

BW Group Ltd
Form 4
January 29, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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)
01/26/2018

___ Director ___ 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 Indirect Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----------|------------------|-----------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Shares | 01/26/2018 | | P | | 1,100,000 | A | \$ 7.3 | 7,100,000 | I ⁽¹⁾ | See footnote ⁽¹⁾ |
| Common Shares | 01/29/2018 | | P | | 281,460 | A | \$ 7.5 | 7,381,460 | I ⁽¹⁾ | See footnote ⁽¹⁾ |
| Common Shares | 01/29/2018 | | P | | 445,000 | A | \$ 7.55 | 7,826,460 | I ⁽¹⁾ | See footnote ⁽¹⁾ |

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 displays a currently valid OMB control number.

SEC 1474
(9-02)

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

| 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 Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

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

BW Euroholdings Ltd
C/O MAPLETREE BUSINESS CITY, #18-01;
10 PASIR PANJANG ROAD
SINGAPORE, U0 117438

Sohmen Family Foundation
HEILIGKREUZ 6, P O BOX 484
VADUZ, N2 FL-9490

Signatures

BW GROUP LIMITED By: /s/ Nicholas Fell, Authorized Signatory

01/29/2018

**Signature of Reporting Person

Date

BW EUROHOLDINGS LIMITED By: /s/ Nicholas Fell, Authorized Signatory

01/29/2018

**Signature of Reporting Person

Date

SOHMEN FAMILY FOUNDATION By: /s/Andreas Sohmen-Pao, Authorized Signatory

01/29/2018

__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) These shares are held directly by BW Euroholdings Limited, a wholly-owned subsidiary of BW Group Ltd. The Sohmen Family Foundation holds 93.25% of BW Group Ltd. 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.