

Ardmore Shipping Corp
Form SC 13G/A
February 02, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

Ardmore Shipping Corporation
(Name of Issuer)

Common Stock
(Title of Class of Securities)

Y0207T100
(CUSIP Number)

December 31, 2015
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☐ Rule 13d-1(c)

☒ Rule 13d-1(d)

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to
*the subject class of securities, and for any subsequent amendment containing information which would alter the
disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of
Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the
Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP
No. Y0207T100

1. NAME OF
REPORTING
PERSONS
I.R.S.
IDENTIFICATION
NOS. OF
ABOVE
PERSONS
(ENTITIES
ONLY)

GA
Holdings
LLC

2. CHECK THE
APPROPRIATE
BOX IF A
MEMBER OF A
GROUP (SEE
INSTRUCTIONS)
(a) ☐
(b) ☒

3. SEC USE
ONLY

4. CITIZENSHIP
OR PLACE
OF
ORGANIZATION

The
Republic of
the Marshall
Islands

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING PERSON
WITH

- SOLE
5. VOTING
POWER

0
- SHARED
6. VOTING
POWER

4,279,525
- SOLE
7. DISPOSITIVE
POWER

0
- SHARED
8. DISPOSITIVE
POWER

4,279,525
- AGGREGATE
AMOUNT
BENEFICIALLY
9. OWNED BY EACH
REPORTING
PERSON

4,279,525
- CHECK
BOX IF
THE
AGGREGATE
AMOUNT
10. IN ROW (9) ☐
EXCLUDES
CERTAIN
SHARES
(SEE
INSTRUCTIONS)
11. PERCENT
OF CLASS
REPRESENTED
BY
AMOUNT

IN ROW (9)

16.3%

TYPE OF
REPORTING

12.PERSON
(SEE
INSTRUCTIONS)

OO

CUSIP
No. Y0207T100

NAME OF
1. REPORTING
PERSONS
I.R.S.
IDENTIFICATION
NOS. OF
ABOVE
PERSONS
(ENTITIES
ONLY)

Greenbriar
Equity Fund
II, L.P.

CHECK THE
APPROPRIATE
BOX IF A
2. MEMBER OF A
GROUP (SEE
INSTRUCTIONS)
(a) ☐
(b) ☒

3. SEC USE
ONLY

CITIZENSHIP
4. OR PLACE
OF
ORGANIZATION

Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING PERSON
WITH

5. SOLE
VOTING

POWER

0

SHARED

6. VOTING
POWER

4,279,525

SOLE

7. DISPOSITIVE
POWER

0

SHARED

8. DISPOSITIVE
POWER

4,279,525

AGGREGATE
AMOUNT

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REPORTING
PERSON

4,279,525

CHECK
BOX IF
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AGGREGATE
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CERTAIN
SHARES
(SEE
INSTRUCTIONS)

PERCENT
OF CLASS
REPRESENTED

11. BY
AMOUNT
IN ROW (9)

16.3%

TYPE OF
REPORTING
12. PERSON
(SEE
INSTRUCTIONS)

PN, HC

CUSIP
No. Y0207T100

1. NAME OF
REPORTING
PERSONS
I.R.S.
IDENTIFICATION
NOS. OF
ABOVE
PERSONS
(ENTITIES
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Greenbriar
Equity Fund
II-A, L.P.

2. CHECK THE
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MEMBER OF A
GROUP (SEE
INSTRUCTIONS)
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(b) ☒

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OR PLACE
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Delaware

NUMBER OF
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VOTING
POWER

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SHARED

6. VOTING
POWER

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POWER

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(SEE
INSTRUCTIONS)

PN, HC

CUSIP
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NAME OF
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PERSONS
I.R.S.
IDENTIFICATION
NOS. OF
ABOVE
PERSONS
(ENTITIES
ONLY)

Greenbriar
Equity
Capital II,
L.P.

