

OVERSEAS SHIPHOLDING GROUP INC  
Form 8-K  
January 29, 2004

United States  
Securities and Exchange Commission  
Washington, D.C. 20549

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FORM 8-K

CURRENT REPORT

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

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January 26, 2004

Date of Report (Date of earliest event reported)

Overseas Shipholding Group, Inc.

(Exact Name of Registrant as Specified in Charter)

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1-6479-1

Commission File Number

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Delaware

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13-2637623

(State or other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification Number)

511 Fifth Avenue  
New York, New York 10017

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(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code

**(212) 953-4100**

Item 5. Other Events and Required FD Disclosure.

As of January 26, 2004, Overseas Shipholding Group, Inc. (the "Company") entered into an Underwriting Agreement with Morgan Stanley & Co. Incorporated and certain selling stockholders relating to the sale by the Company of 3,200,000 shares of the Company's common stock, par value \$1.00 per share (the "Common Stock"), and by the selling stockholders of 1,600,000 shares of Common Stock, pursuant to a Registration Statement on Form S-3 (File No. 333-111890). A copy of the form of Underwriting Agreement is attached as an exhibit.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

(c) Exhibits

1.1 Form of Underwriting Agreement among the Company, Morgan Stanley & Co. Incorporated and certain selling stockholders.

SIGNATURES

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

**OVERSEAS SHIPHOLDING GROUP, INC.**

(Registrant)

Date: January 29, 2004

By:                     /s/Robert N. Cowen

Name: Robert N. Cowen

Title: Senior Vice President, Chief  
Operating Officer and Secretary