

Scorpio Tankers Inc.  
 Form 424B5  
 October 30, 2014  
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Filed Pursuant to Rule 424(b)(5)  
 Registration No. 333-186815

**CALCULATION OF REGISTRATION FEE**

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED <sup>(1)</sup>	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE <sup>(2)</sup>	AMOUNT OF REGISTRATION FEE <sup>(3)</sup>
7.50% Senior Notes due 2017	\$51,750,000	\$6,014

(1) The securities registered herein are offered pursuant to an automatic shelf registration statement on Form F-3 (Registration No. 333-186815) filed by Scorpio Tankers Inc., effective February 25, 2013.

(2) Includes an additional \$6,750,000 aggregate principal amount of our 7.50% Senior Notes due 2017 that the underwriters have an option to purchase.

(3) Calculated in accordance with Rule 457(r) and is made in accordance with Rule 456(b) under the Securities Act of 1933, as amended.

**Table of Contents****PROSPECTUS SUPPLEMENT****(To Prospectus dated February 25, 2013)****\$45,000,000 7.50% Senior Notes due 2017**

We are offering \$45,000,000 aggregate principal amount of our 7.50% Senior Notes due 2017 (the Notes). We have granted the underwriters the option to purchase, exercisable during the 30-day period beginning on the date of this prospectus supplement, up to an additional \$6,750,000 aggregate principal amount of the Notes. The Notes will bear interest from October 31, 2014 at a rate of 7.50% per year. The Notes will mature on October 15, 2017. Interest on the Notes will be payable quarterly in arrears on the 15th day of January, April, July and October of each year, commencing on January 15, 2015. We may redeem the Notes in whole, but not in part, at any time at our option, at a redemption price equal to 100% of the principal amount to be redeemed, plus accrued and unpaid interest to, but excluding, the redemption date, if certain events occur involving changes in taxation, as described in this prospectus supplement under Description of Notes Optional Redemption for Changes in Withholding Taxes.

The Notes will be senior unsecured obligations and will rank equally with all of our existing and future senior unsecured and unsubordinated debt. The Notes will be effectively subordinated to our existing and future secured debt, to the extent of the value of the assets securing such debt, and will be structurally subordinated to all existing and future debt and other liabilities of our subsidiaries. The Notes will be issued in minimum denominations of \$25.00 and integral multiples of \$25.00 in excess thereof.

**Investing in the Notes involves risks. Please see Risk Factors beginning on page S-17.**

	Per Note	Total
Public offering price	\$ 25.00	\$ 45,000,000
Underwriting discount	\$ 0.75	\$ 1,350,000

Proceeds, before expenses, to us	\$ 24.25	\$ 43,650,000
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We have applied to list our Notes for trading on the New York Stock Exchange under the symbol SBNB. If approved for listing, trading on the New York Stock Exchange is expected to commence within 30 days after the Notes are first issued.

*Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus supplement or the accompanying base prospectus. Any representation to the contrary is a criminal offense.*

*Joint Bookrunning Managers*

**Stifel**

**Jefferies**

**Credit Suisse**

**Janney Montgomery Scott**

*Co-Managers*

**Wunderlich Securities**

**BB&T Capital Markets**

We expect that delivery of the Notes will be made to investors on or about October 31, 2014, through the book-entry system of The Depository Trust Company for the accounts of its participants, including Euroclear Bank S.A./N.V., as operator of the Euroclear system, and Clearstream Banking, *société anonyme*.

The date of this prospectus supplement is October 28, 2014.

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**IMPORTANT NOTICE ABOUT INFORMATION IN THIS PROSPECTUS SUPPLEMENT**

This document is in two parts. The first part is this prospectus supplement, which describes the specific terms of this offering and also adds to and updates information contained in the accompanying base prospectus and the documents incorporated by reference into this prospectus supplement and the base prospectus. The second part, the base prospectus, gives more general information about securities we may offer from time to time, some of which does not apply to this offering. Generally, when we refer only to the prospectus, we are referring to both parts combined, and when we refer to the accompanying base prospectus, we are referring to the base prospectus.

If the description of this offering varies between this prospectus supplement and the accompanying base prospectus, you should rely on the information in this prospectus supplement. This prospectus supplement, the accompanying base prospectus and the documents incorporated into each by reference include important information about us, the Notes being offered and other information you should know before investing. You should read this prospectus supplement and the accompanying base prospectus together with additional information described under the heading, *Where You Can Find Additional Information* before investing in the Notes.

We prepare our financial statements, including all of the financial statements incorporated by reference in this prospectus supplement, in U.S. dollars and in conformity with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB). We have a fiscal year end of December 31.

**We have authorized only the information contained or incorporated by reference in this prospectus supplement, the accompanying base prospectus and any free writing prospectus prepared by or on behalf of us or to which we have referred you. We have not, and any underwriters have not, authorized anyone to provide you with information that is different. We and the underwriters take no responsibility for, and can provide no assurance as to the reliability of, any information that others may give you. We are offering to sell, and seeking offers to buy, the Notes only in jurisdictions where offers and sales are permitted. The information contained in or incorporated by reference in this document is accurate only as of the date such information was issued, regardless of the time of delivery of this prospectus supplement or any sale of the Notes.**

**ENFORCEMENT OF CIVIL LIABILITIES**

We are a Marshall Islands company, and our principal executive office is located outside of the United States in Monaco, although we also have an office in New York. Some of our directors, officers and the experts named in this registration statement reside outside the United States. In addition, a substantial portion of our assets and the assets of certain of our directors, officers and experts are located outside of the United States. As a result, you may have difficulty serving legal process within the United States upon us or any of these persons. You may also have difficulty enforcing, both in and outside the United States, judgments you may obtain in United States courts against us or these persons.

**INDUSTRY AND MARKET DATA**

The discussions contained under the heading *The International Oil Tanker Shipping Industry* have been reviewed by Drewry Shipping Consultants Ltd., or Drewry, which has confirmed to us that they accurately describe the international oil tanker shipping market as of September 30, 2014.

The statistical and graphical information we use in this prospectus supplement has been compiled by Drewry from its database. Drewry compiles and publishes data for the benefit of its clients. Its methodologies for collecting data, and therefore the data collected, may differ from those of other sources, and its data does not reflect all or even necessarily

a comprehensive set of the actual transactions occurring in the market.

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**CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS**

Matters discussed in this document and the documents incorporated by reference herein may constitute forward-looking statements. The Private Securities Litigation Reform Act of 1995 provides safe harbor protections for forward-looking statements in order to encourage companies to provide prospective information about their business. Forward-looking statements include statements concerning plans, objectives, goals, strategies, future events or performance, and underlying assumptions and other statements, which are other than statements of historical facts.

We desire to take advantage of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 and are including this cautionary statement in connection with this safe harbor legislation. This document and the documents incorporated by reference herein may include forward-looking statements, which reflect our current views with respect to future events and financial performance. The words believe, anticipate, intend, estimate, forecast, project, plan, potential, may, should, expect and similar expressions identify forward-looking statements.

The forward-looking statements in this document and the documents incorporated by reference herein are based upon various assumptions, many of which are based, in turn, upon further assumptions, including without limitation, management's examination of historical operating trends, data contained in our records and other data available from third parties. Although we believe that these assumptions were reasonable when made, because these assumptions are inherently subject to significant uncertainties and contingencies which are difficult or impossible to predict and are beyond our control, we cannot assure you that we will achieve or accomplish these expectations, beliefs or projections.

In addition to these important factors and matters discussed elsewhere in this prospectus, and in the documents incorporated by reference in this prospectus, important factors that, in our view, could cause actual results to differ materially from those discussed in the forward-looking statements include the failure of counterparties to fully perform their contracts with us, the strength of world economies and currencies, general market conditions, including fluctuations in charterhire rates and vessel values, changes in demand in the tanker vessel markets, changes in the company's operating expenses, including bunker prices, drydocking and insurance costs, the fuel efficiency of our vessels, the market for our vessels, availability of financing and refinancing, charter counterparty performance, ability to obtain financing and comply with covenants in such financing arrangements, changes in governmental rules and regulations or actions taken by regulatory authorities including those that may limit the commercial useful lives of tankers, potential liability from pending or future litigation, general domestic and international political conditions, potential disruption of shipping routes due to accidents or political events, and other important factors described from time to time in the reports we file with the Securities and Exchange Commission, or the Commission, and the New York Stock Exchange, or NYSE. We caution readers of this prospectus supplement, the accompanying base prospectus and the documents incorporated by reference not to place undue reliance on these forward-looking statements, which speak only as of their dates. We undertake no obligation to update or revise any forward-looking statements. These forward-looking statements are not guarantees of our future performance, and actual results and future developments may vary materially from those projected in the forward-looking statements.



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**PROSPECTUS SUMMARY**

*This section summarizes some of the key information that is contained or incorporated by reference in this prospectus. It may not contain all of the information that may be important to you. As an investor or prospective investor, you should review carefully the entire prospectus, any free writing prospectus that may be provided to you in connection with the offering of our Notes and the information incorporated by reference in this prospectus, including the sections entitled Risk Factors on page S-17 of this prospectus supplement; on page 8 of the accompanying base prospectus in our Registration Statement on Form F-3, effective February 25, 2013; and in our Annual Report on Form 20-F for the fiscal year ended December 31, 2013, filed on March 31, 2014. Unless the context otherwise requires, when used in this prospectus supplement, the terms Scorpio Tankers, the Company, we, our and us refer to Scorpio Tankers Inc. and its subsidiaries. Scorpio Tankers Inc. refers only to Scorpio Tankers Inc. and not its subsidiaries. The financial information included or incorporated by reference into this prospectus represents our financial information and the operations of our subsidiaries. Unless otherwise indicated, all references to currency amounts in this prospectus are in U.S. dollars. Unless otherwise indicated, all information in this prospectus supplement assumes that the underwriters' option to purchase up to \$6.75 million aggregate additional principal amount of the Notes is not exercised.*

**Our Company**

We are engaged in seaborne transportation of refined petroleum products and crude oil in the international shipping markets. As of October 27, 2014, we operate a fleet consisting of 48 wholly-owned tankers (four LR2 tankers, two LR1 tankers, 10 Handymax tankers, 31 MR tankers, and one post-Panamax tanker) with a weighted average age of approximately 1.5 years, and 24 time chartered-in tankers (eight LR2, five LR1, four MR and seven Handymax tankers), which we refer to collectively as our Operating Fleet. In addition, as of the same date, we have contracts for the construction of 27 newbuilding product tankers (14 MR tankers, five Handymax ice class 1-A tankers and eight LR2 tankers), which we refer to as our Newbuilding Program. Of the vessels in our Newbuilding Program, 13 are expected to be delivered to us in 2014 and the remaining 14 are expected to be delivered to us in the first and second quarters of 2015. We also own approximately 16.3% of the outstanding shares of Dorian LPG Ltd., or Dorian, an international liquefied petroleum gas, or LPG, shipping company, which has an operating fleet of six LPG carriers (five of which are very large gas carriers, or VLGCs) and contracts for the construction of 17 fuel-efficient VLGC newbuildings from reputable shipyards.

