is not complete and may be changed. This preliminary prospectus supplement and the accompanying base prospectus are not an offer to sell these securities in any jurisdiction where the offer or sale is not permitted and they are not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

PRELIMINARY PROSPECTUS SUPPLEMENT

SUBJECT TO COMPLETION, DATED APRIL 29, 2015

(To Prospectus dated February 25, 2013)

15,000,000 Shares

Scorpio Tankers Inc.

Common Shares

We are offering 15,000,000 of our common shares pursuant to this prospectus supplement.

Our common shares are listed on the New York Stock Exchange, or the NYSE, under the symbol STNG. On April 28, 2015, the last reported sale price of our common shares on the NYSE was \$10.31 per share.

Investing in our common shares involves risks. You should carefully consider each of the factors described under Risk Factors on page S-10 of this prospectus supplement, beginning on page 8 of the accompanying base prospectus and in the documents incorporated by reference into this prospectus supplement and the accompanying base prospectus, before you make any investment in our common shares.

Neither the U.S. Securities and Exchange Commission, or the Commission, nor any state securities commission has approved or disapproved of these securities, or determined if this prospectus supplement or the accompanying base prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

	PER SHARE	TOTAL
Public Offering Price	\$	\$

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Underwriting Discounts	\$	\$
Proceeds to Company (Before Expenses)	\$	\$

We have granted the underwriters an option for a period of 30 days to purchase up to 2,250,000 additional common shares from us on the same terms and conditions as set forth above. If the underwriters exercise the option in full, the total underwriting discounts will be \$, and the total proceeds to us, before expenses, will be \$.

The underwriters are offering the common shares as set forth in the section of this prospectus supplement entitled Underwriting. Delivery of the common shares will be made on or about , 2015.

UBS Investment Bank
Senior Co-Managers

Clarksons Platou Securities, Inc.

Clarkson Capital Markets LLC

Evercore ISI
Prospectus Supplement dated

Nomura
, 2015

Stifel

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CORPORATE INFORMATION

Scorpio Tankers Inc. was incorporated in the Republic of the Marshall Islands on July 1, 2009. Our principal executive offices are located at 9, Boulevard Charles III, MC 98000 Monaco. Our telephone number at that address is (011) 377-9798-5716. We also maintain an office at 150 East 58th Street, New York, NY 10155 and our telephone number at this address is (212) 542-1616. Our website on the Internet is www.scorpiotankers.com. The information on our website is not incorporated by reference into this prospectus supplement and does not constitute a part of this prospectus supplement.

Important notice about information in this prospectus supplement

This document is in two parts. The first part is this prospectus supplement, which describes the specific terms of this offering and also adds to and updates information contained in the accompanying base prospectus and the documents incorporated by reference into this prospectus supplement and the base prospectus. The second part, the base prospectus, gives more general information about securities we may offer from time to time, some of which does not apply to this offering. Generally, when we refer only to the prospectus, we are referring to both parts combined, and when we refer to the accompanying prospectus, we are referring to the base prospectus.

If the description of this offering varies between this prospectus supplement and the accompanying base prospectus, you should rely on the information in this prospectus supplement. This prospectus supplement, the accompanying base prospectus and the documents incorporated into each by reference include important information about us, the common shares being offered and other information you should know before investing. You should read this prospectus supplement and the accompanying base prospectus together with additional information described under the heading, "Where You Can Find Additional Information" before investing in our common shares.

We prepare our financial statements, including all of the financial statements incorporated by reference in this prospectus supplement, in U.S. dollars and in accordance with International Financial Reporting Standards, or IFRS, as issued by the International Accounting Standards Board. We have a fiscal year end of December 31.

We have authorized only the information contained or incorporated by reference in this prospectus supplement, the accompanying base prospectus and any free writing prospectus prepared by or on behalf of us or to which we have referred you. We have not, and the underwriters have not, authorized anyone to provide you with information that is different. We and the underwriters take no responsibility for, and can provide no assurance as to the reliability of, any information that others may give you. We are offering to sell, and seeking offers to buy, our common shares only in jurisdictions where offers and sales are permitted. The information contained in or incorporated by reference in this document is accurate only as of the date such information was issued, regardless of the time of delivery of this prospectus supplement or any sale of our common shares.

Cautionary statement regarding forward looking statements

The Private Securities Litigation Reform Act of 1995 provides safe harbor protections for forward-looking statements in order to encourage companies to provide prospective information about their business. Forward-looking statements include statements concerning plans, objectives, goals, strategies, future events or performance, and underlying assumptions and other statements, which are other than statements of historical facts.

This document includes assumptions, expectations, projections, intentions and beliefs about future events. These statements are intended as forward-looking statements. We desire to take advantage of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 and are including this cautionary statement in connection therewith. This document and any other written or oral statements made by us or on our behalf may include forward-looking statements, which reflect our current views with respect to future events and financial performance, and are not intended to give any assurance as to future results or events. We caution that assumptions, expectations, projections, intentions and beliefs about future events may and often do vary from actual results and the differences can be material. When used in this document, the words believe, expect, anticipate, estimate, intend, plan, project, likely, may, will, would, could and similar expressions, terms, or phrases may identify forward-looking statements.

The forward-looking statements in this document are based upon various assumptions, many of which are based, in turn, upon further assumptions, including without limitation, management's examination of historical operating trends, data contained in our records and other data available from third parties. Although we believe that these assumptions were reasonable when made, because these assumptions are inherently subject to significant uncertainties and contingencies which are difficult or impossible to predict and are beyond our control, we cannot assure you that we will achieve or accomplish these expectations, beliefs or projections.

In addition to important factors and matters discussed elsewhere in this prospectus supplement, the accompanying prospectus, and the documents incorporated into each by reference, important factors that, in our view, could cause our actual results to differ materially from those discussed in the forward-looking statements include:

- Ø the strength of world economies and currencies;

- Ø general market conditions, including the market for our vessels, fluctuations in spot and charter rates and vessel values;

- Ø the cost of our Newbuilding Program and the delivery and performance of our newbuilding vessels;

- Ø availability of financing and refinancing;

- Ø potential liability from pending or future litigation;
- Ø general domestic and international political conditions;
- Ø potential disruption of shipping routes due to accidents or political events;
- Ø vessels breakdowns and instances of off-hires;
- Ø competition within our industry;
- Ø the supply of and demand for vessels comparable to ours;

Cautionary statement regarding forward looking statements

- Ø corruption, piracy, militant activities, political instability, terrorism, ethnic unrest in locations where we may operate;
- Ø delays and cost overruns in construction projects;
- Ø our level of indebtedness;
- Ø our ability to obtain financing and comply with the restrictive and other covenants in our financing arrangements;
- Ø our need for cash to meet our debt service obligations;
- Ø our levels of operating and maintenance costs, including bunker prices, drydocking and insurance costs;
- Ø availability of skilled workers and the related labor costs;
- Ø compliance with governmental, tax, environmental and safety regulation;
- Ø any non-compliance with the U.S. Foreign Corrupt Practices Act of 1977 (FCPA) or other applicable regulations relating to bribery;
- Ø general economic conditions and conditions in the oil and natural gas industry;
- Ø effects of new products and new technology in our industry;
- Ø the failure of counterparties to fully perform their contracts with us;
- Ø our dependence on key personnel;
- Ø adequacy of our insurance coverage;

Ø our ability to obtain indemnities from customers;

Ø changes in laws, treaties or regulations applicable to us;

Ø the volatility of the price of our common shares;

Ø other important factors described in Risk Factors on page S-10 and the documents incorporated by reference in this prospectus supplement; and

Ø other important factors described from time to time in the reports we file and furnish with the Commission. These factors and the other risk factors described in this prospectus supplement are not necessarily all of the important factors that could cause actual results or developments to differ materially from those expressed in any of our forward-looking statements. Other unknown or unpredictable factors also could harm our results. Consequently, there can be no assurance that actual results or developments anticipated by us will be realized or, even if substantially realized, that they will have the expected consequences to, or effects on, us. These forward-looking statements are not guarantees of our future performance, and actual results and future developments may vary materially from those projected in the forward-looking statements. Given these uncertainties, prospective investors are cautioned not to place undue reliance on such forward-looking statements, which speak only as of their dates. We undertake no obligation, and specifically decline any obligation, except as required by law, to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. For a discussion of these risks and uncertainties, please see the section of this prospectus supplement entitled Risk Factors.

Prospectus summary

This section summarizes some of the key information that is contained or incorporated by reference in this prospectus supplement. It may not contain all of the information that may be important to you. As an investor or prospective investor, you should review carefully the entire prospectus supplement and the accompanying base prospectus, any free writing prospectus that may be provided to you in connection with the offering of the common shares and the information incorporated by reference in this prospectus supplement, including the section entitled Risk Factors on page S-10 of this prospectus supplement, on page 8 of the accompanying base prospectus, and in our Annual Report on Form 20-F for the year ended December 31, 2014, filed with the Commission on March 31, 2015.