CHECK THE
APPROPRIATE
BOX IF A
2. MEMBER OF A
GROUP (SEE
INSTRUCTIONS)
(a) ☐
(b) ☒

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CITIZENSHIP
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OF
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NUMBER OF
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REPORTING PERSON
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SOLE
VOTING
POWER

0

6. SHARED
VOTING
POWER

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DISPOSITIVE
POWER

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DISPOSITIVE
POWER

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11. PERCENT
OF CLASS
REPRESENTED
BY
AMOUNT

IN ROW (9)

16.3%

TYPE OF
REPORTING
12.PERSON
(SEE
INSTRUCTIONS)

PN, HC

CUSIP
No. Y0207T100

NAME OF
1. REPORTING
PERSONS
I.R.S.
IDENTIFICATION
NOS. OF
ABOVE
PERSONS
(ENTITIES
ONLY)

Greenbriar
Holdings II,
LLC

CHECK THE
APPROPRIATE
BOX IF A
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(b) ☒

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CITIZENSHIP
4. OR PLACE
OF
ORGANIZATION

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DISPOSITIVE
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SHARES
(SEE
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11. PERCENT
OF CLASS
REPRESENTED
BY
AMOUNT

IN ROW (9)

16.3%

TYPE OF
REPORTING
12.PERSON
(SEE
INSTRUCTIONS)

OO, HC

CUSIP
No. Y0207T100

NAME OF
1. REPORTING
PERSONS
I.R.S.
IDENTIFICATION
NOS. OF
ABOVE
PERSONS
(ENTITIES
ONLY)

Joel S.
Beckman

CHECK THE
APPROPRIATE
BOX IF A
2. MEMBER OF A
GROUP (SEE
INSTRUCTIONS)
(a) ☐
(b) ☒

3. SEC USE
ONLY

CITIZENSHIP
OR PLACE
4. OF
ORGANIZATION

United
States of
America

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING PERSON
WITH

5.

SOLE
VOTING
POWER

0

6. SHARED
VOTING
POWER

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DISPOSITIVE
POWER

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OF CLASS
REPRESENTED
BY
AMOUNT

IN ROW (9)

16.3%

TYPE OF
REPORTING

12.PERSON

(SEE
INSTRUCTIONS)

IN

CUSIP
No. Y0207T100

NAME OF
1. REPORTING
PERSONS
I.R.S.
IDENTIFICATION
NOS. OF
ABOVE
PERSONS
(ENTITIES
ONLY)

Reginald L.
Jones, III

CHECK THE
APPROPRIATE
BOX IF A
2. MEMBER OF A
GROUP (SEE
INSTRUCTIONS)
(a) ☐
(b) ☒

3. SEC USE
ONLY

CITIZENSHIP
OR PLACE
4. OF
ORGANIZATION

United
States of
America

NUMBER OF
SHARES
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OWNED BY EACH
REPORTING PERSON
WITH

5.

SOLE
VOTING
POWER

0

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VOTING
POWER

4,279,525

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DISPOSITIVE
POWER

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8. SHARED
DISPOSITIVE
POWER

4,279,525

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PERSON

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SHARES
(SEE
INSTRUCTIONS)

11. PERCENT
OF CLASS
REPRESENTED
BY
AMOUNT

IN ROW (9)

16.3%

TYPE OF
REPORTING
12.PERSON
(SEE
INSTRUCTIONS)

IN

CUSIP
No. Y0207T100

- NAME OF
1. REPORTING
PERSONS
I.R.S.
IDENTIFICATION
NOS. OF
ABOVE
PERSONS
(ENTITIES
ONLY)

Gerald
Greenwald

- CHECK THE
APPROPRIATE
BOX IF A
2. MEMBER OF A
GROUP (SEE
INSTRUCTIONS)
(a) ☐
(b) ☒

3. SEC USE
ONLY

- CITIZENSHIP
OR PLACE
4. OF
ORGANIZATION

United
States of
America

- NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING PERSON
WITH

- 5.

SOLE
VOTING
POWER

0

6. SHARED
VOTING
POWER

4,279,525

7. SOLE
DISPOSITIVE
POWER

0

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4,279,525

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CERTAIN
SHARES
(SEE
INSTRUCTIONS)

11. PERCENT
OF CLASS
REPRESENTED
BY
AMOUNT

IN ROW (9)

16.3%

TYPE OF
REPORTING

12.PERSON
(SEE
INSTRUCTIONS)

IN

CUSIP No. Y0207T100

Item 1. (a).Name of Issuer:

Ardmore Shipping Corporation

(b). Address of issuer's principal executive offices:

Hamilton House
10 Queen Street, Suite 102
Hamilton, HM 11, Bermuda

Item 2. (a).Name of person filing:

GA Holdings LLC
Greenbriar Equity Fund II, L.P.
Greenbriar Equity Fund II-A, L.P.
Greenbriar Equity Capital II, L.P.
Greenbriar Holdings II, LLC
Joel S. Beckman
Reginald L. Jones, III
Gerald Greenwald

(b). Address or principal business office or, if none, residence:

GA Holdings LLC
555 Theodore Fremd Avenue, Suite A-201
Rye, NY 10580

Greenbriar Equity Fund II, L.P.
555 Theodore Fremd Avenue, Suite A-201
Rye, NY 10580

Greenbriar Equity Fund II-A, L.P.
555 Theodore Fremd Avenue, Suite A-201
Rye, NY 10580

Greenbriar Equity Capital II, L.P.
555 Theodore Fremd Avenue, Suite A-201
Rye, NY 10580

Greenbriar Holdings II, LLC
555 Theodore Fremd Avenue, Suite A-201
Rye, NY 10580

Joel S. Beckman

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555 Theodore Fremd Avenue, Suite A-201
Rye, NY 10580

Reginald L. Jones, III
555 Theodore Fremd Avenue, Suite A-201
Rye, NY 10580

Gerald Greenwald
555 Theodore Fremd Avenue, Suite A-201
Rye, NY 10580

(c).Citizenship:

GA Holdings LLC – The Republic of the Marshall Islands
Greenbriar Equity Fund II, L.P. – Delaware
Greenbriar Equity Fund II-A, L.P. – Delaware
Greenbriar Equity Capital II, L.P. – Delaware
Greenbriar Holdings II, LLC – Delaware
Joel S. Beckman – United States of America
Reginald L. Jones, III – United States of America
Gerald Greenwald – United States of America

(d).Title of class of securities:

Common Stock

(e).CUSIP No.:

Y0207T100

Item 3. If This Statement is filed pursuant to §§.240.13d-1(b) or 240.13d-2(b), or (c), check whether the person filing is a

(a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).

(b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

(c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).

(d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).

(e) ☐ An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);

(f) ☐ An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);

(g) ☐ A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);

(h) ☐ A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C.1813);

(i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j) ☐ A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);

Group, in accordance with §240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with (k) ☐ §240.13d-1(b)(1)(ii)(J), please specify the type of institution:

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

GA Holdings LLC – 4,279,525
 Greenbriar Equity Fund II, L.P. – 4,279,525
 Greenbriar Equity Fund II-A, L.P. – 4,279,525
 Greenbriar Equity Capital II, L.P. – 4,279,525
 Greenbriar Holdings II, LLC – 4,279,525
 Joel S. Beckman – 4,279,525
 Reginald L. Jones, III – 4,279,525
 Gerald Greenwald – 4,279,525

(b) Percent of class:

GA Holdings LLC – 16.3%
 Greenbriar Equity Fund II, L.P. – 16.3%
 Greenbriar Equity Fund II-A, L.P. – 16.3%
 Greenbriar Equity Capital II, L.P. – 16.3%
 Greenbriar Holdings II, LLC – 16.3%
 Joel S. Beckman – 16.3%
 Reginald L. Jones, III – 16.3%
 Gerald Greenwald – 16.3%

(c) Number of shares as to which the person has:

GA Holdings LLC:

(i) Sole power to vote or to direct the vote	0
(ii) Shared power to vote or to direct the vote	4,279,525
(iii) Sole power to dispose or to direct the disposition of	0
(iv) Shared power to dispose or to direct the disposition of	4,279,525

Greenbriar Equity Fund II, L.P.

(i) Sole power to vote or to direct the vote	0
(ii) Shared power to vote or to direct the vote	4,279,525
(iii) Sole power to dispose or to direct the disposition of	0

(iv) Shared power to dispose or to direct the disposition of 4,279,525

Greenbriar Equity Fund II-A, L.P.

(i) Sole power to vote or to direct the vote 0

(ii) Shared power to vote or to direct the vote 4,279,525

(iii) Sole power to dispose or to direct the disposition of 0

(iv) Shared power to dispose or to direct the disposition of 4,279,525

Greenbriar Equity Capital II, L.P.

(i) Sole power to vote or to direct the vote	0
(ii) Shared power to vote or to direct the vote	4,279,525
(iii) Sole power to dispose or to direct the disposition of	0
(iv) Shared power to dispose or to direct the disposition of	4,279,525

Greenbriar Holdings II, LLC

(i) Sole power to vote or to direct the vote	0
(ii) Shared power to vote or to direct the vote	4,279,525
(iii) Sole power to dispose or to direct the disposition of	0
(iv) Shared power to dispose or to direct the disposition of	4,279,525

Joel S. Beckman

(i) Sole power to vote or to direct the vote	0
(ii) Shared power to vote or to direct the vote	4,279,525
(iii) Sole power to dispose or to direct the disposition of	0
(iv) Shared power to dispose or to direct the disposition of	4,279,525