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The following table sets forth certain information regarding our fleet as of October 27, 2014:

	<b>Vessel Name</b>	<b>Year Built</b>	<b>DWT</b>	<b>Ice class</b>	<b>Employment</b>	<b>Vessel type</b>
	<i>Owned vessels</i>					
1	STI Highlander	2007	37,145	1A	SHTP <sup>(1)</sup>	Handymax
2	STI Brixton	2014	38,000	1A	SHTP <sup>(1)</sup>	Handymax
3	STI Comandante	2014	38,000	1A	SHTP <sup>(1)</sup>	Handymax
4	STI Pimlico	2014	38,000	1A	Spot	Handymax
5	STI Hackney	2014	38,000	1A	SHTP <sup>(1)</sup>	Handymax
6	STI Acton	2014	38,000	1A	Spot	Handymax
7	STI Fulham	2014	38,000	1A	Spot	Handymax
8	STI Camden	2014	38,000	1A	Spot	Handymax
9	STI Battersea	2014	38,000	1A	Spot	Handymax
10	STI Wembley	2014	38,000	1A	Spot	Handymax
11	STI Amber	2012	52,000		SMRP <sup>(4)</sup>	MR
12	STI Topaz	2012	52,000		SMRP <sup>(4)</sup>	MR
13	STI Ruby	2012	52,000		SMRP <sup>(4)</sup>	MR
14	STI Garnet	2012	52,000		SMRP <sup>(4)</sup>	MR
15	STI Onyx	2012	52,000		SMRP <sup>(4)</sup>	MR
16	STI Sapphire	2013	52,000		SMRP <sup>(4)</sup>	MR
17	STI Emerald	2013	52,000		SMRP <sup>(4)</sup>	MR
18	STI Beryl	2013	52,000		SMRP <sup>(4)</sup>	MR
19	STI Le Rocher	2013	52,000		SMRP <sup>(4)</sup>	MR
20	STI Larvotto	2013	52,000		SMRP <sup>(4)</sup>	MR
21	STI Fontvieille	2013	52,000		SMRP <sup>(4)</sup>	MR
22	STI Ville	2013	52,000		SMRP <sup>(4)</sup>	MR
23	STI Duchessa	2014	52,000		SMRP <sup>(4)</sup>	MR
24	STI Opera	2014	52,000		SMRP <sup>(4)</sup>	MR
25	STI Texas City	2014	52,000		Time Charter <sup>(5)</sup>	MR
26	STI Meraux	2014	52,000		Time Charter <sup>(6)</sup>	MR
27	STI Chelsea	2014	52,000		SMRP <sup>(4)</sup>	MR
28	STI Lexington	2014	52,000		SMRP <sup>(4)</sup>	MR
29	STI San Antonio	2014	52,000		Time Charter <sup>(6)</sup>	MR
30	STI Venere	2014	52,000		SMRP <sup>(4)</sup>	MR
31	STI Virtus	2014	52,000		Spot	MR
32	STI Powai	2014	52,000		SMRP <sup>(4)</sup>	MR
33	STI Aqua	2014	52,000		Spot	MR
34	STI Dama	2014	52,000		SMRP <sup>(4)</sup>	MR
35	STI Olivia	2014	52,000		SMRP <sup>(4)</sup>	MR
36	STI Mythos	2014	52,000		Spot	MR
37	STI Benicia	2014	52,000		Time Charter <sup>(6)</sup>	MR
38	STI Regina	2014	52,000		Spot	MR
39	STI St. Charles	2014	52,000		Spot	MR
40	STI Mayfair	2014	52,000		Spot	MR
41	STI Yorkville	2014	52,000		Spot	MR
42	STI Harmony	2007	73,919	1A	SPTP <sup>(2)</sup>	LR1

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43	STI Heritage	2008	73,919	1A	SPTP <sup>(2)</sup>	LR1
44	Venice	2001	81,408	1C	SPTP <sup>(2)</sup>	Post-Panamax
45	STI Elysees	2014	109,999		SLR2P <sup>(3)</sup>	LR2
46	STI Madison	2014	109,999		SLR2P <sup>(3)</sup>	LR2
47	STI Park	2014	109,999		SLR2P <sup>(3)</sup>	LR2
48	STI Orchard	2014	109,999		SLR2P <sup>(3)</sup>	LR2
	Total owned DWT		2,660,387			

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	<b>Vessel Name</b>	<b>Year Built</b>	<b>DWT</b>	<b>Ice class</b>	<b>Employment</b>	<b>Vessel type</b>	<b>Daily Base Rate</b>	<b>Expiry<sup>(7)</sup></b>
	<i>Time chartered-in vessels</i>							
49	Kraslava	2007	37,258	1B	SHTP <sup>(1)</sup>	Handymax	\$13,650	18-May-15
50	Krisjanis Valdemars	2007	37,266	1B	SHTP <sup>(1)</sup>	Handymax	\$13,650	14-Apr-15 <sup>(8)</sup>
51	Jinan	2003	37,285		SHTP <sup>(1)</sup>	Handymax	\$12,600	28-Apr-15
52	Iver Prosperity	2007	37,412		SHTP <sup>(1)</sup>	Handymax	\$12,500	03-Mar-16 <sup>(9)</sup>
53	Histria Azure	2007	40,394		SHTP <sup>(1)</sup>	Handymax	\$13,550	04-Apr-15
54	Histria Coral	2006	40,426		SHTP <sup>(1)</sup>	Handymax	\$13,550	17-Jul-15
55	Histria Perla	2005	40,471		SHTP <sup>(1)</sup>	Handymax	\$13,550	15-Jul-15
56	Targale	2007	49,999		SMRP <sup>(4)</sup>	MR	\$14,850	17-May-15 <sup>(10)</sup>
57	Nave Orion	2013	49,999		SMRP <sup>(4)</sup>	MR	\$14,300	25-Mar-15 <sup>(11)</sup>
58	Gan-Trust	2013	51,561		SMRP <sup>(4)</sup>	MR	\$16,250	06-Jan-16 <sup>(12)</sup>
59	Usma	2007	52,684	1B	SMRP <sup>(4)</sup>	MR	\$14,500	03-Jan-15
60	SN Federica	2003	72,344		SPTP <sup>(2)</sup>	LR1	\$11,250	15-May-15 <sup>(13)</sup>
61	SN Azzura	2003	72,344		SPTP <sup>(2)</sup>	LR1	\$13,600	25-Dec-14
62	King Douglas	2008	73,666		SPTP <sup>(2)</sup>	LR1	\$14,000	08-Nov-15 <sup>(14)</sup>
63	Hellespont Progress	2006	73,728		SPTP <sup>(2)</sup>	LR1	\$15,000	18-Mar-15 <sup>(15)</sup>
64	FPMC P Eagle	2009	73,800		SPTP <sup>(2)</sup>	LR1	\$14,525	09-Sep-15
65	FPMC P Hero	2011	99,995		SLR2P <sup>(3)</sup>	LR2	\$15,250	02-May-15 <sup>(16)</sup>
66	FPMC P Ideal	2012	99,993		SLR2P <sup>(3)</sup>	LR2	\$15,500	09-Jan-15
67	Swarna Jayanti	2010	104,895		SLR2P <sup>(3)</sup>	LR2	\$15,000	11-Mar-15 <sup>(17)</sup>
68	TBN Densa Crocodile	2015	105,408		SLR2P <sup>(3)</sup>	LR2	\$21,050	30-Jan-16 <sup>(18)</sup>
69	Densa Alligator	2013	105,708		SLR2P <sup>(3)</sup>	LR2	\$17,550	17-Sep-15 <sup>(19)</sup>
70	Khawr Aladid	2006	106,003		SLR2P <sup>(3)</sup>	LR2	\$15,400	11-Jul-15
71	Fair Seas	2008	115,406		SLR2P <sup>(3)</sup>	LR2	\$17,500	10-Mar-15
72	Southport	2008	115,462		SLR2P <sup>(3)</sup>	LR2	\$15,700	10-Dec-14
	Total time chartered-in DWT		1,693,507					

**Table of Contents***Newbuildings currently under construction*

	<b>Vessel Name</b>	<b>Yard</b>	<b>DWT</b>	<b>Ice class</b>	<b>Vessel type</b>
	<i>Product tankers</i>				
73	Hull 2477 TBN STI Finchley	HMD <sup>(20)</sup>	38,000	1A	Handymax
74	Hull 2478 TBN STI Clapham	HMD <sup>(20)</sup>	38,000	1A	Handymax
75	Hull 2479 TBN STI Poplar	HMD <sup>(20)</sup>	38,000	1A	Handymax
76	Hull 2499 TBN STI Hammersmith	HMD <sup>(20)</sup>	38,000	1A	Handymax
77	Hull 2500 TBN STI Rotherhithe	HMD <sup>(20)</sup>	38,000	1A	Handymax
78	Hull 2445 TBN STI Milwaukee	HMD <sup>(20)</sup>	52,000		MR
79	Hull 2461 TBN STI Battery	HMD <sup>(20)</sup>	52,000		MR
80	Hull 2474 TBN STI Pontiac	HMD <sup>(20)</sup>	52,000		MR
81	Hull 2490 TBN STI Osceola	HMD <sup>(20)</sup>	52,000		MR
82	Hull 2492 TBN STI Notting Hill	HMD <sup>(20)</sup>	52,000		MR
83	Hull 2493 TBN STI Westminster	HMD <sup>(20)</sup>	52,000		MR
84	Hull 2475 TBN STI Seneca	HMD <sup>(20)</sup>	52,000		MR
85	Hull S1143 TBN STI Tribeca	SPP <sup>(21)</sup>	52,000		MR
86	Hull S1144 TBN STI Soho	SPP <sup>(21)</sup>	52,000		MR
87	Hull S1169 TBN STI Manhattan	SPP <sup>(21)</sup>	52,000		MR
88	Hull S1170 TBN STI Queens	SPP <sup>(21)</sup>	52,000		MR
89	Hull S1145 TBN STI Gramercy	SPP <sup>(21)</sup>	52,000		MR
90	Hull S1167 TBN STI Bronx	SPP <sup>(21)</sup>	52,000		MR
91	Hull S1168 TBN STI Brooklyn	SPP <sup>(21)</sup>	52,000		MR
92	Hull S706 TBN STI Sloane	HSHI <sup>(22)</sup>	109,999		LR2
93	Hull S709 TBN STI Condotti	HSHI <sup>(22)</sup>	109,999		LR2
94	Hull S710 TBN STI Veneto	HSHI <sup>(22)</sup>	109,999		LR2
95	Hull S715 TBN STI Oxford	HSHI <sup>(22)</sup>	109,999		LR2
96	Hull S716 TBN STI Connaught	HSHI <sup>(22)</sup>	109,999		LR2
97	Hull 5395 TBN STI Broadway	DSME <sup>(23)</sup>	109,999		LR2
98	Hull 5398 TBN STI Winnie	DSME <sup>(23)</sup>	109,999		LR2
99	Hull 5399 TBN STI Lauren	DSME <sup>(23)</sup>	109,999		LR2
	Total newbuilding product tankers DWT		1,797,992		

Total Fleet DWT

6,151,886

- (1) This vessel operates in or is expected to operate in the Scorpio Handymax Tanker Pool, or SHTP. SHTP is operated by Scorpio Commercial Management, or SCM. SHTP and SCM are related parties to the Company.
- (2) This vessel operates in or is expected to operate in the Scorpio Panamax Tanker Pool, or SPTP. SPTP is operated by SCM. SPTP is a related party to the Company.
- (3)

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This vessel operates in or is expected to operate in the Scorpio LR2 Pool, or SLR2P. SLR2P is operated by SCM. SLR2P is a related party to the Company.

- (4) This vessel operates in or is expected to operate in the Scorpio MR Pool, or SMRP. SMRP is operated by SCM. SMRP is a related party to the Company.
- (5) This vessel is on a time charter agreement for two years, which also contains a 50% profit sharing provision whereby we split all of the vessel's profits above the daily base rate with the charterer.
- (6) This vessel is on a time charter agreement for one year, which also contains a 50% profit sharing provision whereby we split all of the vessel's profits above the daily base rate with the charterer.
- (7) Redelivery from the charterer is plus or minus 30 days from the expiry date.

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- (8) The agreement also contains a 50% profit and loss sharing provision whereby we split all of the vessel's profits and losses above or below the daily base rate with the vessel's owner.
- (9) In September 2014, we declared an option to extend the charter for an additional year at \$13,500 per day effective March 3, 2015.
- (10) We have options to extend the charter for up to two consecutive one year periods at \$15,200 per day and \$16,200 per day, respectively.
- (11) We have an option to extend the charter for an additional year at \$15,700 per day.
- (12) The daily base rate for the first year was \$15,750 per day, the rate for the second year is \$16,250 per day, and the rate for the third year is \$16,750 per day. We have options to extend the charter for up to two consecutive one year periods at \$17,500 per day and \$18,000 per day, respectively.
- (13) We have an option to extend the charter for an additional year at \$12,500 per day. We have also entered into an agreement with the vessel's owner whereby we split all of the vessel's profits above the daily base rate.
- (14) In September 2014, we declared an option to extend the charter for an additional year at \$15,000 per day effective November 8, 2014.
- (15) We have options to extend the charter for up to two consecutive one year periods at \$16,250 per day and \$17,250 per day, respectively.
- (16) In September 2014, we declared an option to extend the charter for an additional six months at \$15,500 per day effective November 2, 2014.
- (17) We have an option to extend the charter for an additional six months at \$16,250 per day.
- (18) This vessel is currently under construction and is scheduled to be delivered in January 2015. We have an option to extend the charter for an additional year at \$22,600 per day.
- (19) In July 2014, we declared an option to extend the charter for an additional twelve months. Under the option the rate increased from \$16,500 per day to \$17,550 per day on September 17, 2014.
- (20) These newbuilding vessels are being constructed at Hyundai Mipo Dockyard Co. Ltd. of South Korea, or HMD. Six vessels are expected to be delivered in 2014 and six vessels in the first and second quarters of 2015.
- (21) These newbuilding vessels are being constructed at SPP Shipbuilding Co., Ltd. of South Korea, or SPP. Three vessels are expected to be delivered in 2014 and four vessels in the first and second quarters of 2015.
- (22) These newbuilding vessels are being constructed at Hyundai Samho Heavy Industries Co., Ltd. or HSHI. Three vessels are expected to be delivered in 2014 and two vessels in the first quarter of 2015.
- (23) These newbuilding vessels are being constructed at Daewoo Shipbuilding and Marine Engineering, or DSME. One vessel is expected to be delivered in the fourth quarter of 2014 and two vessels in the second quarter of 2015.