Unless the context otherwise requires, when used in this prospectus supplement, the terms Scorpio Tankers, the Company, we, our and us refer to Scorpio Tankers Inc. and its subsidiaries. Scorpio Tankers Inc. refers only to Scorpio Tankers Inc. and not its subsidiaries. The financial information included or incorporated by reference into this prospectus supplement represents our financial information and the operations of our subsidiaries. Unless otherwise indicated, all references to dollars and \$ in this prospectus supplement are to, and amounts are presented in, United States dollars and the financial information presented in this prospectus supplement that is derived from financial statements incorporated by reference is prepared in accordance with IFRS.

As used in this prospectus supplement, HMD refers to Hyundai Mipo Dockyard Co. Ltd. of South Korea, SPP refers to SPP Shipbuilding Co., Ltd. of South Korea, HSHI refers to Hyundai Samho Heavy Industries Co. Ltd., DSME refers to Daewoo Shipbuilding & Marine Engineering Co., Ltd., DHSC refers to Daehan Shipbuilding Co. Ltd., and SSME refers to Sungdong Shipbuilding & Marine Engineering Co. Ltd.

Unless otherwise indicated, all information in this prospectus supplement assumes that the underwriters option to purchase up to 2,250,000 additional common shares is not exercised.

OUR COMPANY

Scorpio Tankers Inc. was incorporated in the Republic of the Marshall Islands pursuant to the Marshall Islands Business Corporations Act on July 1, 2009. We provide seaborne transportation of refined petroleum products worldwide. We began our operations in October 2009 with three vessel owning and operating subsidiary companies. In April 2010, we completed our initial public offering and commenced trading on the NYSE under the symbol STNG. We have since expanded our fleet and as of the date of this prospectus supplement, our fleet consists of 67 wholly owned tankers (consisting of 12 LR2 tankers, 15 Handymax tankers and 40 MR tankers) with an average age of approximately 0.9 years, and 21 time chartered-in tankers that we operate (consisting of seven Handymax tankers, four MR tankers, five LR1 tankers and five LR2 tankers), which we refer to collectively as our Operating Fleet. In addition, we currently have contracts for the construction of 11 newbuilding product tankers (consisting of five MR tankers and six LR2 tankers), which we refer to as our Newbuilding Program. Of the vessels in our Newbuilding Program, seven are expected to be delivered to us during the second quarter of 2015 and four in 2016. We also own 16.3% of the outstanding shares of Dorian LPG Ltd. (Nasdaq: LPG), or Dorian. Dorian is a liquefied petroleum gas shipping company that owns six Very Large Gas Carriers, or VLGCs, and one pressurized gas carrier and has 16 VLGCs under construction as of the date of this prospectus supplement.

OUR FLEET

The following tables present key information about our Operating Fleet and Newbuilding Program as of April 29, 2015.

Owned vessels

Vessel Name	Year Built	DWT	Ice class	Employment	Vessel type
1 STI Highlander	2007	37,145	1A	SHTP(1)	Handymax
2 STI Brixton	2014	38,000	1A	SHTP(1)	Handymax
3 STI Comandante	2014	38,000	1A	SHTP(1)	Handymax
4 STI Pimlico	2014	38,000	1A	SHTP(1)	Handymax
5 STI Hackney	2014	38,000	1A	SHTP(1)	Handymax
6 STI Acton	2014	38,000	1A	SHTP(1)	Handymax
7 STI Fulham	2014	38,000	1A	SHTP(1)	Handymax
8 STI Camden	2014	38,000	1A	SHTP(1)	Handymax
9 STI Battersea	2014	38,000	1A	SHTP(1)	Handymax
10 STI Wembley	2014	38,000	1A	SHTP(1)	Handymax
11 STI Finchley	2014	38,000	1A	SHTP(1)	Handymax
12 STI Clapham	2014	38,000	1A	SHTP(1)	Handymax
13 STI Poplar	2014	38,000	1A	SHTP(1)	Handymax
14 STI Hammersmith	2015	38,000	1A	SHTP(1)	Handymax
15 STI Rotherhithe	2015	38,000	1A	SHTP(1)	Handymax
16 STI Amber	2012	52,000		SMRP(2)	MR
17 STI Topaz	2012	52,000		SMRP(2)	MR
18 STI Ruby	2012	52,000		SMRP(2)	MR
19 STI Garnet	2012	52,000		SMRP(2)	MR
20 STI Onyx	2012	52,000		SMRP(2)	MR
21 STI Sapphire	2013	52,000		SMRP(2)	MR
22 STI Emerald	2013	52,000		SMRP(2)	MR
23 STI Beryl	2013	52,000		SMRP(2)	MR
24 STI Le Rocher	2013	52,000		SMRP(2)	MR
25 STI Larvotto	2013	52,000		SMRP(2)	MR
26 STI Fontvieille	2013	52,000		SMRP(2)	MR
27 STI Ville	2013	52,000		SMRP(2)	MR
28 STI Duchessa	2014	52,000		SMRP(2)	MR
29 STI Opera	2014	52,000		SMRP(2)	MR
30 STI Texas City	2014	52,000		Time Charter(3)	MR
31 STI Meraux	2014	52,000		Time Charter(4)	MR
32 STI Chelsea	2014	52,000		SMRP(2)	MR
33 STI Lexington	2014	52,000		SMRP(2)	MR
34 STI San Antonio	2014	52,000		Time Charter(4)	MR
35 STI Venere	2014	52,000		SMRP(2)	MR
36 STI Virtus	2014	52,000		SMRP(2)	MR
37 STI Powai	2014	52,000		SMRP(2)	MR
38 STI Aqua	2014	52,000		SMRP(2)	MR
39 STI Dama	2014	52,000		SMRP(2)	MR
40 STI Olivia	2014	52,000		SMRP(2)	MR

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41	STI Mythos	2014	52,000	SMRP(2)	MR
42	STI Benicia	2014	52,000	Time Charter(4)	MR

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Owned vessels

Vessel Name	Year Built	DWT	Ice class	Employment	Vessel type
43 STI Regina	2014	52,000		SMRP(2)	MR
44 STI St. Charles	2014	52,000		SMRP(2)	MR
45 STI Mayfair	2014	52,000		SMRP(2)	MR
46 STI Yorkville	2014	52,000		SMRP(2)	MR
47 STI Milwaukee	2014	52,000		SMRP(2)	MR
48 STI Battery	2014	52,000		SMRP(2)	MR
49 STI Soho	2014	52,000		SMRP(2)	MR
50 STI Tribeca	2015	52,000		SMRP(2)	MR
51 STI Gramercy	2015	52,000		Spot	MR
52 STI Bronx	2015	52,000		Spot	MR
53 STI Pontiac	2015	52,000		Spot	MR
54 STI Manhattan	2015	52,000		Spot	MR
55 STI Queens	2015	52,000		Spot	MR
56 STI Elysees	2014	109,999		SLR2P(5)	LR2
57 STI Madison	2014	109,999		SLR2P(5)	LR2
58 STI Park	2014	109,999		SLR2P(5)	LR2
59 STI Orchard	2014	109,999		SLR2P(5)	LR2
60 STI Sloane	2014	109,999		SLR2P(5)	LR2
61 STI Broadway	2014	109,999		SLR2P(5)	LR2
62 STI Condotti	2014	109,999		SLR2P(5)	LR2
63 STI Rose	2015	109,999		SLR2P(5)	LR2
64 STI Veneto	2015	109,999		SLR2P(5)	LR2
65 STI Alexis	2015	109,999		SLR2P(5)	LR2
66 STI Winnie	2015	109,999		SLR2P(5)	LR2
67 STI Oxford	2015	109,999		SLR2P(5)	LR2

Total owned DWT**3,969,133****S-3**

<u>Time chartered-in vessels</u>		Ice			Daily		
Vessel Name	Year Built	DWT	class	Employment	Vessel type	Base Rate	Expiry(7)
68 Kraslava	2007	37,258	1B	SHTP(1)	Handymax	\$ 14,150	18-May-16(8)
69 Krisjanis Valdemars	2007	37,266	1B	SHTP(1)	Handymax	\$ 14,150	1-May-16(9)
70 Jinan	2003	37,285		SHTP(1)	Handymax	\$ 12,600	15-May-15
71 Iver Prosperity	2007	37,412		SHTP(1)	Handymax	\$ 13,500	3-Apr-16(10)
72 Histria Azure	2007	40,394		SHTP(1)	Handymax	\$ 13,550	1-May-15
73 Histria Coral	2006	40,426		SHTP(1)	Handymax	\$ 13,550	17-Jul-15
74 Histria Perla	2005	40,471		SHTP(1)	Handymax	\$ 13,550	15-Jul-15
75 Miss Mariarosaria	2011	47,499		SMRP(2)	MR	\$ 15,250	15-Oct-15(11)
76 Vukovar	2015	49,990		SMRP(2)	MR	\$ 17,034	2-May-18(12)
77 Targale	2007	49,999		SMRP(2)	MR	\$ 14,850	17-May-16(13)
78 Gan-Trust	2013	51,561		SMRP(2)	MR	\$ 16,250	6-Jan-16(14)
79 SN Federica	2003	72,344		SPTP(6)	LR1	\$ 11,250	15-May-15(15)
80 SN Azzura	2003	72,344		SPTP(6)	LR1	\$ 13,600	13-May-15
81 King Douglas	2008	73,666		SPTP(6)	LR1	\$ 15,000	8-Nov-15
82 Hellespont Progress	2006	73,728		SPTP(6)	LR1	\$ 16,250	18-Mar-16(16)
83 FPMC P Eagle	2009	73,800		SPTP(6)	LR1	\$ 14,525	9-Sep-15
84 FPMC P Hero	2011	99,995		SLR2P(5)	LR2	\$ 15,500	2-May-15
85 Swarna Jayanti	2010	104,895		SLR2P(5)	LR2	\$ 16,250	11-Sep-15(17)
86 Densa Crocodile	2015	105,408		SLR2P(5)	LR2	\$ 21,050	7-Feb-16(18)
87 Densa Alligator	2013	105,708		SLR2P(5)	LR2	\$ 17,550	17-Sep-16(19)
88 Khawr Aladid	2006	106,003		SLR2P(5)	LR2	\$ 15,400	11-Jul-15