Reginald L. Jones, III

(i) Sole power to vote or to direct the vote	0
(ii) Shared power to vote or to direct the vote	4,279,525
(iii) Sole power to dispose or to direct the disposition of	0
(iv) Shared power to dispose or to direct the disposition of	4,279,525

Gerald Greenwald

(i) Sole power to vote or to direct the vote	0
(ii) Shared power to vote or to direct the vote	4,279,525
(iii) Sole power to dispose or to direct the disposition of	0

(iv) Shared power to dispose or to direct the disposition of 4,279,525

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Instruction: For computations regarding securities which represent a right to acquire an underlying security see §240.13d-3(d)(1).

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following ☐.

Not applicable

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than 5 percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

Not applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

If a parent holding company or control person has filed this schedule, pursuant to Rule 13d-1(b)(1)(ii)(G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3 classification of the relevant subsidiary. If a parent holding company or control person has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identification of the relevant subsidiary.

Not applicable

Item 8. Identification and Classification of Members of the Group.

If a group has filed this schedule pursuant to §240.13d-1(b)(1)(ii)(J), so indicate under Item 3(j) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identity of each member of the group.

Not applicable

Item 9. Notice of Dissolution of Group.

Notice of dissolution of a group may be furnished as an exhibit stating the date of the dissolution and that all further filings with respect to transactions in the security reported on will be filed, if required, by members of the group, in their individual capacity. See Item 5.

Not applicable

Item
10. Certification.

Not applicable

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 2, 2016
(Date)

GA HOLDINGS LLC

By: /s/ Reginald L. Jones, III
Reginald L. Jones, III
Director

GREENBRIAR EQUITY FUND II,
L.P.

By: Greenbriar Equity Capital II,
L.P., its general partner

By: Greenbriar Holdings II, LLC, its
general partner

By: /s/ Reginald L. Jones, III
Reginald L. Jones, III
Managing Member

GREENBRIAR EQUITY FUND
II-A, L.P.

By: Greenbriar Equity Capital II,
L.P., its general partner

By: Greenbriar Holdings II, LLC, its
general partner

By: /s/ Reginald L. Jones, III
Reginald L. Jones, III
Managing Member

GREENBRIAR EQUITY
CAPITAL II, L.P.

By: Greenbriar Holdings II,
LLC, its general partner

By: /s/ Reginald L. Jones, III
Reginald L. Jones, III
Managing Member

GREENBRIAR HOLDINGS II,
LLC

By: /s/ Reginald L. Jones, III
Reginald L. Jones, III
Managing Member

JOEL S. BECKMAN

/s/ Joel S. Beckman

REGINALD L. JONES, III

/s/ Reginald L. Jones, III

GERALD
GREENWALD

/s/ Gerald Greenwald

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See s.240.13d-7 for other parties for whom copies are to be sent.

Attention. Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).

*The Reporting Persons disclaim beneficial ownership in the shares reported herein except to the extent of their pecuniary interest therein.

Exhibit A
AGREEMENT

Each of the undersigned hereby consents and agrees to this joint filing of the Schedule 13G/A for the Common Stock of Ardmore Shipping Corporation.

Dated: February 2, 2016 GA HOLDINGS LLC

By: /s/ Reginald L. Jones, III
Reginald L. Jones, III
Director

GREENBRIAR EQUITY FUND II, L.P.

By: Greenbriar Equity Capital II, L.P., its general partner

By: Greenbriar Holdings II, LLC,
its general partner

By: /s/ Reginald L. Jones, III
Reginald L. Jones, III
Managing Member

GREENBRIAR EQUITY FUND II-A, L.P.

By: Greenbriar Equity Capital II, L.P., its general partner

By: Greenbriar Holdings II, LLC,
its general partner

By: /s/ Reginald L. Jones, III
Reginald L. Jones, III
Managing Member

GREENBRIAR EQUITY
CAPITAL II, L.P.

By: Greenbriar Holdings II,
LLC, its general partner

By: /s/ Reginald L. Jones, III
Reginald L. Jones, III
Managing Member

GREENBRIAR HOLDINGS
II, LLC

By: /s/ Reginald L. Jones, III
Reginald L. Jones, III
Managing Member

JOEL S. BECKMAN

/s/ Joel S. Beckman

REGINALD L. JONES, III

/s/ Reginald L. Jones, III

GERALD
GREENWALD

/s/ Gerald Greenwald