**RECENT DEVELOPMENTS**

*Newbuilding vessel acquisition*

In August 2014, we reached an agreement with an unrelated third party to purchase an MR product tanker that was then under construction at SPP. The purchase price of the vessel is \$37.1 million and we took delivery of the vessel in September 2014.

**Table of Contents***Newbuilding vessel deliveries*

The following table sets forth our vessel deliveries under our Newbuilding Program from June 30, 2014 through and including October 27, 2014.

	<b>Name</b>	<b>Month delivered</b>	<b>Type</b>
1	<i>STI Powai</i>	July 2014	MR
2	<i>STI Aqua</i>	July 2014	MR
3	<i>STI Pimlico</i>	July 2014	Handymax
4	<i>STI Elysees</i>	July 2014	LR2
5	<i>STI Dama</i>	August 2014	MR
6	<i>STI Olivia</i>	August 2014	MR
7	<i>STI Mythos</i>	August 2014	MR
8	<i>STI Hackney</i>	August 2014	Handymax
9	<i>STI Acton</i>	September 2014	Handymax
10	<i>STI Fulham</i>	September 2014	Handymax
11	<i>STI Camden</i>	September 2014	Handymax
12	<i>STI Benicia<sup>(1)</sup></i>	September 2014	MR
13	<i>STI Regina</i>	September 2014	MR
14	<i>STI St. Charles</i>	September 2014	MR
15	<i>STI Madison</i>	September 2014	LR2
16	<i>STI Park</i>	September 2014	LR2
17	<i>STI Orchard</i>	September 2014	LR2
18	<i>STI Mayfair</i>	October 2014	MR
19	<i>STI Yorkville</i>	October 2014	MR
20	<i>STI Battersea</i>	October 2014	Handymax
21	<i>STI Wembley</i>	October 2014	Handymax

- (1) After delivery, this vessel began a one year time charter at a rate level consistent with current one year time charter contracts which includes a profit sharing mechanism whereby earnings in excess of the base time charter rate are split between the charterer and us.

*Dividend Payment*

On July 28, 2014, our board of directors declared a quarterly cash dividend of \$0.10 per share, which was paid on September 10, 2014 to all shareholders of record as of August 22, 2014.

*Stock Buyback Program*

In July 2014, our board of directors approved a new stock buyback program with authorization to purchase up to \$150 million of shares of our common stock. This program replaced our stock buyback program that was approved in June 2014.

During 2014 (through and including October 27, 2014), we acquired 36,729,136 common shares that are being held as treasury shares, which includes (i) 19,101,536 common shares that were purchased in the open market at an average



price of \$9.06 per share, (ii) 7,500,000 common shares that were acquired in exchange for 3,422,665 shares in Dorian owned by us and (iii) 10,127,600 common shares that were acquired in conjunction with our offering of \$360 million of Convertible Senior Notes. As of October 27, 2014, the remaining amount under our stock buyback program is \$82.5 million.

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We expect to repurchase shares under the buy-back program in the open market, at times and prices that we consider to be appropriate, but are not obligated under the terms of the program to repurchase any shares.

*Time Chartered-in Vessels*

In July 2014, we extended the time charter on an LR2 tanker that is currently time chartered-in. The term of the agreement is for one year at \$17,550 per day beginning in September 2014.

In August 2014, we extended the time charter on an LR2 tanker that is currently time chartered-in. The term of the agreement is for six months at \$17,500 per day beginning in September 2014.

In August 2014, we extended the time charter on an LR2 tanker that is currently time chartered-in. The term of the agreement is for six months at \$15,500 per day effective November 2014.

In September 2014, we extended the time charter on an Handymax tanker that is currently time chartered-in. The term of the agreement is for an additional year at \$13,500 per day beginning in March 2015.

In September 2014, we extended the time charter on an LR1 tanker that is currently time chartered-in. The term of the agreement is for one year at \$15,000 per day beginning in November 2014.

In September 2014, we time chartered-in an LR2 tanker that is currently under construction in South Korea with delivery expected in January 2015. Upon delivery from the shipyard, the vessel will be chartered-in for one year at \$21,050 per day. We also have an option to extend the charter for one year at \$22,600 per day.

*Debt drawdowns*

We made the following drawdowns from our credit facilities in July, August, September and October 2014:

		<b>Drawdown amount</b> <b>(in \$</b>		
	<b>Credit facility</b>	<b>millions)</b>	<b>Drawdown date</b>	<b>Collateral</b>
1	2013 Credit Facility	\$ 19.8	July 2014	STI Aqua
2	2013 Credit Facility	19.8	August 2014	STI Dama
3	2013 Credit Facility	19.5	August 2014	STI Mythos
4	2013 Credit Facility	19.5	August 2014	STI Benicia
5	2013 Credit Facility	19.8	September 2014	STI Regina
6	2013 Credit Facility	19.5	September 2014	STI St. Charles
7	2013 Credit Facility	19.5	October 2014	STI Yorkville
8	2013 Credit Facility	18.0	October 2014	STI Wembley
9	KEXIM Credit Facility	18.8	July 2014	STI Pimlico
10	KEXIM Credit Facility	30.3	July 2014	STI Elysees
11	KEXIM Credit Facility	30.3	August 2014	STI Madison
12	KEXIM Credit Facility	18.8	September 2014	STI Hackney
13	KEXIM Credit Facility	19.0	September 2014	STI Acton
14	KEXIM Credit Facility	18.8	September 2014	STI Fulham
15	KEXIM Credit Facility	30.3	September 2014	STI Park

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16	KEXIM Credit Facility	29.7	September 2014	STI Orchard
17	KEXIM Credit Facility	18.8	September 2014	STI Camden
18	K-Sure Credit Facility	19.8	July 2014	STI Powai
19	K-Sure Credit Facility	19.8	August 2014	STI Olivia
20	K-Sure Credit Facility	20.4	October 2014	STI Mayfair
21	K-Sure Credit Facility	18.9	October 2014	STI Battersea

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*KEXIM Guaranteed Notes due 2019*

On July 18, 2014, Seven and Seven Ltd., an exempted company incorporated with limited liability under the laws of the Cayman Islands (the Issuer), completed an offering of \$125,250,000 in aggregate principal amount of floating rate guaranteed notes due 2019 (the KEXIM Notes) in a private offering to qualified institutional buyers in accordance with Rule 144A of the Securities Act and in offshore transactions complying with Regulation S of the Securities Act. The KEXIM Notes were issued in connection with our KEXIM Credit Facility and will reduce KEXIM's funding obligations and our borrowing costs under such facility by 1.55% per year. Seven and Seven Ltd. was incorporated for the purpose of facilitating this transaction and servicing the bonds until maturity.

Payment of 100% of all regularly scheduled installments of principal of, and interest on, the KEXIM Notes are guaranteed by The Export-Import Bank of Korea (KEXIM), a statutory juridical entity established under The Export-Import Bank of Korea Act of 1969, as amended, in the Republic of Korea.

The proceeds from the initial sale of the KEXIM Notes were deposited into a deposit account and were periodically distributed, subject to the satisfaction or waiver of applicable conditions, to the facility agent under our KEXIM Credit Facility to finance advances to the borrowers thereunder to fund a portion of the purchase price of 18 new vessels, 10 of which are Handymax tankers and eight of which are LR2 tankers. Seven ice class Handymax tankers, *STI Comandante*, *STI Brixton*, *STI Pimlico*, *STI Hackney*, *STI Acton*, *STI Fulham* and *STI Camden* and four LR2 tankers, *STI Elysees*, *STI Madison*, *STI Park* and *STI Orchard* were delivered between May and September 2014. The remaining seven vessels are expected to be delivered to the respective borrowers between November 2014 and December 2014.

The KEXIM Notes are currently listed on the Singapore Exchange Securities Trading Limited (the SGX-ST). The KEXIM Notes are not listed on any other securities exchange, listing authority or quotation system.

*2013 Equity Incentive Plan*

In September 2014, we amended the 2013 Equity Incentive Plan to increase the number of common shares eligible for issuance by 1,088,131 common shares. All other terms of the plan remained unchanged.

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*Results for the three and nine months ended September 30, 2014 and 2013*

The table below sets forth our unaudited Condensed Consolidated statement of profit or loss for the three and nine months ended September 30, 2014 and 2013. The interim financial data is not necessarily indicative of future results and should be read in conjunction with our consolidated financial statements and related notes included in our Annual Report on Form 20-F for the year ended December 31, 2013, which is incorporated by reference in this prospectus supplement.

**Scorpio Tankers Inc. and Subsidiaries**

**Condensed Consolidated Statement of Profit or Loss**

**(unaudited)**

<b>In thousands of U.S. dollars</b>	<b>For the three months</b>		<b>For the nine months</b>	
	<b>ended September 30,</b>		<b>ended</b>	
<b>except per share and share data</b>	<b>2014</b>	<b>2013</b>	<b>2014</b>	<b>2013</b>
<b>Revenue</b>				
Vessel revenue	\$ 82,891	\$ 57,756	\$ 217,070	\$ 154,213
<b>Operating expenses</b>				
Vessel operating costs	(20,933)	(11,137)	(47,683)	(27,635)
Voyage expenses	(902)	(1,249)	(5,427)	(3,782)
Charterhire	(32,941)	(31,877)	(109,334)	(79,345)
Depreciation	(11,574)	(6,377)	(24,896)	(16,665)
General and administrative expenses	(11,676)	(6,522)	(34,300)	(14,571)
Gain on sale of VLCCs			51,419	
Gain on sale of Dorian shares			10,924	
<b>Total operating expenses</b>	<b>(78,026)</b>	<b>(57,162)</b>	<b>(159,297)</b>	<b>(141,998)</b>
<b>Operating income</b>	<b>4,865</b>	<b>594</b>	<b>57,773</b>	<b>12,215</b>
<b>Other (expense) and income, net</b>				
Financial expenses	(6,683)	(448)	(7,554)	(2,323)
Realized gain on derivative financial instruments		3	17	25
Unrealized gain on derivative financial instruments	75	118	187	483
Financial income	103	400	172	950
Share of income from associate	462		1,036	
Other expenses, net	19		(34)	(106)
<b>Total other expense, net</b>	<b>(6,024)</b>	<b>73</b>	<b>(6,176)</b>	<b>(971)</b>
<b>Net (loss) / income</b>	<b>\$ (1,159)</b>	<b>\$ 667</b>	<b>\$ 51,597</b>	<b>\$ 11,244</b>

**Earnings / (loss) per share**

Basic	\$ (0.01)	\$ 0.00	\$ 0.29	\$ 0.08
Diluted	\$ (0.01)	\$ 0.00	\$ 0.28	\$ 0.08

**Corporate Information**

We are a Marshall Islands corporation with principal executive offices at 9, Boulevard Charles III Monaco 98000. Our telephone number at that address is 377-9798-5716. We also maintain an office at 150 East 58<sup>th</sup> Street, New York, NY 10155 and our telephone number at this address is 212-542-1616. We maintain a website on the Internet at <http://www.scorpiotankers.com>. The information on our website is not incorporated by reference into this prospectus supplement and does not constitute a part of this prospectus supplement.

Table of Contents**THE OFFERING**

The summary below describes the principal terms of the Notes. Certain of the terms and conditions described below are subject to important limitations and exceptions. See [Description of Notes](#) for a more detailed description of the terms and conditions of the Notes.

Issuer	Scorpio Tankers Inc., a Marshall Islands corporation.
Securities Offered	\$45.0 million aggregate principal amount (plus up to an additional \$6.75 million aggregate principal amount pursuant to an option granted to the underwriters) of our 7.50% Senior Notes due 2017, 2017 issued in minimum denominations of \$25.00 and integral multiples of \$25.00 in excess thereof.
Issue Date	October 31, 2014
Maturity Date	The Notes will mature on October 15, 2017.
Interest	The Notes will bear interest from the date of original issue until maturity at a rate of 7.50% per year, payable quarterly in arrears on January, April, July and October commencing on January 15, 2015.
Use of Proceeds	We intend to use the net proceeds of the sale of our Notes, which are expected to total approximately \$43.4 million after deducting underwriting discounts and commissions and estimated offering expenses (or approximately \$49.9 million if the underwriters exercise their option to purchase additional Notes in full), for general corporate purposes and working capital, which may include the acquisition of additional new or secondhand vessels. We can provide no assurance that we will be able to identify additional vessels to acquire or that we will be able to complete the acquisition of vessels that we are able to identify. Please read <a href="#">Use of Proceeds</a> .
Ranking	The Notes will be our senior unsecured obligations and will rank senior to any of our future subordinated debt and rank equally in right of payment with all of our existing and future senior unsecured debt. Our Notes will effectively rank junior to our existing and future secured debt, to the extent of the value of the assets securing such debt, as well as to existing and future debt of our subsidiaries. As of June 30, 2014, we had \$891.3 million of outstanding indebtedness (of which \$477.5 million was secured and \$413.8 million was unsecured) and as of October 27, 2014, we had \$1.3

billion of outstanding indebtedness (of which \$918.2 million was secured and \$413.8 million was unsecured).