Total time chartered-in

DWT	1,357,452
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Newbuildings currently under construction

Vessel Name	Yard	DWT	Ice class	Vessel type
89 Hull 2490 TBN STI Osceola	HMD(20)	52,000		MR
90 Hull 2492 TBN STI Notting Hill	HMD(20)	52,000		MR
91 Hull 2493 TBN STI Westminster	HMD(20)	52,000		MR
92 Hull 2475 TBN STI Seneca	HMD(20)	52,000		MR
93 Hull S1168 TBN STI Brooklyn	SPP(21)	52,000		MR
94 Hull S716 TBN STI Connaught	HSHI(22)	109,999		LR2
95 Hull 5399 TBN STI Lauren	DSME(23)	109,999		LR2
96 Hull S3120 TBN STI Selatar	SSME(24)	109,999		LR2
97 Hull S3121 TBN STI Rambla	SSME(24)	109,999		LR2
98 Hull 5003 TBN STI Grace	DHSC(25)	109,999		LR2
99 Hull 5004 TBN STI Jermyn	DHSC(25)	109,999		LR2

Total newbuilding product tankers DWT	919,994
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Total Fleet DWT	6,246,579
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- (1) This vessel operates in or is expected to operate in the Scorpio Handymax Tanker Pool (SHTP). SHTP is operated by Scorpio Commercial Management (SCM). SHTP and SCM are related parties to the Company.

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- (2) This vessel operates in or is expected to operate in the Scorpio MR Pool (SMRP). SMRP is operated by SCM. SMRP is a related party to the Company.
- (3) This vessel is on a time charter agreement for two years expiring in March 2016, which also contains a 50% profit sharing provision whereby we split all of the vessel's profits above the daily base rate with the charterer.
- (4) This is one of three vessels on a one-year time charter agreement that expire between May and September 2015. These agreements contain a 50% profit sharing provision whereby we split all of the vessel's profits above the daily base rate with the charterer.
- (5) This vessel operates in or is expected to operate in the Scorpio LR2 Pool (SLR2P). SLR2P is operated by SCM. SLR2P is a related party to the Company.
- (6) This vessel operates in or is expected to operate in the Scorpio Panamax Tanker Pool (SPTP). SPTP is operated by SCM. SPTP is a related party to the Company.
- (7) Redelivery from the charterer is plus or minus 30 days from the expiry date.
- (8) In April 2015, we declared an option to extend the charter for an additional year at \$14,150 per day effective May 2015.
- (9) In April 2015, we declared an option to extend the charter for an additional year at \$14,150 per day effective May 2015.
- (10) In September 2014, we exercised our option to extend the charter for an additional year at \$13,500 per day effective April 3, 2015.
- (11) We have two consecutive options to extend the charter for an additional six month and one year periods at \$15,250 per day and \$16,350 per day, respectively.
- (12) This vessel is currently under construction and is scheduled to be delivered to us in early May 2015.
- (13) In March 2015, we exercised our option to extend the charter for an additional year at \$15,200 per day effective May 2015. We have an option to extend the charter for an additional year at \$16,200 per day.
- (14) The rate for the first year of this agreement was \$15,750 per day, the rate for the second year is \$16,250 per day, and the rate for the third year is \$16,750 per day. We have options to extend the charter for up to two consecutive one year periods at \$17,500 per day and \$18,000 per day, respectively.
- (15) We have an option to extend the charter for an additional year at \$12,500 per day. We have also entered into an agreement with the vessel's owner whereby we split all of the vessel's profits above the daily base rate.
- (16) In February 2015, we declared an option to extend the charter for an additional year at \$16,250 per day effective March 18, 2015. We have an option to extend the charter for an additional year at \$17,250 per day.
- (17) In February 2015, we declared an option to extend the charter for an additional six months at \$16,250 per day effective March 11, 2015.
- (18) This vessel was delivered in February 2015. We have entered into an agreement with a third party whereby we split all of the vessel's profits and losses above or below the daily base rate. We also have an option to extend the charter for an additional year at \$22,600 per day.
- (19) In April 2015, we extended the charter for an additional year at \$24,875 per day effective September 2015. We have an option to extend the charter for an additional year at \$26,925 per day.
- (20) These newbuilding vessels are being constructed at HMD. Four vessels are expected to be delivered in the second quarter of 2015, including STI Osceola, which is scheduled to be delivered on April 30, 2015.
- (21) This newbuilding vessel is being constructed at SPP. This vessel is expected to be delivered in the second quarter of 2015.
- (22) This newbuilding vessel is being constructed at HSHI. This vessel is expected to be delivered in the second quarter of 2015.

- (23) This newbuilding vessel is being constructed at DSME and is expected to be delivered on April 30, 2015.
- (24) These newbuilding vessels are being constructed at SSME. One vessel is expected to be delivered in the third quarter and one in the fourth quarter of 2016.
- (25) These newbuilding vessels are being constructed at DHSC. These two vessels are expected to be delivered in the first and second quarter of 2016.

RECENT DEVELOPMENTS

Newbuilding Vessel Deliveries

In April 2015, we took delivery of two vessels under our Newbuilding Program.

Ø *STI Oxford*, an LR2 product tanker, was delivered from HSHI. Upon delivery, this vessel began a voyage for 50 days at approximately \$41,000 per day.

Ø *STI Queens*, an MR product tanker, was delivered from SPP. Upon delivery, this vessel began a time charter for up to 120 days at approximately \$18,000 per day.

Newbuilding Program Summary

As of the date of this prospectus supplement, our commitments under all of our newbuilding vessel agreements are as follows*:

	\$ in millions
Q2 2015 installment payments made	\$ 61.9
Q2 2015 remaining installment payments	195.9**
Q3 2015	27.5
Q4 2015	24.8
Q1 2016	40.5
Q2 2016	26.0
Q3 2016	29.6
Q4 2016	29.6
Total	\$ 435.8

* These are estimates only and are subject to change as construction progresses.

** An aggregate of \$51.4 million of installment payments are expected to be made in connection with the scheduled deliveries of *STI Lauren* and *STI Osceola* on April 30, 2015.

Time Charter-In Update

In April 2015, we agreed to time charter-in an MR product tanker that is currently under construction in South Korea with delivery expected in May 2015. Upon delivery from the shipyard, we will charter-in the vessel for a period of three years at \$17,034 per day.

In April 2015, we agreed to time charter-in an MR product tanker for six months at \$15,250 per day upon its delivery to us, which is expected in May 2015. We also have two consecutive options to extend the charter for an additional

six-month and one-year periods at \$15,250 per day and \$16,350 per day, respectively.

In April 2015, we extended the time charter on an LR2 product tanker that we currently time charter-in. The term of the extended agreement is for one year at \$24,875 per day beginning in September 2015. We also have an option to extend the charter for an additional year at \$26,925 per day.

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In April 2015, we extended the time charter on two Handymax product tankers that we currently time charter-in. The term of each extended agreement is for one year at \$14,150 per day beginning in May 2015.

Credit Facilities

\$52.0 Million Loan Facility

In March 2015, we received a commitment from a leading European financial institution for a loan facility of up to \$52.0 million. The proceeds of this facility will be used to finance a portion of the purchase price of two LR2 product tankers currently under construction at DHSC with expected deliveries in the first and second quarters of 2016. This loan facility has a final maturity of seven years from the date of signing and bears interest at LIBOR plus a margin of 1.95% per annum. This facility is subject to customary conditions precedent and the execution of definitive documentation.

\$61.2 Million Loan Facility

In March 2015, we received a commitment from a leading European financial institution for a loan facility of up to \$61.2 million. The proceeds of this facility will be used to finance a portion of the purchase price of two LR2 product tankers currently under construction at SSME with expected deliveries in the third and fourth quarters of 2016. This loan facility has a final maturity of five years from the date of delivery of each vessel and bears interest at LIBOR plus a margin ranging between 1.95% and 2.40% per annum (depending on the advance ratio). This facility is subject to customary conditions precedent and the execution of definitive documentation.

