

BW Group Ltd
Form 4
July 09, 2018

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
BW Group Ltd

2. Issuer Name and Ticker or Trading Symbol
DORIAN LPG LTD. [LPG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O MAPLETREE BUSINESS CITY, #18-01;, 10 PASIR PANJANG ROAD

3. Date of Earliest Transaction (Month/Day/Year)
07/05/2018

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

SINGAPORE, U0 117438

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	07/05/2018		P	100 (1) A	\$ 7,826,560 (1) (2) (3) (4) 7.56	I (1) (2) (3) (4)	See footnotes

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BW Group Ltd C/O MAPLETREE BUSINESS CITY, #18-01; 10 PASIR PANJANG ROAD SINGAPORE, U0 117438		X		
BW Euroholdings Ltd C/O MAPLETREE BUSINESS CITY, #18-01; 10 PASIR PANJANG ROAD SINGAPORE, U0 117438		X		
Sohmen Family Foundation HEILIGKREUZ 6, P O BOX 484 VADUZ, N2 FL-9490		X		

Signatures

BW GROUP LIMITED By: /s/ Nicholas Fell, Authorized Signatory	07/09/2018
**Signature of Reporting Person	Date
BW EUROHOLDINGS LIMITED By: /s/ Billy Chiu, Authorized Signatory	07/09/2018
**Signature of Reporting Person	Date
THE SOHMEN FAMILY FOUNDATION By: /s/ Andreas Sohmen-Pao, Authorized Signatory	07/09/2018
**Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) On July 5, 2018, BW LPG Holding Limited ("LPG Holding") purchased 100 shares of common stock, par value \$0.01 per share (the "Common Shares"), of Dorian LPG Ltd. (the "Issuer") in order to become a stockholder of the Issuer eligible to make nominations of individuals to stand for election to the Issuer's Board of Directors. LPG Holding is a wholly-owned subsidiary of BW LPG Limited ("BW LPG"). As of July 9, 2018, BW Group Limited ("BW Group") owns approximately 45% of BW LPG. The Sohmen Family Foundation

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(the "Foundation") holds 93.25% of BW Group.

BW Euroholdings Limited ("Euroholdings"), a wholly-owned subsidiary of BW Group ("BW Group"), owns 7,826,460 Common Shares.

- (2) BW Group, the Foundation, Euroholdings, LPG Holding and BW LPG may be considered a group within the meaning of Section 13(d)(3) of the Exchange Act.

Each reporting person disclaims beneficial ownership of the shares reported herein except to the extent of its pecuniary interest therein, and this report shall not be deemed an admission that such reporting person is the beneficial owner of the shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose. As Euroholdings does not have a pecuniary interest in the 100 shares acquired by LPG Holding, the number of Common Shares it beneficially owns remains 7,826,460.

- (3) Each reporting person disclaims beneficial ownership of the shares reported herein except to the extent of its pecuniary interest therein, and this report shall not be deemed an admission that such reporting person is the beneficial owner of the shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose. As Euroholdings does not have a pecuniary interest in the 100 shares acquired by LPG Holding, the number of Common Shares it beneficially owns remains 7,826,460.
- (4) BW Group, the Foundation and Euroholdings are jointly filing this Form 4 pursuant to Rule 16a-3(j) under the Exchange Act.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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