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No Security or Guarantees	None of our obligations under our Notes will be secured by collateral or guaranteed by any of our subsidiaries, affiliates or any other persons.
Change of Control	Upon the occurrence of certain change of control events (as defined in the indenture governing the Notes), you will have the right, as a holder of the Notes, to require us to repurchase some or all of your Notes at 101% of the principal amount, plus accrued and unpaid interest to, but excluding, the repurchase date. For additional information, please read Description of Notes Change of Control Permits Holders to Require us to Purchase Notes.
Covenants	The indenture governing our Notes contains certain restrictive covenants, including covenants that require us to limit the amount of debt we incur, maintain a certain minimum net worth, and provide certain reports. These covenants are subject to important exceptions and qualifications. For additional information, please read Description of Notes.
Additional Notes	We may reopen our Notes at any time without the consent of the holders of our Notes and issue additional notes with the same terms as our Notes (except the issue price, issue date and initial interest payment date), which will thereafter constitute a single fungible series with our Notes, provided that if the additional notes are not fungible with our Notes for U.S. federal income tax purposes, such additional notes will have a separate CUSIP number.
Ratings	The Notes will not be rated by any nationally recognized statistical rating organization.
Listing	We have applied to list our Notes for trading on The New York Stock Exchange, or NYSE, under the symbol SBNB. If the application is approved, trading of our Notes on NYSE is expected to begin within 30 days after the original issue date of our Notes. The underwriters have advised us that they intend to make a market in our Notes prior to commencement of any trading on NYSE. However, the underwriters will have no obligation to do so, and no assurance can be given that a market for our Notes will develop prior to commencement of trading on NYSE or, if developed, will be maintained.
Form	Our Notes will be represented by one or more permanent global notes, which will be deposited with the trustee as custodian for The Depository

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Trust Company, or DTC, and registered in the name of a nominee designated by DTC. Holders of Notes may elect to hold interests in a global Note only in the manner described in this prospectus supplement. Any such interest may not be exchanged for certificated securities except in limited circumstances described in this prospectus supplement. For additional information, please read Description of Notes Book-entry System; Delivery and Form in this prospectus supplement.

Additional Amounts; Tax Redemption

Any payments made by us with respect to the Notes will be made without withholding or deduction for or on account of taxes unless required by law. If we are required by law to withhold or deduct amounts for or on account of tax imposed by a taxing authority of a jurisdiction where we are a resident or certain other jurisdictions with respect to a payment to the holders of Notes, we will, subject to certain exceptions, pay the additional amounts necessary so that the net amount received by the holders of the Notes after the withholding or deduction is not less than the amount that they would have received in the absence of the withholding or deduction. See Description of Notes Additional Amounts.

In the event of certain changes of law or official positions of certain taxing authorities that trigger requirements discussed immediately above that we pay additional amounts, we may redeem the Notes in whole, but not in part, at any time, upon not less than 30 nor more than 60 days notice at a redemption price of 100% of the principal amount, plus accrued and unpaid interest, if any, and additional amounts, if any, to, but excluding, the date of redemption. See Description of Notes Optional Redemption for Changes in Withholding Taxes.

Settlement

Delivery of our Notes offered hereby will be made against payment therefor on or about October 31, 2014.

Risk Factors

An investment in our Notes involves risks. You should consider carefully the factors set forth in the section of this prospectus entitled Risk Factors beginning on page S-17 of this prospectus supplement and on page 8 of the accompanying base prospectus to determine whether an investment in our Notes is appropriate for you.

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**Table of Contents****SUMMARY HISTORICAL CONSOLIDATED FINANCIAL AND OPERATING DATA**

The following tables set forth our summary consolidated financial and other operating data as of and for six months ended June 30, 2014 and 2013 and as of and for the years ended December 31, 2013, 2012 and 2011. The summary data as of and for the six months ended June 30, 2014 and 2013 is derived from our unaudited interim financial statements which have been prepared in accordance with International Accounting Standards IAS 34 Interim Financial Reporting, or IAS 34 and are incorporated by reference herein. The summary data as of and for the years ended December 31, 2013, 2012 and 2011 is derived from our audited consolidated financial statements, which have been prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB) and are incorporated by reference herein.

<b>In thousands of U.S. dollars</b>	<b>For the year ended December 31,</b>			<b>For the six months ended</b>	
<b>except per share and share data</b>	<b>2013</b>	<b>2012</b>	<b>2011</b>	<b>June 30,</b>	<b>2013</b>
<b>Consolidated income statement data</b>					
<b>Revenue:</b>					
Vessel revenue	\$ 207,580	\$ 115,381	\$ 82,110	\$ 134,179	\$ 96,457
<b>Operating expenses:</b>					
Vessel operating costs	(40,204)	(30,353)	(31,370)	(26,750)	(16,498)
Voyage expenses	(4,846)	(21,744)	(6,881)	(4,525)	(2,533)
Charterhire	(115,543)	(43,701)	(22,750)	(76,393)	(47,469)
Impairment <sup>(1)</sup>			(66,611)		
Depreciation	(23,595)	(14,818)	(18,460)	(13,322)	(10,288)
General and administrative expenses	(25,788)	(11,536)	(11,637)	(22,615)	(8,049)
Write down of vessels held for sale and loss from sales of vessels <sup>(2)</sup>	(21,187)	(10,404)			
Gain on sale of VLGCs <sup>(3)</sup>	41,375				
Gain on sale of VLCCs <sup>(4)</sup>				51,419	
Gain on sale of Dorian shares <sup>(5)</sup>				10,924	
<b>Total operating expenses</b>	<b>(189,788)</b>	<b>(132,556)</b>	<b>(157,709)</b>	<b>(81,262)</b>	<b>(84,837)</b>
<b>Operating (loss)/income</b>	<b>17,792</b>	<b>(17,175)</b>	<b>(75,599)</b>	<b>52,917</b>	<b>11,620</b>
<b>Other income and expense:</b>					
Financial expenses	(2,705)	(8,512)	(7,060)	(871)	(1,875)
Realized gain on derivative financial instruments	3	443		17	23
Unrealized gain / (loss) on derivative financial instruments	567	(1,231)		112	365
Financial income	1,147	35	51	69	550
Share of profit from associate	369			573	
Other expense, net	(158)	(97)	(119)	(53)	(107)
<b>Total other income and expense</b>	<b>(777)</b>	<b>(9,362)</b>	<b>(7,128)</b>	<b>(153)</b>	<b>(1,044)</b>

<b>Net income / (loss)</b>	\$	17,015	(\$	26,537)	(\$	82,727)	\$	52,764	\$	10,576
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**Earnings / (loss) per common share: <sup>(6)</sup>**

Basic earnings / (loss) per share	\$	0.12	(\$	0.64)	(\$	2.88)	\$	0.28	\$	0.09
Diluted earnings / (loss) per share	\$	0.11	(\$	0.64)	(\$	2.88)	\$	0.28	\$	0.09
Basic weighted average shares outstanding		146,504,055		41,413,339		28,704,876		187,563,892		114,037,469
Diluted weighted average shares outstanding		148,339,378		41,413,339		28,704,876		190,849,841		114,760,269

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In thousands of U.S. dollars	As of December 31,			As of June 30,
	2013	2012	2011	2014
<b>Balance sheet data</b>				
Cash and cash equivalents	\$ 78,845	\$ 87,165	\$ 36,833	\$ 357,307
Vessels and drydock	530,270	395,412	322,458	903,596
Vessels under construction	649,526	50,251	60,333	610,655
Total assets	1,646,676	573,280	448,230	2,161,413
Current and non-current debt <sup>(7)</sup>	167,129	142,459	145,568	807,451
Shareholders equity	1,450,723	414,790	286,853	1,332,273

In thousands of U.S. dollars	For the year ended December 31,			For the six months ended June 30,	
	2013	2012	2011	2014	2013
<b>Cash flow data</b>					
Net cash inflow/(outflow)					
Operating activities	(\$ 5,655)	(\$ 1,928)	(\$ 12,452)	\$ 18,614	(\$ 7,037)
Investing activities	(935,101)	(90,155)	(122,573)	(241,340)	(323,548)
Financing activities	932,436	142,415	103,671	501,188	764,269

- (1) In the years ended December 31, 2011, we recorded an impairment charge of \$66.6 million for 12 owned vessels.
- (2) Write down of vessels held for sale and loss from sales of vessels of \$21.2 million for the year ended December 31, 2013 relates to the designation of *Noemi*, *Senatore*, *Venice* and *STI Spirit* as held-for-sale and the corresponding write-down to the lower of their carrying value and fair value less costs to sell at that date. Loss from sale of vessels for the year ended December 31, 2012 of \$10.4 million was the result of the sales of *STI Conqueror*, *STI Matador*, *STI Gladiator*, *STI Coral* and *STI Diamond* during that period.
- (3) In November 2013, we sold our VLGC business, which included 11 VLGC newbuilding contracts, to Dorian LPG Ltd in exchange for newly issued shares that represented 30% of Dorian outstanding shares at the closing date. We recorded a gain of \$41.4 million as a result of the sale.
- (4) In March 2014, we sold seven VLCCs under construction for cash and recorded a gain of \$51.4 million.
- (5) In May 2014, we acquired from one of our existing shareholders 7,500,000 of our common shares in exchange for 3,422,665 common shares of Dorian in a privately negotiated transaction. As a result of this transaction, we recognized a gain of approximately \$10.9 million and our ownership percentage of Dorian decreased to 16.3% from 25.7%.
- (6) Basic earnings per share is calculated by dividing the net income/ (loss) attributable to equity holders of the parent by the weighted average number of common shares outstanding. Diluted earnings per share are calculated by adjusting the net income/(loss) attributable to equity holders of the parent and the weighted average number of common shares used for calculating basic earnings per share for the effects of all potentially dilutive shares. Such potentially dilutive common shares are excluded when the effect would be to increase earnings per share or reduce a loss per share.
- (7) Current and non-current debt are shown net of deferred financing fees of \$2.5 million, \$3.4 million, \$5.3 million, \$22.5 million and \$2.7 million as of December 31, 2013, 2012, 2011 and June 30, 2014 and 2013, respectively.

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The following table sets forth our other operating data. This data should be read in conjunction with our consolidated financial statements and related notes for the six months ended June 30, 2014 and 2013, included in our report on Form 6-K filed with the Commission on October 28, 2014 and incorporated by reference herein, and the consolidated financial statements and related notes, included in our annual report on Form 20-F for the year ended December 31, 2013, filed with the Commission on March 31, 2014 and incorporated by reference herein.

	For the year ended December 31,			For the six months ended June 30,	
	2013	2012	2011	2014	2013
<b>Average Daily Results</b>					
Time charter equivalent per day <sup>(1)</sup>	\$ 14,369	\$ 12,960	\$ 12,898	\$ 14,339	\$ 15,943
Vessel operating costs per day <sup>(2)</sup>	6,781	7,605	7,581	7,052	6,529
<i>Aframax/LR2</i>					
TCE per revenue day <sup>(1)</sup>	12,718	10,201	14,951	14,986	14,680
Vessel operating costs per day <sup>(2)</sup>	8,203	8,436	6,960	8,233	7,131
<i>Panamax/LR1</i>					
TCE per revenue day <sup>(1)</sup>	12,599	14,264	14,743	16,556	13,600
Vessel operating costs per day <sup>(2)</sup>	7,756	7,714	7,891	8,729	7,264
<i>MR</i>					
TCE per revenue day <sup>(1)</sup>	16,546	12,289	12,092	13,066	18,000
Vessel operating costs per day <sup>(2)</sup>	6,069	6,770	6,748	6,462	5,905
<i>Handymax</i>					
TCE per revenue day <sup>(1)</sup>	12,862	13,069	11,343	14,421	14,979
Vessel operating costs per day <sup>(2)</sup>	6,852	7,594	7,619	8,464	6,453
<b>Fleet data <sup>(3)</sup></b>					
Average number of owned vessels	15.9	10.8	11.3	20.9	13.7
Average number of time chartered-in vessels	22.9	9.2	5.0	29.1	19.0
<b>Drydock</b>					
Expenditures for drydock (in thousands of U.S. dollars)		\$ 2,869	\$ 2,624	\$ 1,290	

- (1) Freight rates are commonly measured in the shipping industry in terms of time charter equivalent per revenue day, or TCE Revenues. Vessels in the pool and on time charter do not have voyage expenses; therefore, the revenue for pool vessels and time charter vessels is the same as their TCE Revenue. TCE Revenue is calculated by subtracting voyage expenses, including bunkers and port charges, from vessel revenue and dividing the net amount (time charter equivalent revenues) by the number of revenue days in the period. Revenue days are the number of days the vessel is owned less the number of days the vessel is off-hire for drydock and repairs. We report TCE revenues, a non-IFRS measure, because (i) we believe it provides additional meaningful information in conjunction with voyage revenues and voyage expenses, the most directly comparable IFRS measure, (ii) it assists our management in making decisions regarding the deployment and use of our vessels and in evaluating their financial performance, (iii) it is a standard shipping industry performance measure used primarily to compare period-to-period changes in a shipping company's performance irrespective of changes in the mix of



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charter types (i.e., spot charters, time charters and bareboat charters) under which the vessels may be employed between the periods, and (iv) we believe that it presents useful information to investors. Please see our annual report on Form 20-F for the year ended December 31, 2013, which is incorporated by reference herein, for a discussion of TCE Revenue, revenue days and voyage expenses.