\$30.0 Million Term Margin Loan Facility

In March 2015, we entered into a term margin loan facility with Nomura Securities International, Inc., or Nomura, for up to \$30.0 million. The 9,392,083 shares that we own in Dorian have been pledged as collateral under this facility, and we are subject to certain covenants, including a loan to value ratio based on the amount outstanding and the market value of the shares that are pledged as collateral. Interest on the facility is LIBOR plus 4.50% per annum and the facility matures in March 2016, which can be extended to March 2017 at Nomura's option, at which time a balloon payment will be due. The outstanding balance was \$30.0 million as of March 31, 2015, and the facility was fully drawn.

Dividend Declaration

On April 27, 2015, our board of directors declared a quarterly cash dividend of \$0.125 per share, payable on June 10, 2015 to shareholders of record as of May 21, 2015.

Stock Buyback Program

During the first quarter of 2015, we acquired an aggregate of 746,639 of our common shares that are being held as treasury shares at an average price of \$7.91 per share. We have 163,827,903 shares outstanding as of the date of this prospectus supplement.

We have \$69.3 million remaining under our stock buyback program as of the date of this prospectus supplement. We expect to repurchase these shares in the open market, at times and prices that are considered to be appropriate by us, but we are not obligated under the terms of the program to repurchase any shares.

The offering

The Issuer	Scorpio Tankers Inc., a Marshall Islands corporation
Common Shares Presently Outstanding	163,827,903 ¹
Common Shares to be Offered by Scorpio Tankers Inc.	15,000,000 (or 17,250,000 common shares, assuming full exercise of the underwriters' option to purchase additional shares) ¹
Common Shares to be Outstanding Immediately After This Offering	178,827,903 (or 181,077,903 common shares, assuming full exercise of the underwriters' option to purchase additional shares) ¹
NYSE Symbol	STNG
Use of Proceeds	<p>We estimate that we will receive net proceeds of approximately \$ from this offering assuming the underwriters' option to purchase additional shares is not exercised, and approximately \$ if the underwriters' option to purchase additional shares is exercised in full, in each case after deducting underwriting discounts and estimated offering expenses payable by us.</p> <p>We intend to use substantially all of the net proceeds of this offering of our common shares to fund a portion of the acquisition costs of additional modern product tankers, which may include three LR2 product tankers that we currently have options to purchase from an unaffiliated third party. We expect to fund the balance of the acquisition costs of additional vessels with borrowings under credit facilities with our commercial lenders. Any net proceeds from this offering not used for vessel acquisitions will be used for general corporate purposes.</p> <p>Pursuant to the Administrative Services Agreement that we have entered into with Scorpio Services Holding Limited (SSH), SSH is entitled to receive a fee equal to 1% of the gross purchase price of vessels that we acquire. SSH has agreed to waive this fee with respect to the</p>

purchase of vessels funded with the net proceeds of this offering.

¹ Excludes 39,496,762 shares held as treasury shares.

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Risk Factors

Investing in our common shares involves risks. You should carefully consider the risks discussed under the caption "Risk Factors" on page S-10 of this prospectus supplement, beginning on page 8 of the accompanying base prospectus in our Registration Statement on Form F-3, effective February 25, 2013, in our Annual Report on Form 20-F for the year ended December 31, 2014, filed with the Commission on March 31, 2015, and under the caption "Risk Factors" or any similar caption in the documents that we subsequently file with the Commission that are incorporated or deemed to be incorporated by reference in this prospectus supplement and the accompanying base prospectus, and in any free writing prospectus that you may be provided in connection with the offering of common shares pursuant to this prospectus supplement and the accompanying base prospectus.

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Risk factors

An investment in our common shares involves a high degree of risk. Before making an investment in our common shares, you should carefully consider the risk factors and all of the other information included in this prospectus supplement, the accompanying base prospectus and the documents incorporated into each by reference, including those in Item 3. Key Information D. Risk Factors in our Annual Report on Form 20-F for the year ended December 31, 2014, filed with the Commission on March 31, 2015, as updated by annual, quarterly and other reports and documents we file with the Commission after the date of this prospectus supplement and that are incorporated by reference herein. Please see the section of this prospectus supplement entitled Where You Can Find Additional Information Information Incorporated by Reference. The occurrence of one or more of those risk factors could adversely impact our business, financial condition or results of operations.

Use of proceeds

We estimate that we will receive net proceeds of approximately \$ _____ from this offering assuming the underwriters option to purchase additional shares is not exercised, and approximately \$ _____ if the underwriters option to purchase additional shares is exercised in full, in each case after deducting underwriting discounts and estimated offering expenses payable by us.

We intend to use substantially all of the net proceeds of this offering of our common shares to fund a portion of the acquisition costs of additional modern product tankers, which may include three LR2 product tankers that we currently have options to purchase from an unaffiliated third party. We expect to fund the balance of the acquisition costs of additional vessels with borrowings under credit facilities with our commercial lenders. Any net proceeds from this offering not used for vessel acquisitions will be used for general corporate purposes.

Pursuant to the Administrative Services Agreement that we have entered into with SSH is entitled to receive a fee equal to 1% of the gross purchase price of vessels that we acquire. SSH has agreed to waive this fee with respect to the purchase of vessels funded with the net proceeds of this offering.

Capitalization

The following table sets forth our capitalization as of March 31, 2015, on:

Ø an actual basis;

Ø an as adjusted basis to give effect to the following:

Ø payments totaling \$61.9 million related to installment payments under our Newbuilding Program, which includes \$55.0 million for the final installment payments on two newbuilding vessels that were delivered to us in April 2015.

Ø drawdowns of an aggregate of \$129.7 million from our secured credit facilities, which consists of:

Ø \$49.8 million from our K-Sure Credit Facility to partially finance the deliveries of *STI Oxford* and *STI Queens* in April 2015.

Ø \$60.6 million from our K-Sure Credit Facility to partially finance the deliveries of *STI Lauren* and *STI Connaught*, which are scheduled to be delivered on April 30, 2015 and May 4, 2015, respectively.

Ø \$19.3 million from our 2013 Credit Facility to partially finance the delivery of *STI Osceola*, which is scheduled to be delivered on April 30, 2015.

Ø the closing of the sales of *STI Harmony* and *STI Heritage* in April 2015, which includes:

Ø the receipt of net proceeds (after closing costs) of \$60.9 million in aggregate.

Ø the repayment of \$25.6 million on our 2010 Revolving Credit Facility in connection with these sales; and

Ø an as further adjusted basis to give effect to this offering.

There have been no other significant adjustments to our capitalization since March 31, 2015, as so adjusted.

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Capitalization

You should read the information below together with the section of this prospectus supplement entitled "Use of Proceeds," as well as the consolidated financial statements and related notes for the year ended December 31, 2014, included in our Annual Report on Form 20-F, filed with the Commission on March 31, 2015 and our press release attached as an exhibit to our Form 6-K, furnished to the Commission on April 27, 2015, each of which is incorporated by reference herein.

In thousands of U.S. dollars	Actual	As of March 31, 2015	
		As adjusted	As further adjusted
Cash	\$ 135,694	\$ 158,949(2)	
Current debt:			
Current portion of long term debt(1)	\$ 132,817	\$ 141,775	
Debt related to vessels held for sale(1)	25,562		
Non-current debt:			
Long term debt(1)	1,584,370	1,705,062	
Total debt	\$ 1,742,749	\$ 1,846,837	
Shareholders equity:			
Share capital	2,033	2,033	
Additional paid in capital	1,551,688	1,551,688	
Treasury shares	(357,189)	(357,189)	
Accumulated other comprehensive loss	(18,917)	(18,917)	
Retained earnings / (accumulated deficit)			
Total shareholders equity	\$ 1,177,615	\$ 1,177,615	
Total capitalization	\$ 2,920,364	\$ 3,024,452	

- (1) Current and non-current debt at March 31, 2015 are shown net of \$52.6 million of deferred financing fees that are amortized over the term of the loans, including \$3.5 million which relates to current debt and \$49.0 million which relates to long term debt. Non-current debt reflects the carrying value of the liability component of our Convertible Senior Notes due 2019 of \$306.7 million. The value attributed to the conversion feature of the Convertible Senior Notes due 2019 of \$53.3 million has been recorded in additional paid-in capital.
- (2) Cash, as adjusted, does not include the impact of cash flows from operations from April 1, 2015 through April 29, 2015, nor does it include the \$60.6 million and \$19.3 million of drawdowns from our K-Sure Credit Facility and 2013 Credit Facility, respectively, to partially finance the deliveries of *STI Lauren*, *STI Osceola* and *STI Connaught*, which are scheduled to be delivered on April 30, 2015, April 30, 2015 and May 4, 2015, respectively. Approximately \$86.7 million in aggregate is due to the shipyards upon delivery of these vessels.

Dilution

Dilution or accretion is the amount by which the offering price paid by the purchasers of our common shares in this offering will differ from the net tangible book value per common share after the offering. The net tangible book value is equal to the amount of our total tangible assets (total assets less intangible assets) less total liabilities. The historical net tangible book value and the as adjusted⁽¹⁾ net tangible book value as of March 31, 2015 were \$1.2 billion in total and \$7.19 per share for the number of shares of the existing shareholders at that date.

