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## Section 1: 8-K (FORM 8-K)

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

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### FORM 8-K

#### CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

January 6, 2017 (January 3, 2017)

Date of Report (Date of earliest event reported)

OVERSEAS SHIPHOLDING GROUP, INC.

(Exact Name of Registrant as Specified in Charter)

1-6479-1

Commission File Number

Delaware

(State or other jurisdiction of incorporation or organization)

13-2637623

(I.R.S. Employer Identification Number)

**Two Harbour Place  
302 Knights Run Avenue, Suite 1200  
Tampa, Florida 33602**

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code **(813) 209-0600**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

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- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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## Section 5 – Corporate Governance and Management

### Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On December 29, 2016, as previously disclosed, Rick Oricchio stepped down from his role as Senior Vice President and Chief Financial Officer of Overseas Shipholding Group, Inc. (“OSG” or the “Company”). In connection with his departure from OSG, on January 3, 2017, Mr. Oricchio entered into a letter agreement with the Company containing, among other things, a general release and waiver of claims against the Company (the “Separation Agreement”).

The Separation Agreement provides for the payment, subject to applicable tax withholding, of certain benefits to Mr. Oricchio, that are generally consistent with the terms of his employment agreement, as amended, including: (a) a cash payment of \$475,000 in substantially equal installments over a period of twelve months; (b) a lump sum cash payment of \$1,012,499; (c) the pro rata portion of Mr. Oricchio’s second anniversary bonus in a lump sum cash payment of \$385,753; and (d) Mr. Oricchio’s annual bonus for fiscal year 2016, to be determined based on actual performance of previously established performance metrics and subject to the approval of the Company’s Compensation and Audit Committees. Mr. Oricchio will also receive accelerated vesting of time-based equity grants.

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## 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 hereunto duly authorized.

OVERSEAS SHIPHOLDING GROUP, INC.

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(Registrant)

Date: January 6, 2017

By /s/ Susan Allan

Name: Susan Allan

Title: Vice President, General Counsel and  
Corporate Secretary

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