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- (2) Vessel operating costs per day represent vessel operating costs, as such term is defined in our annual report on Form 20-F for the year ended December 31, 2013, which is incorporated by reference herein, divided by the number of days the vessel is owned during the period.
- (3) For a definition of items listed under Fleet Data, please see our annual report on Form 20-F for the year ended December 31, 2013, which is incorporated by reference herein.

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**RISK FACTORS**

**Risks of Investing in our Notes and Risks Related to our Other Indebtedness**

*Your investment in our Notes is subject to our credit risk.*

Our Notes are unsubordinated unsecured general obligations of ours and are not, either directly or indirectly, an obligation of any third party. Our Notes will rank equally with all of our other unsecured and unsubordinated debt obligations, except as such obligations may be preferred by operation of law. Any payment to be made on our Notes, including the return of the principal amount at maturity or any redemption date, as applicable, depends on our ability to satisfy our obligations as they come due. As a result, our actual and perceived creditworthiness may affect the market value of our Notes and, in the event we were to default on our obligations, you may not receive the amounts owed to you under the terms of our Notes.

*Our debt levels may limit our flexibility in obtaining additional financing and in pursuing other business opportunities.*

As of October 27, 2014, we had \$1.3 billion of total outstanding indebtedness and \$0.7 billion of availability under our credit facilities. The amount of our outstanding borrowings under our debt facilities will increase following drawdowns in connection with the completion of our acquisition of the 27 vessels in our Newbuilding Program that we have contracted to purchase. In addition, we may enter into new debt arrangements or issue additional debt securities in the future. So long as our net borrowings do not equal or exceed 70% of our total assets, the indenture under which the Notes will be issued will permit us to incur additional indebtedness without limitation. Our level of debt could have important consequences to us, including the following:

our ability to obtain additional financing, if necessary, for working capital, capital expenditures, acquisitions or other purposes may be impaired or such financing may not be available on favorable terms;

we may need to use a substantial portion of our cash from operations to make charter hire payments or principal and interest payments relating to our debt obligations, reducing the funds that would otherwise be available for operations and future business opportunities;

our debt level could make us more vulnerable than our competitors with less debt to competitive pressures or a downturn in our business or the economy generally; and

our debt level may limit our flexibility in responding to changing business and economic conditions. Our ability to service our debt and charter hire obligations will depend upon, among other things, our financial and operating performance, which will be affected by prevailing economic conditions and financial, business, regulatory and other factors, some of which are beyond our control. If our results of operations are not sufficient to service our current or future indebtedness and charter hire obligations, we will be forced to take actions such as reducing dividends, reducing or delaying our business activities, acquisitions, investments or capital expenditures, selling assets, restructuring or refinancing our debt, or seeking additional equity capital or bankruptcy protection. We may not be able to effect any of these remedies on satisfactory terms, or at all.

*Our subsidiaries conduct the substantial majority of our operations and own our operating assets, and your right to receive payments on our Notes is structurally subordinated to the rights of the lenders of our subsidiaries.*

Our subsidiaries conduct the substantial majority of our operations and own our operating assets. As a result, our ability to make required payments on our Notes depends in part on the operations of our subsidiaries and our subsidiaries' ability to distribute funds to us. To the extent our subsidiaries are unable to distribute, or are restricted from distributing, funds to us, we may be unable to fulfill our obligations under our Notes. Our subsidiaries are separate and distinct legal entities and have no obligation, contingent or otherwise, to pay amounts due on our Notes or to make funds available for that purpose. Our Notes will not be guaranteed by any of our subsidiaries or any other person.

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The rights of holders of our Notes will be structurally subordinated to the rights of our subsidiaries' lenders. A default by a subsidiary under its debt obligations would result in a block on distributions from the affected subsidiary to us. Our Notes will be effectively junior to all existing and future liabilities of our subsidiaries. In the event of a bankruptcy, liquidation or reorganization of any of our subsidiaries, creditors of our subsidiaries will generally be entitled to payment of their claims from the assets of those subsidiaries before any assets are made available for distribution to us. As of June 30, 2014, we had \$891.3 million of outstanding indebtedness (of which \$477.5 million was secured and \$413.8 million was unsecured) and as of October 27, 2014, we had \$1.3 billion of outstanding indebtedness (of which \$918.2 million was secured and \$413.8 million was unsecured).

*Our Notes will be unsecured obligations and will be effectively subordinated to our secured debt.*

Our Notes are unsecured and therefore will be effectively subordinated to any secured debt we maintain or may incur to the extent of the value of the assets securing the debt. In the event of a bankruptcy or similar proceeding involving us, the assets that serve as collateral will be available to satisfy the obligations under any secured debt before any payments are made on our Notes. As of June 30, 2014, we had \$891.3 million of outstanding indebtedness (of which \$477.5 million was secured and \$413.8 million was unsecured) and as of October 27, 2014, we had \$1.3 billion of outstanding indebtedness (of which \$918.2 million was secured and \$413.8 million was unsecured). Please read

Description of Other Indebtedness. We will continue to have the ability to incur additional secured debt, subject to limitations in our credit facilities and the indenture relating to our Notes.

*We may not have the ability to raise the funds necessary to purchase our Notes as required upon a change of control, and our existing and future debt may contain limitations on our ability to purchase our Notes.*

Following a change of control as described under Description of Notes Change of Control Permits Holders to Require us to Purchase Notes, holders of Notes will have the right to require us to purchase their Notes for cash. A change of control may also constitute an event of default or prepayment under, and result in the acceleration of the maturity of, our then existing indebtedness. We cannot assure you that we will have sufficient financial resources, or will be able to arrange financing, to pay the change of control purchase price in cash with respect to any Notes surrendered by holders for purchase upon a change of control. In addition, restrictions in our then existing credit facilities or other indebtedness, if any, may not allow us to purchase the Notes upon a change of control. Our failure to purchase the Notes upon a change of control when required would result in an event of default with respect to the Notes which could, in turn, constitute a default under the terms of our other indebtedness, if any. If the repayment of the related indebtedness were to be accelerated after any applicable notice or grace periods, we may not have sufficient funds to repay the indebtedness and purchase the Notes.

*Some significant restructuring transactions may not constitute a change of control, in which case we would not be obligated to offer to purchase the Notes.*

Upon the occurrence of a change of control, you have the right to require us to purchase your Notes. However, the change of control provisions will not afford protection to holders of Notes in the event of certain transactions that could adversely affect the Notes. For example, transactions such as leveraged recapitalizations, refinancings or certain restructurings would not constitute a change of control requiring us to repurchase the Notes. In the event of any such transaction, holders of the Notes would not have the right to require us to purchase their Notes, even though each of these transactions could increase the amount of our indebtedness, or otherwise adversely affect our capital structure or any credit ratings, thereby adversely affecting holders of the Notes.

*Our Notes do not have an established trading market, which may negatively affect their market value and your ability to transfer or sell your Notes.*

Our Notes are a new issuance of securities with no established trading market. We have applied to list our Notes on the NYSE, but there can be no assurance that the NYSE will accept our Notes for listing. Even if our Notes are approved for listing by the NYSE, an active trading market on the NYSE for our Notes may not develop or, even if it develops, may not last, in which case the trading price of our Notes could be adversely

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affected and your ability to transfer your Notes will be limited. If an active trading market does develop on the NYSE, our Notes may trade at prices lower than the offering price. The trading price of our Notes will depend on many factors, including:

prevailing interest rates;

the market for similar securities;

general economic and financial market conditions;

our issuance of debt or preferred equity securities; and

our financial condition, results of operations and prospects.

We have been advised by the underwriters that they intend to make a market in our Notes pending any listing of the Notes on the NYSE, but they are not obligated to do so and may discontinue market-making at any time without notice.

*Our Notes have not been rated, and ratings of any of our other securities may affect the trading price of our Notes.*

We have not sought to obtain a rating for our Notes, and our Notes may never be rated. It is possible, however, that one or more credit rating agencies might independently determine to assign a rating to our Notes or that we may elect to obtain a rating of our Notes in the future. In addition, we may elect to issue other securities for which we may seek to obtain a rating. If any ratings are assigned to our Notes in the future or if we issue other securities with a rating, such ratings, if they are lower than market expectations or are subsequently lowered or withdrawn, or if ratings for such other securities would imply a lower relative value for our Notes, could adversely affect the market for, or the market value of, our Notes. Ratings only reflect the views of the issuing rating agency or agencies and such ratings could at any time be revised downward or withdrawn entirely at the discretion of the issuing rating agency. A rating is not a recommendation to purchase, sell or hold any particular security, including our Notes. Ratings do not reflect market prices or suitability of a security for a particular investor and any future rating of our Notes may not reflect all risks related to us and our business, or the structure or market value of our Notes.

*Our management will have broad discretion over the use of the proceeds to us from this offering and might not apply the proceeds of this offering in ways that increase the value of your investment.*

Our management will have broad discretion to use the net proceeds from this offering, and you will be relying on the judgment of our management regarding the application of these proceeds. They may not apply the net proceeds of this offering in ways that increase the value of your investment. Our management might not be able to yield a significant return, if any, on any investment of these net proceeds. We currently expect to use the net proceeds from this offering for general corporate purposes and working capital, which may include the acquisition of additional new or secondhand vessels. We can provide no assurance that we will be able to identify additional vessels to acquire or that we will be able to complete the acquisition of vessels that we are able to identify.

*Servicing our current or future indebtedness limits funds available for other purposes and if we cannot service our debt, we may lose our vessels.*

Borrowing under our credit facilities requires us to dedicate a part of our cash flow from operations to paying interest on our indebtedness under such facilities. These payments limit funds available for working capital, capital expenditures and other purposes, including further equity or debt financing in the future. Amounts borrowed under our credit facilities bear interest at variable rates. Increases in prevailing rates could increase the amounts that we would have to pay to our lenders, even though the outstanding principal amount remains the same, and our net income and cash flows would decrease. We expect our earnings and cash flow to vary from year to year due to the cyclical nature of the tanker industry. If we do not generate or reserve enough cash flow from operations to satisfy our debt obligations, we may have to undertake alternative financing plans, such as:

seeking to raise additional capital;

refinancing or restructuring our debt;

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selling tankers; or

reducing or delaying capital investments.

However, these alternative financing plans, if necessary, may not be sufficient to allow us to meet our debt obligations. If we are unable to meet our debt obligations or if some other default occurs under our credit facilities, our lenders could elect to declare that debt, together with accrued interest and fees, to be immediately due and payable and proceed against the collateral vessels securing that debt even though the majority of the proceeds used to purchase the collateral vessels did not come from our credit facilities.

*Our credit facilities contain restrictive covenants which limit the amount of cash that we may use for other corporate activities, which could negatively affect our growth and cause our financial performance to suffer.*

Our credit facilities impose operating and financial restrictions on us. These restrictions limit our ability, or the ability of our subsidiaries party thereto to, among other things:

pay dividends and make capital expenditures if we do not repay amounts drawn under our credit facilities or if there is another default under our credit facilities;

incur additional indebtedness, including the issuance of guarantees;

create liens on our assets;

change the flag, class or management of our vessels or terminate or materially amend the management agreement relating to each vessel;

sell our vessels;

merge or consolidate with, or transfer all or substantially all our assets to, another person; or

enter into a new line of business.

Therefore, we will need to seek permission from our lenders in order to engage in some corporate actions. Our lenders interests may be different from ours and we may not be able to obtain our lenders permission when needed. This may limit our ability to pay dividends to you if we determine to do so in the future, finance our future operations or capital requirements, make acquisitions or pursue business opportunities.

*The international nature of our operations may make the outcome of any bankruptcy proceedings difficult to predict.*

We are incorporated under the laws of the Republic of The Marshall Islands and we conduct operations in countries around the world. Consequently, in the event of any bankruptcy, insolvency, liquidation, dissolution, reorganization or

similar proceeding involving us or any of our subsidiaries, bankruptcy laws other than those of the United States could apply. If we become a debtor under U.S. bankruptcy law, bankruptcy courts in the United States may seek to assert jurisdiction over all of our assets, wherever located, including property situated in other countries. There can be no assurance, however, that we would become a debtor in the United States, or that a U.S. bankruptcy court would be entitled to, or accept, jurisdiction over such a bankruptcy case, or that courts in other countries that have jurisdiction over us and our operations would recognize a U.S. bankruptcy court's jurisdiction if any other bankruptcy court would determine it had jurisdiction.