The as further adjusted net tangible book value as of March 31, 2015 would have been \$, or \$ per common share after the issuance and sale by us of common shares at \$ per share in this offering, after deducting estimated expenses related to this offering. This represents an immediate increase in net tangible book value of \$ per share to the existing shareholders and an immediate dilution in net tangible book value of \$ per share to new investors.

The following table illustrates the pro forma per share dilution and increase in net tangible book value as of March 31, 2015:

Public offering price per common share	\$
As adjusted net tangible book value per share before this offering	\$ 7.19
Increase in as adjusted net tangible book value attributable to new investors in this offering	\$
As adjusted net tangible book value per share after giving effect to this offering	\$
Dilution per share to new investors	\$

The following table summarizes, as of March 31, 2015, on an as adjusted basis for this public offering, the difference between the number of common shares acquired from us, the total amount paid and the average price per share paid by the existing shareholders and the number of common shares acquired from us, the total amount paid and the average price per share paid by you as a new investor in this offering, based upon the public offering price of \$ per share.

	AS ADJUSTED SHARES OUTSTANDING(1)		TOTAL CONSIDERATION AMOUNT (IN USD THOUSANDS)		AVERAGE PRICE PER SHARE
	NUMBER	PERCENT	PERCENT	PERCENT	
Existing shareholders		%	\$	%	\$
New investors(*)		%	\$	%	\$
Total		%	\$	%	\$

(*) Before deducting estimated expenses of this offering of \$ million.

(1) The as adjusted amounts give effect to the adjustments further described in the section entitled Capitalization on page S-12 of this prospectus supplement.

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Security ownership of beneficial owners and management

The following table sets forth the beneficial ownership of our common shares, as of April 27, 2015, held by each person or entity that we know beneficially owns 5% or more of our common shares, each of our executive officers and directors, and all of our executive officers and directors as a group.

Beneficial ownership is determined in accordance with the Commission's rules. All of our shareholders, including the shareholders listed in the table below, are entitled to one vote for each common share held.

Name	Number of Shares	Percentage Owned(7)
Wellington Management Group LLP*	15,947,162(1)	9.73%
York Capital Management Global Advisors, LLC*	15,148,603(2)	9.25%
FMR LLC*	12,407,317(3)	7.57%
Emanuele A. Lauro	3,715,101(4)	2.27%
Robert Bugbee	3,622,914(4)	2.21%
Cameron Mackey	2,353,489(5)	1.44%
Brian M. Lee	1,713,142(6)	1.05%
All other officers and directors individually	**	**

(1) This information is derived from Schedule 13G/A filed with the Commission on February 12, 2015.

(2) This information is derived from Schedule 13G/A filed with the Commission on February 17, 2015.

(3) This information is derived from Schedule 13G filed with the Commission on February 13, 2015.

(4) Includes 3,073,428 shares of restricted stock from the 2010 Equity Incentive Plan and the 2013 Equity Incentive Plan.

(5) Includes 2,076,445 shares of restricted stock from the 2010 Equity Incentive Plan and the 2013 Equity Incentive Plan.

(6) Includes 1,559,574 shares of restricted stock from the 2010 Equity Incentive Plan and the 2013 Equity Incentive Plan.

(7) Based on 163,827,903 common shares outstanding as of April 27, 2015.

* Includes certain funds managed thereby.

** The officers and directors that are not listed in this table each individually own less than 1% of our outstanding common shares.

As of April 27, 2015, we had 49 shareholders of record, 19 of which were located in the United States and held an aggregate of 159,160,759 of our common shares, representing 97.2% of our outstanding common shares. However, one of the U.S. shareholders of record is CEDE & CO., a nominee of The Depository Trust Company, which held 147,769,139 of our common shares as of April 27, 2015. Accordingly, we believe that the shares held by CEDE & CO. include common shares beneficially owned by both holders in the United States and non-U.S. beneficial owners. We are not aware of any arrangements the operation of which may at a subsequent date result in our change of control.

Price range of our common shares

Since our initial public offering, our common shares have traded on the NYSE under the symbol STNG. The high and low market prices for our common shares on the NYSE are presented for the periods listed below:

FOR THE YEAR ENDED	HIGH	LOW
December 31, 2014	\$ 11.91	\$ 6.48
December 31, 2013	\$ 12.48	\$ 6.92
December 31, 2012	\$ 7.50	\$ 4.93
December 31, 2011	\$ 12.18	\$ 4.28
December 31, 2010 (beginning March 31, 2010)	\$ 13.01	\$ 9.50

FOR THE QUARTER ENDED	HIGH	LOW
March 31, 2015	\$ 9.64	\$ 7.64
December 31, 2014	\$ 9.09	\$ 6.48
September 30, 2014	\$ 10.19	\$ 8.21
June 30, 2014	\$ 10.21	\$ 8.57
March 31, 2014	\$ 11.91	\$ 9.01
December 31, 2013	\$ 12.48	\$ 9.37
September 30, 2013	\$ 10.51	\$ 8.87
June 30, 2013	\$ 9.60	\$ 7.55
March 31, 2013	\$ 8.94	\$ 6.92

FOR THE MONTH	HIGH	LOW
April 2015 (through and including April 28, 2015)	\$ 10.51	\$ 9.15
March 2015	\$ 9.58	\$ 8.39
February 2015	\$ 8.86	\$ 7.65
January 2015	\$ 9.64	\$ 7.64
December 2014	\$ 8.98	\$ 7.83
November 2014	\$ 9.09	\$ 8.17
October 2014	\$ 9.04	\$ 6.48

Underwriting

We are offering our common shares described in this prospectus supplement through the underwriters named below. UBS Securities LLC is acting as representative of the underwriters and sole book-running manager of the offering, and Clarksons Platou Securities, Inc. is acting as joint lead manager. We have entered into an underwriting agreement with the representative. Subject to the terms and conditions of the underwriting agreement, each of the underwriters has severally agreed to purchase, and we have agreed to sell, the number of common shares listed next to its name in the following table.

Underwriters	Number of Shares
UBS Securities LLC	
Clarksons Platou Securities, Inc.	
Clarkson Capital Markets LLC	
Evercore Group L.L.C.	
Nomura Securities International, Inc.	
Stifel, Nicholas & Co., Inc.	
Total	15,000,000

The underwriting agreement provides that the underwriters must buy all of the common shares if they buy any of them. However, the underwriters are not required to pay for the shares covered by the underwriters' option to purchase additional shares as described below.

Our common shares are offered subject to a number of conditions, including:

Ø receipt and acceptance of our common shares by the underwriters; and

Ø the underwriters' right to reject orders in whole or in part.

We have been advised that the underwriters intend to make a market in our common shares but that they are not obligated to do so and may discontinue making a market at any time without notice.

In connection with this offering, the underwriters or securities dealers may distribute prospectuses electronically.

Clarksons Platou Securities AS is not a U.S. registered broker-dealer and, therefore, intends to participate in the offering outside of the United States and, to the extent that the offering by Clarksons Platou Securities AS is within the United States, Clarksons Platou Securities AS will offer to and place shares of common stock with investors through Clarksons Platou Securities, Inc., an affiliated U.S. broker-dealer. The activities of Clarksons Platou Securities AS in the United States will be effected only to the extent permitted by Rule 15a-6 under the Securities

Exchange Act of 1934, as amended.

OPTION TO PURCHASE ADDITIONAL SHARES

We have granted the underwriters an option to buy up to an aggregate of 2,250,000 additional common shares. The underwriters have 30 days from the date of this prospectus supplement to exercise this option.

UNDERWRITING DISCOUNT

Shares sold by the underwriters to the public will initially be offered at the initial offering price set forth on the cover of this prospectus supplement. Any shares sold by the underwriters to securities dealers may be sold at a discount of up to \$ per share from the initial public offering price. Sales of shares made outside of the United States may be made by affiliates of the underwriters. If all the shares are not sold at the initial public offering price, the representatives may change the offering price and the other selling terms. Upon execution of the underwriting agreement, the underwriters will be obligated to purchase the shares at the prices and upon the terms stated therein.

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Underwriting

The following table shows the per share and total underwriting discount we will pay to the underwriters assuming both no exercise and full exercise of the underwriters' option to purchase up to _____ additional shares.

	No Exercise	Full Exercise
Per share	\$	\$
Total	\$	\$

We estimate that the total expenses of the offering payable by us, not including the underwriting discount, will be approximately \$ _____ million.

