

Ship Finance International LTD
Form 6-K
March 10, 2015

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

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO
RULE 13A-16 OR 15D-16 UNDER THE SECURITIES

EXCHANGE ACT OF 1934

For the month of March 2015
Commission File Number: 001-32199

Ship Finance International Limited

(Translation of registrant's name into English)

Par-la-Ville Place
14 Par-la-Ville Road
Hamilton, HM 08, Bermuda

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F [X] Form 40-F []

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): _____.

Note: Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): _____.

Note: Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's "home country"), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

INFORMATION CONTAINED IN THIS FORM 6-K REPORT

Attached hereto as Exhibit 1 is a copy of the press release of Ship Finance International Limited (the "Company"), dated March 6, 2015, announcing that the Company has adjusted the relevant conversion prices related to its two outstanding convertible notes.

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, thereunto duly authorized.

SHIP FINANCE INTERNATIONAL LIMITED

Date: March 10, 2015

By: /s/ Ole B. Hjertaker
Name: Ole B. Hjertaker
Title: Ship Finance Management AS
(Principal Executive Officer)

EXHIBIT 1

SFL - Adjustment of Conversion Prices on Convertible Notes

Press release from Ship Finance International Limited, March 6, 2015.

Ship Finance International Limited (NYSE: SFL) ("Ship Finance" or the "Company") today announced that the Company has adjusted the relevant conversion prices related to its two outstanding convertible notes as indicated below. The adjustments are done pursuant to the relevant loan agreements, as a consequence of Ship Finance's declaration of a dividend of USD 0.42 per share, and the shares of the Company trading ex-dividend as of today.

Senior Unsecured Convertible Notes

Issuer: Ship Finance International Limited

Issue amount: USD 350,000,000

Issue date: January 30, 2013

Maturity : February 1, 2018

Coupon: 3.25%

Conversion Price, as adjusted: USD 18.1555* (March 6, 2015)

ISIN code: US G81075AE63

Senior Unsecured Convertible Notes

Issuer: Ship Finance International Limited

Issue amount: USD 125,000,000

Issue date: February 8, 2010

Maturity : February 10, 2016

Coupon: 3.75%

Conversion Price, as adjusted: USD 17.98* (March 6, 2015)

ISIN code: NO 0010599699

*Subject to consent by the trustee

March 6, 2015

The Board of Directors
Ship Finance International Limited
Hamilton, Bermuda