

APOLLO SPECIAL OPPORTUNITIES MANAGED ACCOUNT LP

Form 4

January 06, 2017

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Apollo Management Holdings GP,
LLC

2. Issuer Name **and** Ticker or Trading
Symbol
GENCO SHIPPING & TRADING
LTD [GNK]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

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

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

9 W. 57TH STREET, 43RD FLOOR

01/04/2017

(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

NEW YORK, NY 10019

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/04/2017		C		4,391,753	A	\$ 0 (1)
					5,415,812	I	See footnote (2)

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

**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)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Series A Convertible Preferred Stock	(1)	01/04/2017		C		4,391,753		(1)	(1)	Common Stock	4,391,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Apollo Management Holdings GP, LLC 9 W. 57TH STREET 43RD FLOOR NEW YORK, NY 10019		X		
Apollo Management Holdings, L.P. 9 W. 57TH STREET NEW YORK, NY 10019		X		
Apollo Capital Management GP, LLC 9 WEST 57TH STREET NEW YORK, NY 10019		X		
Apollo Capital Management, L.P. 9 WEST 57TH STREET NEW YORK, NY 10019		X		
Apollo Principal Holdings II GP, LLC 9 W. 57TH ST. 43RD FLOOR NEW YORK, NY 10019		X		
Apollo SVF Management GP, LLC 9 WEST 57TH STREET NEW YORK, NY 10019		X		
Apollo SVF Management, L.P. TWO MANHATTANVILLE ROAD PURCHASE, NY 10577		X		
APOLLO SPECIAL OPPORTUNITIES MANAGED ACCOUNT LP ONE MANHATTANVILLE ROAD SUITE 201 PURCHASE, NY 10577		X		

Signatures

see signatures attached as
Exhibit 99.2

01/06/2017

__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).

At a special meeting of the shareholders held on January 4, 2017, the Issuer's shareholders approved the issuance of up to 27,061,856 shares of the Issuer's common stock upon the conversion of shares of the Issuer's Series A Convertible Preferred Stock (the "Series A

- (1) Preferred Stock"), which were purchased by the Reporting Person and certain other investors in certain private placement transactions. As a result of such shareholder approval, each share of Series A Preferred Stock held by the Reporting Person automatically and mandatorily converted into one share of the Issuer's common stock.
- (2) See Exhibit 99.1.

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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