NO SALES OF SIMILAR SECURITIES

We, our executive officers and directors have entered into lock-up agreements with the underwriters. Under the lock-up agreements, subject to certain exceptions, we and each of these persons may not, without the prior written approval of UBS Securities LLC, sell, offer to sell, contract or agree to sell, hypothecate, pledge, grant any option to purchase or otherwise dispose of or agree to dispose of, directly or indirectly, or hedge our common shares or securities convertible into or exchangeable or exercisable for our common shares. Among the exceptions applicable under the lock-up agreements, each executive officer or director may sell or dispose of up to 50,000 shares of our common stock during the lock-up period. These restrictions will be in effect until 30 days after the date of this prospectus supplement. Notwithstanding the foregoing, if (1) during the date that is 15 calendar days plus three business days before the last day of the restricted period, we issue an earnings release or material news or a material event relating to our company occurs, or (2) prior to the expiration of the 30-day restricted period, we announce that we will release earnings results during the 16-day period beginning on the last day of the 30-day period, the restrictions described above shall continue to apply until the expiration of the date that is 15 calendar days plus three business days after the issuance of the earnings release or the occurrence of the material news or material event.

UBS Securities LLC may, at any time and in its sole discretion, release some or all the securities from these lock-up agreements. If the restrictions under the lock-up agreements are waived, our common shares may become available for resale into the market, subject to applicable law, which could reduce the market price of our common shares.

INDEMNIFICATION

We have agreed to indemnify the underwriters against certain liabilities, including certain liabilities under the Securities Act. If we are unable to provide this indemnification, we have agreed to contribute to payments the underwriters may be required to make in respect of those liabilities.

NEW YORK STOCK EXCHANGE LISTING

Our common shares are listed on the NYSE under the symbol STNG.

PRICE STABILIZATION, SHORT POSITIONS

In connection with this offering, the underwriters may engage in activities that stabilize, maintain or otherwise affect the price of our common shares during and after this offering, including:

Ø stabilizing transactions;

Ø short sales;

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Underwriting

Ø purchases to cover positions created by short sales;

Ø imposition of penalty bids; and

Ø syndicate covering transactions.

Stabilizing transactions consist of bids or purchases made for the purpose of preventing or retarding a decline in the market price of our common shares while this offering is in progress. Stabilization transactions permit bids to purchase the underlying security so long as the stabilizing bids do not exceed a specified maximum. These transactions may also include making short sales of our common shares, which involve the sale by the underwriters of a greater number of common shares than they are required to purchase in this offering and purchasing common shares on the open market to cover short positions created by short sales. Short sales may be covered short sales, which are short positions in an amount not greater than the underwriters' option to purchase additional shares referred to above, or may be naked short sales, which are short positions in excess of that amount.

The underwriters may close out any covered short position by either exercising their option, in whole or in part, or by purchasing shares in the open market. In making this determination, the underwriters will consider, among other things, the price of shares available for purchase in the open market as compared to the price at which they may purchase shares through the over-allotment option.

Naked short sales are short sales made in excess of the over-allotment option. The underwriters must close out any naked short position by purchasing shares in the open market. A naked short position is more likely to be created if the underwriters are concerned that there may be downward pressure on the price of the common shares in the open market that could adversely affect investors who purchased in this offering.

These stabilizing transactions, short sales and purchases to cover positions created by short sales may have the effect of raising or maintaining the market price of our common shares or preventing or retarding a decline in the market price of our common shares. As a result of these activities, the price of our common shares may be higher than the price that otherwise might exist in the open market. The underwriters may carry out these transactions on the NYSE, in the over-the-counter market or otherwise. Neither we nor the underwriters make any representation or prediction as to the effect that the transactions described above may have on the price of the shares. Neither we, nor the underwriters make any representation that the underwriters will engage in these stabilization transactions or that any transaction, once commenced, will not be discontinued without notice.

AFFILIATIONS

The underwriters and their affiliates are full service financial institutions engaged in various activities, which may include securities trading, commercial and investment banking, financial advisory, investment management, investment research, principal investment, hedging, financing and brokerage activities. The underwriters and their affiliates may from time to time in the future engage with us and perform services for us or in the ordinary course of their business for which they will receive customary fees and expenses. For instance, as described in Prospectus Summary Recent Developments \$30.0 Million Term Margin Loan Facility, we and Nomura recently entered into a term margin loan facility. In the ordinary course of their various business activities, the underwriters and their

affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers, and such investment and securities activities may involve securities and/or instruments of us. The

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underwriters and their affiliates may also make investment recommendations and/or publish or express independent research views in respect of these securities or instruments and may at any time hold, or recommend to clients that they acquire, long and/or short positions in these securities and instruments. Sales of common shares made outside of the United States may be made by affiliates of certain of the underwriters.

ELECTRONIC DISTRIBUTION

A prospectus in electronic format may be made available on the Internet sites or through other online services maintained by the underwriters, or by their affiliates. In those cases, prospective investors may view offering terms online and prospective investors may be allowed to place orders online. The underwriters may agree with us to allocate a specific number of shares for sale to online brokerage account holders. Any such allocation for online distributions will be made by the underwriters on the same basis as other allocations. Other than the prospectus in electronic format, the information on the underwriters' respective websites and any information contained in any other website maintained by the underwriters is not part of the prospectus or the registration statement of which this prospectus supplement forms a part, has not been approved and/or endorsed by us or the underwriters in their capacity as underwriters and should not be relied upon by investors.

NOTICE TO PROSPECTIVE INVESTORS IN EUROPEAN ECONOMIC AREA

In relation to each Member State of the European Economic Area which has implemented the Prospectus Directive (each, a Relevant Member State) an offer to the public of any shares which are the subject of the offering contemplated by this prospectus supplement (the Shares) may not be made in that Relevant Member State except that an offer to the public in that Relevant Member State of any Shares may be made at any time under the following exemptions under the Prospectus Directive, if they have been implemented in that Relevant Member State:

- (a) to any legal entity which is a qualified investor as defined under the Prospectus Directive;
- (b) by the Managers to fewer than 100, or, if the Relevant Member State has implemented the relevant provisions of the 2010 PD Amending Directive, 150, natural or legal persons (other than qualified investors as defined in the Prospectus Directive) subject to obtaining the prior consent of Lead Manager for any such offer; or
- (c) in any other circumstances falling within Article 3(2) of the Prospectus Directive, provided that no such offer of Shares shall result in a requirement for Scorpio Tankers Inc. or any Manager to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive.

For the purposes of this provision, the expression an offer to the public in relation to any Shares in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and any Shares to be offered so as to enable an investor to decide to purchase any Shares, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State. The expression Prospectus Directive means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in the Relevant Member State), and includes any relevant implementing measure in each Relevant Member State and the expression 2010 PD Amending Directive means Directive 2010/73/EU.

The EEA selling restriction is in addition to any other selling restrictions set out in this prospectus supplement.

Underwriting

NOTICE TO PROSPECTIVE INVESTORS IN AUSTRALIA

This prospectus supplement is not a formal disclosure document and has not been, nor will be, lodged with the Australian Securities and Investments Commission. It does not purport to contain all information that an investor or their professional advisers would expect to find in a prospectus or other disclosure document (as defined in the Corporations Act 2001 (Australia)) for the purposes of Part 6D.2 of the Corporations Act 2001 (Australia) or in a product disclosure statement for the purposes of Part 7.9 of the Corporations Act 2001 (Australia), in either case, in relation to the securities.

The securities are not being offered in Australia to retail clients as defined in sections 761G and 761GA of the Corporations Act 2001 (Australia). This offering is being made in Australia solely to wholesale clients for the purposes of section 761G of the Corporations Act 2001 (Australia) and, as such, no prospectus, product disclosure statement or other disclosure document in relation to the securities has been, or will be, prepared.

This prospectus supplement does not constitute an offer in Australia other than to persons who do not require disclosure under Part 6D.2 of the Corporations Act 2001 (Australia) and who are wholesale clients for the purposes of section 761G of the Corporations Act 2001 (Australia). By submitting an application for our securities, you represent and warrant to us that you are a person who does not require disclosure under Part 6D.2 and who is a wholesale client for the purposes of section 761G of the Corporations Act 2001 (Australia). If any recipient of this prospectus supplement is not a wholesale client, no offer of, or invitation to apply for, our securities shall be deemed to be made to such recipient and no applications for our securities will be accepted from such recipient. Any offer to a recipient in Australia, and any agreement arising from acceptance of such offer, is personal and may only be accepted by the recipient. In addition, by applying for our securities you undertake to us that, for a period of 12 months from the date of issue of the securities, you will not transfer any interest in the securities to any person in Australia other than to a person who does not require disclosure under Part 6D.2 and who is a wholesale client.

NOTICE TO PROSPECTIVE INVESTORS IN HONG KONG

The contents of this prospectus supplement have not been reviewed by any regulatory authority in Hong Kong. You are advised to exercise caution in relation to the offer. If you are in any doubt about any of the contents of this prospectus supplement, you should obtain independent professional advice. Please note that (i) our securities may not be offered or sold in Hong Kong, by means of this prospectus supplement or any document other than to professional investors within the meaning of Part I of Schedule 1 of the Securities and Futures Ordinance (Cap.571, Laws of Hong Kong) (SFO) and any rules made thereunder, or in other circumstances which do not result in the document being a prospectus within the meaning of the Companies Ordinance (Cap.32, Laws of Hong Kong) (CO) or which do not constitute an offer or invitation to the public for the purpose of the CO or the SFO, and (ii) no advertisement, invitation or document relating to our securities may be issued or may be in the possession of any person for the purpose of issue (in each case whether in Hong Kong or elsewhere) which is directed at, or the contents of which are likely to be accessed or read by, the public in Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to the securities which are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors within the meaning of the SFO and any rules made thereunder.