### **Risks Related to our Industry**

*If the tanker industry, which historically has been cyclical, continues to be depressed in the future, our earnings and available cash flow may be adversely affected.*

The tanker industry is both cyclical and volatile in terms of charter rates and profitability. A worsening of current global economic conditions may cause tanker charter rates to decline and thereby adversely affect our ability to charter or recharter our vessels or to sell them on the expiration or termination of their charters, and the

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rates payable in respect of our vessels currently operating in tanker pools, or any renewal or replacement charters that we enter into, may not be sufficient to allow us to operate our vessels profitably. Fluctuations in charter rates and vessel values result from changes in the supply and demand for tanker capacity and changes in the supply and demand for oil and oil products. The factors affecting the supply and demand for tankers are outside of our control, and the nature, timing and degree of changes in industry conditions are unpredictable.

The factors that influence demand for tanker capacity include:

supply and demand for energy resources and oil and petroleum products;

regional availability of refining capacity and inventories;

global and regional economic and political conditions, including armed conflicts, terrorist activities and strikes;

the distance oil and oil products are to be moved by sea;

changes in seaborne and other transportation patterns;

environmental and other legal and regulatory developments;

weather and natural disasters;

competition from alternative sources of energy; and

international sanctions, embargoes, import and export restrictions, nationalizations and wars.

The factors that influence the supply of tanker capacity include:

supply and demand for energy resources and oil and petroleum products;

the number of newbuilding deliveries;

the scrapping rate of older vessels;

conversion of tankers to other uses;

the number of vessels that are out of service;

environmental concerns and regulations; and

port or canal congestion.

*We are dependent on spot-oriented pools and spot charters and any decrease in spot charter rates in the future may adversely affect our earnings.*

As of October 27, 2014, all of our vessels except four are employed in either the spot market or in spot market-oriented tanker pools, such as the Scorpio LR2 Pool, the Scorpio Panamax Tanker Pool, the Scorpio MR Pool, or the Scorpio Handymax Tanker Pool, which we refer to collectively as the Scorpio Group Pools and which are managed members of the Scorpio Group, exposing us to fluctuations in spot market charter rates. The spot charter market may fluctuate significantly based upon tanker and oil supply and demand. The successful operation of our vessels in the competitive spot charter market, including within the Scorpio Group Pools, depends on, among other things, obtaining profitable spot charters and minimizing, to the extent possible, time spent waiting for charters and time spent traveling unladen to pick up cargo. The spot market is very volatile, and, in the past, there have been periods when spot charter rates have declined below the operating cost of vessels. If future spot charter rates decline, then we may be unable to operate our vessels trading in the spot market profitably, meet our obligations, including payments on indebtedness, or pay dividends in the future. Furthermore, as charter rates for spot charters are fixed for a single voyage which may last up to several weeks, during periods in which spot charter rates are rising, we will generally experience delays in realizing the benefits from such increases.

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Our ability to renew expiring charters or obtain new charters will depend on the prevailing market conditions at the time. If we are not able to obtain new charters in direct continuation with existing charters, or if new charters are entered into at charter rates substantially below the existing charter rates or on terms otherwise less favorable compared to existing charter terms, our revenues and profitability could be adversely affected.

*An over-supply of tanker capacity may lead to a reduction in charter rates, vessel values and profitability.*

The market supply of tankers is affected by a number of factors, such as supply and demand for energy resources, including oil and petroleum products, supply and demand for seaborne transportation of such energy resources, and the current and expected purchase orders for newbuildings. If the capacity of new tankers delivered exceeds the capacity of tankers being scrapped and converted to non-trading tankers, tanker capacity will increase. According to Drewry Shipping Consultants Ltd., or Drewry, as of January 31, 2014, the newbuilding orderbook, which extends to 2016 and beyond, equaled approximately 12.5% of the existing world tanker fleet and the orderbook may increase further in proportion to the existing fleet. If the supply of tanker capacity increases and if the demand for tanker capacity does not increase correspondingly or declines, charter rates could materially decline. A reduction in charter rates and the value of our vessels may have a material adverse effect on our results of operations and available cash.

*Acts of piracy on ocean-going vessels could adversely affect our business.*

Acts of piracy have historically affected ocean-going vessels trading in regions of the world such as the South China Sea, the Indian Ocean and in the Gulf of Aden. Although the frequency of sea piracy worldwide decreased during 2013 and the first half of 2014 to its lowest level since 2009, sea piracy incidents continue to occur, particularly in the Gulf of Aden off the coast of Somalia and increasingly in the Gulf of Guinea, with drybulk vessels and tankers particularly vulnerable to such attacks. If these piracy attacks result in regions in which our vessels are deployed being characterized by insurers as war risk zones by insurers or Joint War Committee war and strikes listed areas, premiums payable for such coverage could increase significantly and such insurance coverage may be more difficult to obtain. In addition, crew costs, including costs which may be incurred to the extent we employ onboard security guards, could increase in such circumstances. We may not be adequately insured to cover losses from these incidents, which could have a material adverse effect on us. In addition, detention hijacking as a result of an act of piracy against our vessels, or an increase in cost or unavailability of insurance for our vessels, could have a material adverse impact on our business, results of operations, cash flows and financial condition and may result in loss of revenues, increased costs and decreased cash flows to our customers, which could impair their ability to make payments to us under our charters.

*The current state of the global financial markets and current economic conditions may adversely impact our ability to obtain additional financing on acceptable terms and otherwise negatively impact our business.*

Global financial markets and economic conditions have been, and continue to be, volatile. In recent years, operating businesses in the global economy have faced tightening credit, weakening demand for goods and services, deteriorating international liquidity conditions and declining markets. There has been a general decline in the willingness of banks and other financial institutions to extend credit, particularly in the shipping industry, due to the historically volatile asset values of vessels. As the shipping industry is highly dependent on the availability of credit to finance and expand operations, it has been negatively affected by this decline.

Also, as a result of concerns about the stability of financial markets generally and the solvency of counterparties specifically, the cost of obtaining money from the credit markets has increased as many lenders have increased interest rates, enacted tighter lending standards, refused to refinance existing debt at all or on terms similar to current debt and reduced, and in some cases ceased to provide, funding to borrowers. Due to these factors, additional financing may

not be available if needed and to the extent required, on acceptable terms or at all. If additional financing is not available when needed, or is available only on unfavorable terms, we may be unable to expand our fleet or meet our obligations as they become due or we may be unable to enhance our existing business, complete additional vessel acquisitions or otherwise take advantage of business opportunities as they arise.

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*Changes in fuel, or bunkers, prices may adversely affect profits.*

Fuel, or bunkers, is typically the largest expense in our shipping operations for our vessels and changes in the price of fuel may adversely affect our profitability. The price and supply of fuel is unpredictable and fluctuates based on events outside our control, including geopolitical developments, supply and demand for oil and gas, actions by the Organization of the Petroleum Exporting Countries, or OPEC, and other oil and gas producers, war and unrest in oil producing countries and regions, regional production patterns and environmental concerns. Further, fuel may become much more expensive in the future, which may reduce profitability.

*Tanker rates also fluctuate based on seasonal variations in demand.*

Tanker markets are typically stronger in the winter months as a result of increased oil consumption in the northern hemisphere but weaker in the summer months as a result of lower oil consumption in the northern hemisphere and refinery maintenance that is typically conducted in the summer months. In addition, unpredictable weather patterns during the winter months in the northern hemisphere tend to disrupt vessel routing and scheduling. The oil price volatility resulting from these factors has historically led to increased oil trading activities in the winter months. As a result, revenues generated by our vessels have historically been weaker during the quarters ended June 30 and September 30, and stronger in the quarters ended March 31 and December 31.

*We are subject to complex laws and regulations, including environmental laws and regulations that can adversely affect our business, results of operations, cash flows and financial condition, and our available cash.*

Our operations are subject to numerous laws and regulations in the form of international conventions and treaties, national, state and local laws and national and international regulations in force in the jurisdictions in which our vessels operate or are registered, which can significantly affect the ownership and operation of our vessels. These requirements include, but are not limited to, the U.S. Oil Pollution Act of 1990, or OPA, the U.S. Comprehensive Environmental Response, Compensation and Liability Act of 1980, or CERCLA, requirements of the U.S. Coast Guard and the U.S. Environmental Protection Agency, or EPA, the U.S. Clean Air Act, U.S. Clean Water Act and the U.S. Marine Transportation Security Act of 2002, European Union Regulation, and regulations of the International Maritime Organization, or the IMO, including the International Convention for the Prevention of Pollution from Ships of 1973, as from time to time amended and generally referred to as MARPOL, including the designation of Emission Control Areas thereunder, the IMO International Convention for the Safety of Life at Sea of 1974, as from time to time amended and generally referred to as SOLAS, the International Convention on Load Lines of 1966, as from time to time amended, the International Convention of Civil Liability for Oil Pollution Damage of 1969, as from time to time amended and generally referred to as CLC, the International Convention on Civil Liability for Bunker Oil Pollution Damage, and the International Ship and Port Facility Security Code. Compliance with such laws and regulations, where applicable, may require installation of costly equipment or operational changes and may affect the resale value or useful lives of our vessels. We may also incur additional costs in order to comply with other existing and future regulatory obligations, including, but not limited to, costs relating to air emissions including greenhouse gases, the management of ballast and bilge waters, maintenance and inspection, elimination of tin-based paint, development and implementation of emergency procedures and insurance coverage or other financial assurance of our ability to address pollution incidents. The 2010 *Deepwater Horizon* oil spill in the Gulf of Mexico may also result in additional regulatory initiatives or statutes or changes to existing laws that may affect our operations or require us to incur additional expenses to comply with such regulatory initiatives, statutes or laws.

These costs could have a material adverse effect on our business, results of operations, cash flows and financial condition and our available cash. A failure to comply with applicable laws and regulations may result in administrative and civil penalties, criminal sanctions or the suspension or termination of our operations.

Environmental laws often impose strict liability for remediation of spills and releases of oil and hazardous substances, which could subject us to liability without regard to whether we were negligent or at fault. Under

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OPA, for example, owners, operators and bareboat charterers are jointly and severally strictly liable for the discharge of oil within the 200-nautical mile exclusive economic zone around the United States (unless the spill results solely from, under certain limited circumstances, the act or omission of a third party, an act of God or an act of war). An oil spill could result in significant liability, including fines, penalties, criminal liability and remediation costs for natural resource damages under other international and U.S. federal, state and local laws, as well as third-party damages, including punitive damages, and could harm our reputation with current or potential charterers of our tankers. We are required to satisfy insurance and financial responsibility requirements for potential oil (including marine fuel) spills and other pollution incidents. Although we have arranged insurance to cover certain environmental risks, there can be no assurance that such insurance will be sufficient to cover all such risks or that any claims will not have a material adverse effect on our business, results of operations, cash flows and financial condition and available cash.

*If we fail to comply with international safety regulations, we may be subject to increased liability, which may adversely affect our insurance coverage and may result in a denial of access to, or detention in, certain ports.*

The operation of our vessels is affected by the requirements set forth in the IMO's International Management Code for the Safe Operation of Ships and Pollution Prevention, or the ISM Code, promulgated by the IMO under SOLAS. The ISM Code requires the party with operational control of a vessel to develop and maintain an extensive Safety Management System that includes, among other things, the adoption of a safety and environmental protection policy setting forth instructions and procedures for safe operation and describing procedures for dealing with emergencies. If we fail to comply with the ISM Code, we may be subject to increased liability, may invalidate existing insurance or decrease available insurance coverage for our affected vessels and such failure may result in a denial of access to, or detention in, certain ports.

*Adverse market conditions could cause us to breach covenants in our credit facilities and adversely affect our operating results.*

The market values of tankers have generally experienced high volatility. The market prices for tankers declined significantly from historically high levels reached in early 2008 and remain at relatively low levels. You should expect the market value of our vessels to fluctuate depending on general economic and market conditions affecting the shipping industry and prevailing charterhire rates, competition from other tanker companies and other modes of transportation, types, sizes and ages of vessels, applicable governmental regulations and the cost of newbuildings. We believe that the current aggregate market value of our vessels will be in excess of loan to value amounts required under our credit facilities.

A decrease in vessel values or a failure to meet these financial ratios required by our credit facilities could cause us to breach certain covenants in our existing credit facilities and future financing agreements that we may enter into from time to time. If we breach such covenants and are unable to remedy the relevant breach or obtain a waiver, our lenders could accelerate our debt and foreclose on our owned vessels. Additionally, if we sell one or more of our vessels at a time when vessel prices have fallen, the sale price may be less than the vessel's carrying value on our consolidated financial statements, resulting in a loss on sale or an impairment loss being recognized, ultimately leading to a reduction in earnings. For the year ended December 31, 2013, we evaluated the recoverable amount of our vessels and we did not recognize an impairment loss, however we did record a \$21.2 million write-down resulting from the designation of four vessels, *Senatore*, *Noemi*, *Venice* and *STI Spirit*, as held for sale. For the year ended December 31, 2012, we evaluated the recoverable amount of our vessels and we did not recognize an impairment loss, however we did record a \$10.4 million total loss from disposal on the sales of the *STI Conqueror*, *STI Gladiator*, *STI Matador*, *STI Diamond* and *STI Coral*.

