

OVERSEAS SHIPHOLDING GROUP INC  
Form DEFA14A  
April 24, 2017

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No.     )

Filed by the Registrant  
Filed by a Party other than the Registrant  
Check the appropriate box:  
Preliminary Proxy Statement  
**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**  
Definitive Proxy Statement  
Definitive Additional Materials  
Soliciting Material Pursuant to §240.14a-12

**OVERSEAS SHIPHOLDING GROUP, INC.**  
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):  
No fee required.  
Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.  
(1) Title of each class of securities to which transaction applies:

Aggregate number of securities to which transaction applies:

(2)

Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(3)

Proposed maximum aggregate value of transaction:

(4)

Total fee paid:

(5)

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid:

(1)

Form, Schedule or Registration Statement No.:

(2)

Filing Party:

(3)

Date Filed:

(4)



\*\*\* Exercise Your *Right to Vote* \*\*\*

**Important Notice Regarding the Availability of Proxy Materials for the  
Stockholder Meeting to Be Held on June 6, 2017.**

**Meeting Information**

**Meeting**

**OVERSEAS SHIPHOLDING GROUP, INC. Type:** Annual Meeting

**For holders as of:** April 17, 2017

**Date:** June 6,  
2017 **Time:** 12:00 P.M.

**Location:** Grand Hyatt  
New York  
109 East 42nd  
Street at Park  
Avenue  
Mezzanine  
Level, Chrysler  
Room  
New York, New  
York

*OVERSEAS SHIPHOLDING GROUP, INC.  
302 KNIGHTS RUN AVENUE, SUITE 1200  
TAMPA, FL 33602  
ATTN: SECRETARY*

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com) or easily request a paper copy

(see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

**See the reverse side of this notice to obtain proxy materials and voting instructions.**

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## **Before You Vote**

How to Access the Proxy Materials

### **Proxy Materials Available to VIEW or RECEIVE:**

NOTICE AND PROXY STATEMENT      ANNUAL  
REPORT ON FORM 10-K

### **How to View Online:**

Have the information that is printed in the box marked by the arrow (located on the following page) and visit: [www.proxyvote.com](http://www.proxyvote.com).

### **How to Request and Receive a PAPER or E-MAIL Copy:**

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1)     *BY*  
      *INTERNET:*     [www.proxyvote.com](http://www.proxyvote.com)
- 2)     *BY*  
      *TELEPHONE:*   1-800-579-1639
- 3)     *BY E-MAIL\*:*   sendmaterial@proxyvote.com

\* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 23, 2017 to facilitate timely delivery.

## **How To Vote**

Please Choose One of the Following Voting Methods

**Vote In Person:**

Many stockholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

**Vote By Internet:**

To vote now by Internet, go to [www.proxyvote.com](http://www.proxyvote.com). Have the information that is printed in the box marked by the arrow (located on the following page) available and follow the instructions.

**Vote By Mail:** You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

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**Voting  
Items**

**The Board of  
Directors  
recommends  
that you vote  
FOR the  
following:**

1. Election of  
Directors

**Nominees:**

01) Timothy J. Bernlohr 05) Ronald Steger  
02) Joseph I. Kronsberg 06) Gary Eugene Taylor  
03) Anja L. Manuel 07) Ty E. Wallach  
04) Samuel H. Norton 08) Douglas D. Wheat

**The Board of Directors recommends you vote FOR the following proposals:**

2. Ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the year 2017;
3. Approval by an advisory vote of the compensation for 2016 of the Named Executive Officers ("NEOs");

**The Board of Directors recommends you vote 1 Year on the following proposal:**

4. Approval by an advisory vote of one year as the preferred frequency of when stockholders vote on compensation of the NEOs; and

**The Board of Directors recommends you vote FOR the following proposal:**

5. Approval of an amendment to the Company's Non-Employee Director Incentive Compensation Plan to increase the number of shares of common stock by 1.5 million shares.

**NOTE:** Such other business as may properly come before the meeting or any adjournment thereof.

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