NOTICE TO PROSPECTIVE INVESTORS IN JAPAN

Our securities have not been and will not be registered under the Financial Instruments and Exchange Law of Japan (the Financial Instruments and Exchange Law) and our securities will not be offered or

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Underwriting

sold, directly or indirectly, in Japan, or to, or for the benefit of, any resident of Japan (which term as used herein means any person resident in Japan, including any corporation or other entity organized under the laws of Japan), or to others for re-offering or resale, directly or indirectly, in Japan, or to a resident of Japan, except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the Financial Instruments and Exchange Law and any other applicable laws, regulations and ministerial guidelines of Japan.

NOTICE TO PROSPECTIVE INVESTORS IN SINGAPORE

This document has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, this document and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of our securities may not be circulated or distributed, nor may our securities be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than (i) to an institutional investor under Section 274 of the Securities and Futures Act, Chapter 289 of Singapore (the SFA), (ii) to a relevant person pursuant to Section 275(1), or any person pursuant to Section 275(1A), and in accordance with the conditions specified in Section 275, of the SFA, or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where our securities are subscribed or purchased under Section 275 by a relevant person which is:

(a) a corporation (which is not an accredited investor (as defined in Section 4A of the SFA)) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or

(b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor, securities (as defined in Section 239(1) of the SFA) of that corporation or the beneficiaries' rights and interest (howsoever described) in that trust shall not be transferred within six months after that corporation or that trust has acquired our securities pursuant to an offer made under Section 275 except:

(1) to an institutional investor or to a relevant person defined in Section 275(2) of the SFA, or to any person arising from an offer referred to in Section 275(1A) or Section 276(4)(i)(B) of the SFA;

(2) where no consideration is or will be given for the transfer;

(3) where the transfer is by operation of law; or

(4) as specified in Section 276(7) of the SFA.

NOTICE TO PROSPECTIVE INVESTORS IN SWITZERLAND

The Prospectus does not constitute an issue prospectus pursuant to Article 652a or Article 1156 of the Swiss Code of Obligations (CO) and the shares will not be listed on the SIX Swiss Exchange. Therefore, the Prospectus may not comply with the disclosure standards of the CO and/or the listing rules (including any prospectus schemes) of the SIX Swiss Exchange. Accordingly, the shares may not be offered to the public in or from Switzerland, but only to a

selected and limited circle of investors, which do not subscribe to the shares with a view to distribution.

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Underwriting

NOTICE TO PROSPECTIVE INVESTORS IN THE UNITED ARAB EMIRATES

UAE. The offering contemplated by this prospectus supplement has not been approved or licensed by the Central Bank of the United Arab Emirates (*UAE*), the Securities and Commodities Authority of the UAE and/or any other relevant licensing authority in the UAE including any licensing authority incorporated under the laws and regulations of any of the free zones established and operating in the territory of the UAE, in particular the Dubai Financial Services Authority (*DFSA*), a regulatory authority of the Dubai International Financial Centre (*DIFC*). This offering does not constitute a public offer of shares in the UAE, DIFC and/or any other free zone in accordance with the Commercial Companies Law, Federal Law No. 8 of 1984 (as amended), the DFSA Offered Securities Rules or otherwise. The common shares may not be offered to the public in the UAE and/or any of the free zones. The common shares may be offered and issued only to a limited number of investors in the UAE or any of its free zones who qualify as sophisticated investors under the relevant laws and regulations of the UAE or the free zone concerned.

Dubai International Financial Centre. This document relates to an Exempt Offer in accordance with the Offered Securities Rules of the Dubai Financial Services Authority. This document is intended for distribution only to Persons of a type specified in those rules. It must not be delivered to, or relied on by, any other Person. The Dubai Financial Services Authority has no responsibility for reviewing or verifying any documents in connection with Exempt Offers. The Dubai Financial Services Authority has not approved this document nor taken steps to verify the information set out in it, and has no responsibility for it. The common shares to which this document relates may be illiquid and/or subject to restrictions on their resale. Prospective purchasers of the common shares offered should conduct their own due diligence on the shares. If you do not understand the contents of this document you should consult an authorized financial adviser.

NOTICE TO PROSPECTIVE INVESTORS IN UNITED KINGDOM

This prospectus supplement is only being distributed to and is only directed at: (1) persons who are outside the United Kingdom; (2) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the *Order*); or (3) high net worth companies, and other persons to whom it may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order (all such persons falling within (1)-(3) together being referred to as *relevant persons*). The shares are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such shares will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this prospectus supplement or any of its contents.

Expenses

The following are the estimated expenses of the issuance and distribution of the securities being registered under the registration statement of which this prospectus supplement forms a part, all of which will be paid by us.

Commission Registration Fee	\$
NYSE Supplemental Listing Fee	\$ 10,000
Printing and Engraving Expenses	\$ 50,000
Legal Fees and Expenses	\$ 125,000
Accountants Fees and Expenses	\$ 75,000
Miscellaneous Costs	\$
Total	\$

Legal matters

The validity of the common shares offered hereby and other matters relating to Marshall Islands and United States law will be passed upon for us by Seward & Kissel LLP, One Battery Park Plaza, New York, New York 10004. The underwriters have been represented in connection with this offering by Gibson, Dunn & Crutcher LLP, New York, New York.

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Experts

The financial statements as of December 31, 2014 and for each of the two years ended December 31, 2014 and management's assessment of the effectiveness of internal control over financial reporting (which is included in Management's Report on Internal Control over Financial Reporting) as of December 31, 2014 incorporated in this prospectus supplement by reference to the Annual Report on Form 20-F for the year ended December 31, 2014 have been so incorporated in reliance on the report of PricewaterhouseCoopers Audit, an independent registered public accounting firm, given on the authority of said firm as experts in auditing and accounting.

The consolidated financial statements of the Company for the year ended December 31, 2012, incorporated in this prospectus supplement by reference to the Company's Annual Report on Form 20-F for the year ended December 31, 2014, have been audited by Deloitte LLP, an independent registered public accounting firm, as stated in their report, which is incorporated herein by reference. Such consolidated financial statements have been so incorporated in reliance upon the report of such firm, given upon their authority as experts in auditing and accounting.

The international oil tanker shipping industry information, also incorporated in this prospectus supplement by reference to the Company's Annual Report on Form 20-F for the year ended December 31, 2014, attributed to Drewry Shipping Consultants Ltd., or Drewry, has been reviewed by Drewry, which has confirmed to us that such sections accurately describe the international tanker market, subject to the availability and reliability of the data supporting the statistical information presented in this prospectus supplement.

Where you can find additional information

As required by the Securities Act of 1933, we filed a registration statement on Form F-3 (Registration No. 333-186815) relating to the securities offered by this prospectus supplement with the Commission. This prospectus supplement and the accompanying base prospectus are parts of that registration statement, which includes additional information.

GOVERNMENT FILINGS

We file annual and special reports with the Commission. You may read and copy any document that we file and obtain copies at prescribed rates from the Commission's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. You may obtain information on the operation of the Public Reference Room by calling 1 (800) SEC-0330. The Commission maintains a website (<http://www.sec.gov>) that contains reports, proxy and information statements and other information regarding issuers that file electronically with the Commission. Our filings are also available on our website at <http://www.scorpiotankers.com>. The information on our website, however, is not, and should not be deemed to be, a part of this prospectus supplement or the accompanying base prospectus.

INFORMATION INCORPORATED BY REFERENCE

The Commission allows us to incorporate by reference information that we file with it. This means that we can disclose important information to you by referring you to those filed documents. The information incorporated by reference is considered to be a part of this prospectus supplement, and information that we file later with the Commission prior to the termination of this offering will also be considered to be part of this prospectus supplement and will automatically update and supersede previously filed information, including information contained in this document.

We hereby incorporate by reference the documents listed below and certain future filings made with the Commission under Section 13(a), 13(c) or 15(d) of the Securities Exchange Act of 1934, or the Exchange Act:

- Ø Our Annual Report on Form 20-F for the year ended December 31, 2014, filed with the Commission on March 31, 2015, containing our audited consolidated financial statements for the most recent fiscal year for which those statements have been filed.
- Ø Our Report of Foreign Private Issuer on Form 6-K, furnished to the Commission on April 2, 2015, containing a press release announcing our taking delivery of three newbuilding vessels.
- Ø Our Report of Foreign Private Issuer on Form 6-K, furnished to the Commission on April 27, 2015, containing a press release announcing our financial results for the first quarter of 2015.

We are also incorporating by reference all subsequent annual reports on Form 20-F that we file with the Commission and certain current reports on Form 6-K that we furnish to the Commission after the date of this prospectus

supplement (if they state that they are incorporated by reference into this prospectus) until we file a post-effective amendment indicating that the offering of the securities made by this prospectus supplement has been terminated. In all cases, you should rely on the later information over different information included in this prospectus supplement or the accompanying base prospectus.