*If our vessels suffer damage due to the inherent operational risks of the tanker industry, we may experience unexpected drydocking costs and delays or total loss of our vessels, which may adversely affect our business and financial condition.*

The operation of an ocean-going vessel carries inherent risks. Our vessels and their cargoes will be at risk of being damaged or lost because of events such as marine disasters, bad weather and other acts of God, business

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interruptions caused by mechanical failures, grounding, fire, explosions and collisions, human error, war, terrorism, piracy and other circumstances or events. Changing economic, regulatory and political conditions in some countries, including political and military conflicts, have from time to time resulted in attacks on vessels, mining of waterways, piracy, terrorism, labor strikes and boycotts. These hazards may result in death or injury to persons, loss of revenues or property, the payment of ransoms, environmental damage, higher insurance rates, damage to our customer relationships, and market disruptions, delay or rerouting, which may also subject us to litigation. In addition, the operation of tankers has unique operational risks associated with the transportation of oil. An oil spill may cause significant environmental damage, and the associated costs could exceed the insurance coverage available to us. Compared to other types of vessels, tankers are exposed to a higher risk of damage and loss by fire, whether ignited by a terrorist attack, collision, or other cause, due to the high flammability and high volume of the oil transported in tankers.

If our vessels suffer damage, they may need to be repaired at a drydocking facility. The costs of drydock repairs are unpredictable and may be substantial. We may have to pay drydocking costs that our insurance does not cover in full. The loss of revenues while these vessels are being repaired and repositioned, as well as the actual cost of these repairs, may adversely affect our business and financial condition. In addition, space at drydocking facilities is sometimes limited and not all drydocking facilities are conveniently located. We may be unable to find space at a suitable drydocking facility or our vessels may be forced to travel to a drydocking facility that is not conveniently located to our vessels' positions. The loss of earnings while these vessels are forced to wait for space or to travel to more distant drydocking facilities may adversely affect our business and financial condition. Further, the total loss of any of our vessels could harm our reputation as a safe and reliable vessel owner and operator. If we are unable to adequately maintain or safeguard our vessels, we may be unable to prevent any such damage, costs, or loss which could negatively impact our business, financial condition, results of operations and available cash.

*We operate our vessels worldwide and as a result, our vessels are exposed to international risks which may reduce revenue or increase expenses.*

The international shipping industry is an inherently risky business involving global operations. Our vessels and their cargoes will be at risk of being damaged or lost because of events such as marine disasters, bad weather and other acts of God, business interruptions caused by mechanical failures, grounding, fire, explosions and collisions, human error, war, terrorism, piracy and other circumstances or events. In addition, changing economic, regulatory and political conditions in some countries, including political and military conflicts, have from time to time resulted in attacks on vessels, mining of waterways, piracy, terrorism, labor strikes and boycotts. These sorts of events could interfere with shipping routes and result in market disruptions which may reduce our revenue or increase our expenses.

International shipping is subject to various security and customs inspection and related procedures in countries of origin and destination and trans-shipment points. Inspection procedures can result in the seizure of the cargo and/or our vessels, delays in the loading, offloading or delivery and the levying of customs duties, fines or other penalties against us. It is possible that changes to inspection procedures could impose additional financial and legal obligations on us. Furthermore, changes to inspection procedures could also impose additional costs and obligations on our customers and may, in certain cases, render the shipment of certain types of cargo uneconomical or impractical. Any such changes or developments may have a material adverse effect on our business, results of operations, cash flows, financial condition and available cash.

*Political instability, terrorist or other attacks, war or international hostilities can affect the tanker industry, which may adversely affect our business.*

We conduct most of our operations outside of the United States, and our business, results of operations, cash flows, financial condition and available cash may be adversely affected by the effects of political instability, terrorist or other attacks, war or international hostilities. Continuing conflicts and recent developments in the

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Middle East, including Egypt, and North Africa, including Libya, and the presence of the United States and other armed forces in Afghanistan may lead to additional acts of terrorism and armed conflict around the world, which may contribute to further world economic instability and uncertainty in global financial markets. As a result of the above, insurers have increased premiums and reduced or restricted coverage for losses caused by terrorist acts generally. Future terrorist attacks could result in increased volatility of the financial markets and negatively impact the U.S. and global economy. These uncertainties could also adversely affect our ability to obtain additional financing on terms acceptable to us or at all.

In the past, political instability has also resulted in attacks on vessels, such as the attack on the *M/T Limburg*, a very large crude carrier not related to us, in October 2002, mining of waterways and other efforts to disrupt international shipping, particularly in the Arabian Gulf region. Acts of terrorism and piracy have also affected vessels trading in regions such as the South China Sea and the Gulf of Aden off the coast of Somalia. Any of these occurrences could have a material adverse impact on our business, results of operations, cash flows, financial condition and available cash.

*If our vessels call on ports located in countries that are subject to sanctions and embargos imposed by the U.S. or other governments that could adversely affect our reputation and the market for our common stock.*

Although no vessels owned or operated by us have called on ports located in countries subject to sanctions and embargoes imposed by the U.S. government and other authorities or countries identified by the U.S. government or other authorities as state sponsors of terrorism, such as Cuba, Iran, Sudan, and Syria, in the future, our vessels may call on ports in these countries from time to time on charterers' instructions. Sanctions and embargo laws and regulations vary in their application, as they do not all apply to the same covered persons or proscribe the same activities, and such sanctions and embargo laws and regulations may be amended or strengthened over time. In 2010, the U.S. enacted the Comprehensive Iran Sanctions Accountability and Divestment Act, or CISADA, which expanded the scope of the Iran Sanctions Act. Among other things, CISADA expands the application of the prohibitions of companies, such as ours, and introduces limits on the ability of companies and persons to do business or trade with Iran when such activities relate to the investment, supply or export of refined petroleum or petroleum products.

In 2012, President Obama signed Executive Order 13608 which prohibits foreign persons from violating or attempting to violate, or causing a violation of any sanctions in effect against Iran or facilitating any deceptive transactions for or on behalf of any person subject to U.S. sanctions. Any persons found to be in violation of Executive Order 13608 will be deemed a foreign sanctions evader and will be banned from all contacts with the United States, including conducting business in US dollars. Also in 2012, President Obama signed into law the Iran Threat Reduction and Syria Human Rights Act of 2012, or the Iran Threat Reduction Act, which created new sanctions and strengthened existing sanctions. Among other things, the Iran Threat Reduction Act intensifies existing sanctions regarding the provision of goods, services, infrastructure or technology to Iran's petroleum or petrochemical sector. The Iran Threat Reduction Act also includes a provision requiring the President of the United States to impose five or more sanctions from Section 6(a) of the Iran Sanctions Act, as amended, on a person the President determines is a controlling beneficial owner of, or otherwise owns, operates, or controls or insures a vessel that was used to transport crude oil from Iran to another country and (1) if the person is a controlling beneficial owner of the vessel, the person had actual knowledge the vessel was so used or (2) if the person otherwise owns, operates, or controls, or insures the vessel, the person knew or should have known the vessel was so used. Such a person could be subject to a variety of sanctions, including exclusion from U.S. capital markets, exclusion from financial transactions subject to U.S. jurisdiction, and exclusion of that person's vessels from U.S. ports for up to two years.

On November 24, 2013, the P5+1 (the United States, United Kingdom, Germany, France, Russia and China) entered into an interim agreement with Iran entitled the Joint Plan of Action, or the JPOA. Under the JPOA it was agreed that,

in exchange for Iran taking certain voluntary measures to ensure that its nuclear program is used only for peaceful purposes, the U.S. and E.U. would voluntarily suspend certain sanctions for a period of six

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months. On January 20, 2014, the U.S. and E.U. indicated that they would begin implementing the temporary relief measures provided for under the JPOA. These measures include, among other things, the suspension of certain sanctions on the Iranian petrochemicals, precious metals, and automotive industries from January 20, 2014 until July 20, 2014. The U.S. has since extended the JPOA until November 24, 2014. Despite the entry into, and the extension of, the JPOA, the sanctions relief provided under JPOA is limited, temporary and reversible, and Iran remains subject to strict and extensive sanctions for which no relief is provided under JPOA.

Although we believe that we have been in compliance with all applicable sanctions and embargo laws and regulations, and intend to maintain such compliance, there can be no assurance that we will be in compliance in the future, particularly as the scope of certain laws may be unclear and may be subject to changing interpretations. Any such violation could result in fines, penalties or other sanctions that could severely impact our ability to access U.S. capital markets and conduct our business, and could result in some investors deciding, or being required, to divest their interest, or not to invest, in us. In addition, certain institutional investors may have investment policies or restrictions that prevent them from holding securities of companies that have contracts with countries identified by the U.S. government as state sponsors of terrorism. The determination by these investors not to invest in, or to divest from, our common stock may adversely affect the price at which our common shares trade. Additionally, some investors may decide to divest their interest, or not to invest, in our company simply because we do business with companies that do business in sanctioned countries. Moreover, our charterers may violate applicable sanctions and embargo laws and regulations as a result of actions that do not involve us or our vessels, and those violations could in turn negatively affect our reputation. In addition, our reputation and the market for our securities may be adversely affected if we engage in certain other activities, such as entering into charters with individuals or entities in countries subject to U.S. sanctions and embargo laws that are not controlled by the governments of those countries, or engaging in operations associated with those countries pursuant to contracts with third parties that are unrelated to those countries or entities controlled by their governments. Investor perception of the value of our common stock may also be adversely affected by the consequences of war, the effects of terrorism, civil unrest and governmental actions in these and surrounding countries.

*The smuggling of drugs or other contraband onto our vessels may lead to governmental claims against us.*

We expect that our vessels will call in ports where smugglers attempt to hide drugs and other contraband on vessels, with or without the knowledge of crew members. To the extent our vessels are found with contraband, whether inside or attached to the hull of our vessel and whether with or without the knowledge of any of our crew, we may face governmental or other regulatory claims which could have an adverse effect on our business, results of operations, cash flows, financial condition and ability to pay dividends.

*Maritime claimants could arrest our vessels, which would have a negative effect on our cash flows.*

Crew members, suppliers of goods and services to a vessel, shippers of cargo and other parties may be entitled to a maritime lien against a vessel for unsatisfied debts, claims or damages. In many jurisdictions, a maritime lien holder may enforce its lien by arresting or attaching a vessel through foreclosure proceedings. The arrest or attachment of one or more of our vessels could interrupt our business or require us to pay large sums of money to have the arrest lifted, which would have a negative effect on our cash flows.

In addition, in some jurisdictions, such as South Africa, under the sister ship theory of liability, a claimant may arrest both the vessel which is subject to the claimant's maritime lien and any associated vessel, which is any vessel owned or controlled by the same owner. Claimants could try to assert sister ship liability against one vessel in our fleet for claims relating to another of our ships.

*Governments could requisition our vessels during a period of war or emergency, which may negatively impact our business, financial condition, results of operations and available cash.*

A government could requisition one or more of our vessels for title or hire. Requisition for title occurs when a government takes control of a vessel and becomes the owner. Also, a government could requisition our vessels

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for hire. Requisition for hire occurs when a government takes control of a vessel and effectively becomes the charterer at dictated charter rates. Generally, requisitions occur during a period of war or emergency. Government requisition of one or more of our vessels may negatively impact our business, financial condition, results of operations and available cash.

*Technological innovation could reduce our charterhire income and the value of our vessels.*

The charterhire rates and the value and operational life of a vessel are determined by a number of factors including the vessel's efficiency, operational flexibility and physical life. Efficiency includes speed, fuel economy and the ability to load and discharge cargo quickly. Flexibility includes the ability to enter harbors, utilize related docking facilities and pass through canals and straits. The length of a vessel's physical life is related to its original design and construction, its maintenance and the impact of the stress of operations. If new tankers are built that are more efficient or more flexible or have longer physical lives than our vessels, competition from these more technologically advanced vessels could adversely affect the amount of charterhire payments we receive for our vessels and the resale value of our vessels could significantly decrease. As a result, our available cash could be adversely affected.

*If labor interruptions are not resolved in a timely manner, they could have a material adverse effect on our business, results of operations, cash flows, financial condition and available cash.*

We, indirectly through SSM, employ masters, officers and crews to man our vessels. If not resolved in a timely and cost-effective manner, industrial action or other labor unrest could prevent or hinder our operations from being carried out as we expect and could have a material adverse effect on our business, results of operations, cash flows, financial condition and available cash.

