

Edgar Filing: OVERSEAS SHIPHOLDING GROUP INC - Form SC 13D/A

OVERSEAS SHIPHOLDING GROUP INC
Form SC 13D/A
February 02, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 8)

Overseas Shipholding Group, Inc.
(Name of Issuer)

Common Stock, par value \$1 per share
(Title of Class of Securities)

690368 10 5
(CUSIP Number)

Michael Mayberry, Esq.
277 Park Avenue
New York, NY 10172
Tel. No.: (212) 207-2898
(Name, Address and Telephone Number of
Person Authorized to Receive Notices
and Communications)

January 30, 2004
(Date of Event which Requires Filing of
this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this statement because of Rule 13d-1(b)(3) or (4), check the following box ☐.

Check the following box if a fee is being paid with the statement ☐.

1 NAME OF REPORTING PERSON
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Mary Ann Fribourg

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

 (a) ☐
 (b) ☒

3 SEC USE ONLY

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4 SOURCE OF FUNDS

Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS
IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) ☐

Not Applicable

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		-0-
	8	SHARED VOTING POWER
		1,805,572
	9	SOLE DISPOSITIVE POWER
		-0-
	10	SHARED DISPOSITIVE POWER
		1,805,572

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,805,572

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

☐

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.6%

14 TYPE OF REPORTING PERSON

IN

Page 2 of 10 Pages

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Paul Fribourg

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐
(b) ☒

3 SEC USE ONLY

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4	SOURCE OF FUNDS
	Not Applicable

5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) []
	Not Applicable

6	CITIZENSHIP OR PLACE OF ORGANIZATION
	United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 SOLE VOTING POWER
	-0-

	8 SHARED VOTING POWER
	1,805,572

9 SOLE DISPOSITIVE POWER	
	-0-

	10 SHARED DISPOSITIVE POWER
	1,805,572

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	4.6%

14	TYPE OF REPORTING PERSON
	IN

Page 3 of 10 Pages

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
	Morton I. Sosland

2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

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(a) ☐

(b) ☒

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS
IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

☐

Not Applicable

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF
SHARES
BENEFICIALLY
OWNED
BY EACH
REPORTING
PERSON
WITH

7 SOLE VOTING POWER

-0-

8 SHARED VOTING POWER

1,805,572

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4.6%

14 TYPE OF REPORTING PERSON

IN

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1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

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Fribourg Enterprises, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ☐

(b) ☒

3 SEC USE ONLY

4 SOURCE OF FUNDS

Not Applicable

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS
IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

☐

Not Applicable

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED
BY EACH
REPORTING
PERSON
WITH

7 SOLE VOTING POWER

1,805,572

8 SHARED VOTING POWER

-0-

9 SOLE DISPOSITIVE POWER

1,805,572

10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,805,572

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

☐

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.6%

14 TYPE OF REPORTING PERSON

OO

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1	NAME OF REPORTING PERSON	
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
	Fribourg Grandchildren Family L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	
	(a)	☐
	(b)	☒
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	Not Applicable	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS	
	IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	☐
	Not Applicable	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		1,805,572
	8	SHARED VOTING POWER
		-0-
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	☐	
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	4.6%	
14	TYPE OF REPORTING PERSON	
	PN	

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This Amendment No. 8 to the Statement on Schedule 13D, dated March 12, 1992, filed by Fribourg Enterprises L.P., a Delaware limited partnership ("Fribourg Enterprises"), relating to the common stock, par value \$1 per share, of Overseas Shipholding Group, Inc. (the "OSG Common Stock"), a Delaware corporation ("OSG"), and as amended by Amendment No. 1, dated April 19, 1993, Amendment No. 2, dated December 3, 1996, Amendment No. 3, dated July 29, 1997, Amendment No. 4, dated April 29, 2002, Amendment No. 5, dated November 7, 2003, Amendment No. 6, dated November 11, 2003 and Amendment No. 7, dated January 15, 2004 (as so amended, the "Statement"), amends the Statement in the following respects only:

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

Item No. 5 is amended and restated in its entirety as follows:

a. With respect to each of the above entities and individuals, the 1,805,572 shares of OSG Common Stock that are beneficially owned constitutes approximately 4.6% of the issued and outstanding shares of OSG Common Stock.

b. Each of the above entities have sole voting and dispositive power with respect to the 1,805,572 shares and each of the above individuals have shared voting and dispositive power with respect to the 1,805,572 shares.

c. Fribourg Grandchildren Family L.P. sold shares of OSG Common Stock in open market transactions on the New York Stock Exchange as follows:

DATE ----	NUMBER OF SHARES -----	PRICE PER SHARE -----
1/13/2004	7,500	35.15
1/14/2004	7,500	35.3495
1/15/2004	7,500	35.4983
1/16/2004	7,500	35.3479
1/20/2004	7,500	35.8787
1/21/2004	7,500	37.0741
1/22/2004	7,500	37.9860
1/23/2004	7,500	37.8391
1/26/2004	7,500	37.9827
1/27/2004	7,500	36.2272
1/28/2004	7,500	35.2929
1/29/2004	5,000	34.8784

On January 30, 2004, Fribourg Grandchildren Family L.P. sold 212,669 shares of OSG Common Stock in an offering registered under the Securities Act of 1933 at a price of \$36.60 per share, less an underwriting commission of \$0.47 per share.

d. Under the terms of the Amended and Restated Agreement of Limited Partnership of Fribourg Grandchildren Family L.P., Fribourg Enterprises, LLC, the heirs of Michel Fribourg,

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and various trusts of the descendants of Michel Fribourg, have distribution rights with respect to the income of the partnership.

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e. On January 30, 2004, the reporting persons ceased to be the beneficial owners of more than five percent of OSG Common Stock.

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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.

Dated: February 2, 2004

FRIBOURG GRANDCHILDREN FAMILY L.P.

By: Fribourg Enterprises, LLC, general partner

By: /s/ Mary Ann Fribourg

Mary Ann Fribourg as
Trustee U/D/T dated 5/31/57 f/b/o Robert
Fribourg, a Managing Member

By: /s/ Paul Fribourg

Paul Fribourg as
Trustee U/D/T dated 5/31/57 f/b/o Robert
Fribourg, a Managing Member

By: /s/ Morton I. Sosland

Morton I. Sosland as
Trustee U/D/T dated 5/31/57 f/b/o Robert
Fribourg, a Managing Member

FRIBOURG ENTERPRISES, LLC

By: /s/ Mary Ann Fribourg

Mary Ann Fribourg as
Trustee U/D/T dated 5/31/57 f/b/o Robert
Fribourg, a Managing Member

By: /s/ Paul Fribourg

Paul Fribourg as
Trustee U/D/T dated 5/31/57 f/b/o Robert
Fribourg, a Managing Member

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By: /s/ Morton I. Sosland

Morton I. Sosland as
Trustee U/D/T dated 5/31/57 f/b/o Robert
Fribourg, a Managing Member

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