We have authorized only the information contained or incorporated by reference in this prospectus supplement and the accompanying base prospectus, and any free writing prospectus prepared by or on behalf of us or to which we have referred you. We have not, and the underwriters have not, authorized

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Where you can find additional information

any other person to provide you with different information. We and the underwriters take no responsibility for, and can provide no assurance as to the reliability of, any information that others may give you. We are not, and the underwriters are not, making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus supplement as well as the information we previously filed with the Commission and incorporated by reference, is accurate as of the dates of those documents only. Our business, financial condition and results of operations and prospects may have changed since those dates.

You may request a free copy of the above mentioned filing or any subsequent filing we incorporated by reference into this prospectus supplement by writing or telephoning us at the following addresses:

MONACO

9, Boulevard Charles III, MC 98000 Monaco

Tel: (011) 377-9798-5716

NEW YORK

150 East 58th Street, New York, NY 10155

Tel: (212) 542-1616

INFORMATION PROVIDED BY THE COMPANY

We will furnish holders of our common shares with annual reports containing audited financial statements and a report by our independent registered public accounting firm. The audited financial statements will be prepared in accordance with IFRS. As a foreign private issuer, we are exempt from the rules under the Exchange Act prescribing the furnishing and content of proxy statements to shareholders. While we furnish proxy statements to shareholders in accordance with the rules of the NYSE, those proxy statements do not conform to Schedule 14A of the proxy rules promulgated under the Exchange Act. In addition, as a foreign private issuer, our officers and directors are exempt from the rules under the Exchange Act relating to short swing profit reporting and liability.

Prospectus

SCORPIO TANKERS INC.

Common Shares, Preferred Shares, Debt Securities, Guarantees, Warrants, Purchase Contracts, Rights and Units

Through this prospectus, we or any selling shareholder may periodically offer:

- (1) our common shares,
- (2) our preferred shares,
- (3) our debt securities, which may be guaranteed by one or more of our subsidiaries,
- (4) our warrants,
- (5) our purchase contracts,
- (6) our rights, and
- (7) our units.

The prices and other terms of the securities that we or any selling shareholder will offer will be determined at the time of their offering and will be described in a supplement to this prospectus. We will not receive any of the proceeds from a sale of securities by the selling shareholders.

Our common shares are listed on the New York Stock Exchange under the symbol STNG.

The securities issued under this prospectus may be offered directly or through underwriters, agents or dealers. The names of any underwriters, agents or dealers will be included in a supplement to this prospectus.

An investment in these securities involves a high degree of risk. See the section entitled Risk Factors beginning on page 8 of this prospectus, and other risk factors contained in the applicable prospectus supplement and in the documents incorporated by reference herein and therein.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is February 22, 2013.

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We prepare our financial statements, including all of the financial statements included or incorporated by reference in this prospectus, in U.S. dollars and in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board. We have a fiscal year end of December 31.

This prospectus is part of a registration statement that we filed with the U.S. Securities and Exchange Commission, or the Commission, using a shelf registration process. Under the shelf registration process, we or any selling shareholder may sell our common shares, preferred shares, debt securities (and related guarantees), warrants, purchase contracts and units described in this prospectus in one or more offerings. This prospectus provides you with a general description of the securities we or any selling shareholder may offer. Each time we or a selling shareholder offer securities, we will provide you with a prospectus supplement that will describe the specific amounts, prices and terms of the offered securities. We may file a prospectus supplement in the future that may also add, update or change the information contained in this prospectus. You should read carefully both this prospectus and any prospectus supplement, together with the additional information described below.

This prospectus and any prospectus supplement are part of a registration statement we filed with the Commission and do not contain all the information in the registration statement. Forms of the indentures and other documents establishing the terms of the offered securities are filed as exhibits to the registration statement. Statements in this prospectus or any prospectus supplement about these documents are summaries and each statement is qualified in all respects by reference to the document to which it refers. You should refer to the actual documents for a more complete description of the relevant matters. For further information about us or the securities offered hereby, you should refer to the registration statement, which you can obtain from the Commission as described below under the section entitled "Where You Can Find Additional Information."

You should rely only on the information contained or incorporated by reference in this prospectus and in any prospectus supplement. We have not authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We will not make an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus and the applicable supplement to this prospectus is accurate as of the date on its respective cover, and that any information incorporated by reference is accurate only as of the date of the document incorporated by reference, unless we indicate otherwise. Our business, financial condition, results of operations and prospects may have changed since those dates.

PROSPECTUS SUMMARY

This section summarizes some of the key information that is contained or incorporated by reference in this prospectus. It may not contain all of the information that may be important to you. As an investor or prospective investor, you should review carefully the entire prospectus and the information incorporated by reference herein, including the section of this prospectus entitled "Risk Factors" beginning on page 8.

Unless the context otherwise requires, when used in this prospectus, the terms "Scorpio Tankers," "the Company," "we," "our" and "us" refer to Scorpio Tankers Inc. and its subsidiaries. "Scorpio Tankers Inc." refers only to Scorpio Tankers Inc. and not its subsidiaries. Unless otherwise indicated, all references to "dollars" and "\$" in this prospectus are to the lawful currency of the United States. We use the term "deadweight tons," or "dwt," expressed in metric tons, each of which is equivalent to 1,000 kilograms, in describing the size of tankers.

Our Company

We are Scorpio Tankers Inc., a company incorporated in the Republic of the Marshall Islands. We provide seaborne transportation of crude oil and other petroleum products worldwide. We began our operations in October 2009 with three vessel-owning and operating subsidiary companies. In April 2010, we completed our initial public offering of 12,500,000 common shares at a public offering price of \$13.00 per share and commenced trading on the New York Stock Exchange, or NYSE, under the symbol "STNG." We have since expanded our fleet, and as of the date of this prospectus, our fleet consists of 13 wholly-owned tankers (four LR1 tankers, one Handymax tanker, six MR tankers, one LR2 tanker and one post-Panamax tanker), 19 time chartered-in tankers (five Handymax tankers, eight MR tankers, three LR1 tankers and three LR2 tankers, including one vessel we expect to be delivered to us in 2013) and we have contracted for 16 newbuilding MR tankers and four Handymax tankers, two of which are expected to be delivered to us by April 2013 and the remaining 18 by the end of 2014.

We intend to continue to grow our fleet through timely and selective acquisitions of modern, high-quality tankers. We expect to focus future vessel acquisitions primarily on medium-sized product or coated tankers. However, we will also consider purchasing other classes of tankers if we determine that those vessels would, in our view, present favorable investment opportunities.

Our founder, Chairman and Chief Executive Officer, Mr. Emanuele Lauro, is a member of the Lolli-Ghetti family, which has been involved in shipping since the early 1950s through the Italian company Navigazione Alta Italia, or NAI. The Lolli-Ghetti family owns and controls the Scorpio Group, which includes: Scorpio Ship Management S.A.M. and Scorpio Commercial Management S.A.M., which provide us and third parties with technical and commercial management services, respectively; Scorpio Services Holding Limited, which provides us with administrative services; and other affiliated entities. Our President, Mr. Robert Bugbee, also has a senior management position at Scorpio Group, and was formerly the President and Chief Operating Officer of OMI Corporation, which was a publicly traded shipping company.

Our Fleet

Below is our fleet list as of the date of this prospectus:

	VESSEL NAME	YEAR BUILT	DWT	ICE CLASS	EMPLOYMENT	VESSEL TYPE
<i>Owned vessels</i>						
1	STI Highlander	2007	37,145	1A	SHTP ⁽¹⁾	Handymax
2	STI Amber	2012	52,000		SMRP ⁽⁴⁾	MR
3	STI Topaz	2012	52,000		SMRP ⁽⁴⁾	MR
4	STI Ruby	2012	52,000		SMRP ⁽⁴⁾	MR
5	STI Garnet	2012	52,000		SMRP ⁽⁴⁾	MR
6	STI Onyx	2012	52,000		SMRP ⁽⁴⁾	MR
7	STI Sapphire	2013	52,000		Spot	MR
8	Noemi	2004	72,515		SPTP ⁽²⁾	LR1
9	Senatore	2004	72,514		SPTP ⁽²⁾	LR1
10	STI Harmony	2007	73,919	1A	SPTP ⁽²⁾	LR1
11	STI Heritage	2008	73,919	1A	SPTP ⁽²⁾	LR1
12	Venice	2001	81,408	1C	SPTP ⁽²⁾	Post-Panamax
13	STI Spirit	2008	113,100		SLR2P ⁽³⁾	LR2
Total owned DWT			836,520			

<i>TIME CHARTERED-IN VESSELS</i>						TIME CHARTER INFO		
	VESSEL NAME	YEAR BUILT	DWT	ICE CLASS	EMPLOYMENT	VESSEL TYPE	DAILY BASE RATE	EXPIRY ⁽⁵⁾
14	Kraslava	2007	37,258	1B	SHTP ⁽¹⁾	Handymax	\$ 14,150	18-Jul-13 ⁽⁶⁾
15	Krisjanis Valdemars	2007	37,266	1B	SHTP ⁽¹⁾	Handymax	\$ 14,150	