## **Risks Related to Our Business**

*Newbuilding projects are subject to risks that could cause delays, cost overruns or cancellation of our newbuilding contracts.*

We have entered into shipbuilding contracts with HMD, SPP, HSHI and DSME for the construction of 27 newbuilding vessels, of which 13 are expected to be delivered to us during the remainder of 2014 and 14 are scheduled to be delivered in the first and second quarters of 2015. As of October 27, 2014, we have made total yard payments in the amount of \$329.2 million in cash, issued \$39.5 million in common stock and we have remaining yard installments in the amount of \$682.8 million before we take possession of all of these vessels.

The delivery of such vessels or vessels that we may acquire in the future could be delayed, not completed or cancelled, which would delay or eliminate our expected receipt of revenues from the employment of such vessels. In addition, the yards or a seller could fail to deliver vessels to us as agreed, or we could cancel a purchase contract because such yard or seller has not met its obligations.

If the delivery of any vessel is materially delayed or cancelled, especially if we have committed the vessel to a charter for which we become responsible for substantial liquidated damages to the customer as a result of the delay or cancellation, our business, financial condition and results of operations could be adversely affected.

In addition, in the event HMD, SPP, HSHI and DSME do not perform under their contracts and we are unable to enforce certain refund guarantees with third party banks for any reason, we may lose all or part of our investment, which would have a material adverse effect on our results of operations, financial condition and cash flows.

*We cannot assure you that our internal controls and procedures over financial reporting will be sufficient.*

We are subject to the reporting requirements of the Securities Exchange Act of 1934, as amended, or the Exchange Act, and the other rules and regulations of the SEC, including the Sarbanes-Oxley Act of 2002, or

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Sarbanes-Oxley. Section 404 of Sarbanes-Oxley requires that we evaluate and determine the effectiveness of our internal controls over financial reporting. If we have a material weakness in our internal control over financial reporting, we may not detect errors on a timely basis and our financial statements may be materially misstated. We dedicate a significant amount of time and resources to ensure compliance with these regulatory requirements. We will continue to evaluate areas such as corporate governance, corporate control, internal audit, disclosure controls and procedures and financial reporting and accounting systems. We will make changes in any of these and other areas, including our internal control over financial reporting, which we believe are necessary. However, these and other measures we may take may not be sufficient to allow us to satisfy our obligations as a public company on a timely and reliable basis.

*We may have difficulty managing our planned growth properly.*

One of our principal strategies is to continue to grow by expanding our operations and adding to our fleet. Our future growth will primarily depend upon a number of factors, some of which may not be within our control. These factors include our ability to:

identify suitable tankers and/or shipping companies for acquisitions at attractive prices;

obtain required financing for our existing and new operations;

identify businesses engaged in managing, operating or owning tankers for acquisitions or joint ventures;

integrate any acquired tankers or businesses successfully with our existing operations, including obtaining any approvals and qualifications necessary to operate vessels that we acquire;

hire, train and retain qualified personnel and crew to manage and operate our growing business and fleet;

identify additional new markets;

enhance our customer base; and

improve our operating, financial and accounting systems and controls.

Our current operating and financial systems may not be adequate as we implement our plan to take delivery of our remaining 27 newbuilding vessels between the date of this prospectus supplement and the second quarter of 2015 and to expand the size of our fleet and our attempts to improve those systems may be ineffective. In addition, as we take delivery of our newbuilding vessels and if we further expand our fleet, we will need to recruit suitable additional seafarers and shore side administrative and management personnel. We cannot guarantee that we will be able to hire suitable employees as we take delivery of our new vessels or expand our fleet. If we or our crewing agent encounters business or financial difficulties, we may not be able to adequately staff our vessels. If we are unable to grow our

financial and operating systems or to recruit suitable employees as we expand our fleet, our financial performance may be adversely affected and, among other things, the amount of cash available for the repayment of debt may be reduced.

Our failure to effectively identify, purchase, develop and integrate any tankers or businesses could adversely affect our business, financial condition and results of operations. The number of employees that perform services for us and our current operating and financial systems may not be adequate as we implement our plan to expand the size of our fleet, and we may not be able to effectively hire more employees or adequately improve those systems. Finally, acquisitions may require additional equity issuances or debt issuances (with amortization payments), both of which could lower our available cash. If any such events occur, our financial condition may be adversely affected.

Growing any business by acquisition presents numerous risks such as undisclosed liabilities and obligations, difficulty in obtaining additional qualified personnel and managing relationships with customers and suppliers and integrating newly acquired operations into existing infrastructures. The expansion of our fleet may impose significant additional responsibilities on our management and staff, and the management and staff of our

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commercial and technical managers, and may necessitate that we, and they, increase the number of personnel. We cannot give any assurance that we will be successful in executing our growth plans or that we will not incur significant expenses and losses in connection with our future growth.

*If we purchase and operate secondhand vessels, we will be exposed to increased operating costs which could adversely affect our earnings and, as our fleet ages, the risks associated with older vessels could adversely affect our ability to obtain profitable charters.*

Our current business strategy includes additional growth through the acquisition of new and secondhand vessels. While we typically inspect secondhand vessels prior to purchase, this does not provide us with the same knowledge about their condition that we would have had if these vessels had been built for and operated exclusively by us. Generally, we do not receive the benefit of warranties from the builders for the secondhand vessels that we acquire.

In general, the costs to maintain a vessel in good operating condition increase with the age of the vessel. Older vessels are typically less fuel-efficient than more recently constructed vessels due to improvements in engine technology. Cargo insurance rates increase with the age of a vessel, making older vessels less desirable to charterers.

Governmental regulations, safety or other equipment standards related to the age of vessels may require expenditures for alterations, or the addition of new equipment, to our vessels and may restrict the type of activities in which the vessels may engage. As our vessels age, market conditions may not justify those expenditures or enable us to operate our vessels profitably during the remainder of their useful lives.

*An increase in operating costs would decrease earnings and available cash.*

Under time charter-out agreements, the charterer is responsible for voyage costs and the owner is responsible for the vessel operating costs. The same applies to time-charter-in agreements. With the exception of certain vessels on short-term time charter-out agreements, we currently have four vessels on long-term time charter-out agreements (one year or greater) and 24 vessels on time-charter-in agreements. When our owned vessels are employed under one of the Scorpio Group Pools, the pool is responsible for voyage expenses and we are responsible for vessel costs. As of October 27, 2014, we have 31 of our owned vessels and 24 of our time-chartered-in vessels employed through the Scorpio Group Pools. When our vessels operate in the spot market, we are responsible for both voyage expenses and vessel operating costs. As of October 27, 2014, 13 of the vessels in our Operating Fleet operate in the spot market and four vessels are on time charter. Our vessel operating costs include the costs of crew, fuel (for spot chartered vessels), provisions, deck and engine stores, insurance and maintenance and repairs, which depend on a variety of factors, many of which are beyond our control. Further, if our vessels suffer damage, they may need to be repaired at a drydocking facility. The costs of drydocking repairs are unpredictable and can be substantial. Increases in any of these expenses would decrease earnings and available cash.

*Declines in charter rates and other market deterioration could cause us to incur impairment charges.*

We evaluate the carrying amounts of our vessels to determine if events have occurred that would require an impairment of their carrying amounts. The recoverable amount of vessels is reviewed based on events and changes in circumstances that would indicate that the carrying amount of the assets might not be recovered. The review for potential impairment indicators and projection of future cash flows related to the vessels is complex and requires us to make various estimates including future freight rates, earnings from the vessels and discount rates. All of these items have been historically volatile.

We evaluate the recoverable amount as the higher of fair value less costs to sell and value in use. If the recoverable amount is less than the carrying amount of the vessel, the vessel is deemed impaired. The carrying

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values of our vessels may not represent their fair market value at any point in time because the new market prices of secondhand vessels tend to fluctuate with changes in charter rates and the cost of newbuildings. For the year ended December 31, 2013, we evaluated the recoverable amount of our vessels and we did not recognize an impairment loss, however we did record a \$21.2 million write-down resulting from the designation of four vessels, *Senatore*, *Noemi*, *Venice* and *STI Spirit* as held for sale. For the year ended December 31, 2012, we evaluated the recoverable amount of our vessels, which did not result in an impairment loss, however we did record a \$10.4 million loss from disposal on the sales of the *STI Conqueror*, *STI Gladiator*, *STI Matador*, *STI Diamond* and *STI Coral*. We cannot assure you that there will be not be further impairments in future years. Any additional impairment charges incurred as a result of further declines in charter rates could negatively affect our business, financial condition, operating results or the trading price of our common shares.

*The market values of our vessels may decrease, which could limit the amount of funds that we can borrow or trigger certain financial covenants under our current or future credit facilities and we may incur a loss if we sell vessels following a decline in their market value.*

The fair market values of our vessels have generally experienced high volatility. The fair market value of our vessels may increase and decrease depending on a number of factors including, but not limited to, the prevailing level of charter rates and day rates, general economic and market conditions affecting the international shipping industry, types, sizes and ages of vessels, supply and demand for vessels, availability of or developments in other modes of transportation, competition from other shipping companies, cost of newbuildings, governmental or other regulations and technological advances. In addition, as vessels grow older, they generally decline in value. If the fair market value of our vessels declines, we may not be in compliance with certain provisions of our credit facilities and we may not be able to refinance our debt, obtain additional financing or make distributions to our shareholders and our subsidiaries may not be able to make distributions to us. The prepayment of certain credit facilities may be necessary to cause us to maintain compliance with certain covenants in the event that the value of its vessels fall below certain levels. Additionally, if we sell one or more of our vessels at a time when vessel prices have fallen, the sale price may be less than the vessel's carrying value on our consolidated financial statements, resulting in a loss on sale or an impairment loss being recognized, ultimately leading to a reduction in earnings. Furthermore, if vessel values fall significantly, this could indicate a decrease in the recoverable amount for the vessel which may result in an impairment adjustment in our financial statements, which could adversely affect our financial results and condition.

*If we are unable to operate our vessels profitably, we may be unsuccessful in competing in the highly competitive international tanker market, which would negatively affect our financial condition and our ability to expand our business.*

The operation of tanker vessels and transportation of crude and petroleum products is extremely competitive, in an industry that is capital intensive and highly fragmented. The recent global financial crisis may reduce the demand for transportation of oil and oil products which could lead to increased competition. Competition arises primarily from other tanker owners, including major oil companies as well as independent tanker companies, some of whom have substantially greater resources than we do. Competition for the transportation of oil and oil products can be intense and depends on price, location, size, age, condition and the acceptability of the tanker and its operators to the charterers. We will have to compete with other tanker owners, including major oil companies as well as independent tanker companies.

Our market share may decrease in the future. We may not be able to compete profitably as we expand our business into new geographic regions or provide new services. New markets may require different skills, knowledge or strategies than we use in our current markets, and the competitors in those new markets may have greater financial strength and capital resources than we do.

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*If we do not set aside funds and are unable to borrow or raise funds for vessel replacement, at the end of a vessel's useful life our revenue will decline, which would adversely affect our business, results of operations, financial condition, and available cash.*

If we do not set aside funds and are unable to borrow or raise funds for vessel replacement, we will be unable to replace the vessels in our fleet upon the expiration of their remaining useful lives, which we expect to occur between 2026 to 2039, depending on the vessel. Our cash flows and income are dependent on the revenues earned by the chartering of our vessels. If we are unable to replace the vessels in our fleet upon the expiration of their useful lives, our business, results of operations, financial condition, and available cash per share would be adversely affected. Any funds set aside for vessel replacement will reduce available cash.

*Our ability to obtain additional financing may be dependent on the performance of our then existing charters and the creditworthiness of our charterers.*

The actual or perceived credit quality of our charterers, and any defaults by them, may materially affect our ability to obtain the additional capital resources that we will require to purchase additional vessels or may significantly increase our costs of obtaining such capital. Our inability to obtain additional financing at all or at a higher than anticipated cost may materially affect our results of operation and our ability to implement our business strategy.

*We may have to pay tax on United States source shipping income, which would reduce our earnings.*

Under the Internal Revenue Code of 1986, as amended (the "Code"), 50% of the gross shipping income of a corporation that owns or charters vessels, as we and our subsidiaries do, that is attributable to transportation that begins or ends, but that does not both begin and end, in the United States may be subject to a 4% United States federal income tax without allowance for deductions, unless that corporation qualifies for exemption from tax under Section 883 of the Code and the regulations promulgated thereunder by the United States Department of the Treasury.

We and our subsidiaries intend to take the position that we qualify for this statutory tax exemption for United States federal income tax return reporting purposes. However, there are factual circumstances beyond our control that could cause us to lose the benefit of this tax exemption and thereby become subject to United States federal income tax on our United States source shipping income. For example, we may no longer qualify for exemption under Section 883 of the Code for a particular taxable year if shareholders with a five percent or greater interest in our common shares, or 5% Shareholders, owned, in the aggregate, 50% or more of our outstanding common shares for more than half the days during the taxable year, and there do not exist sufficient 5% Shareholders that are qualified shareholders for purposes of Section 883 of the Code to preclude nonqualified 5% Shareholders from owning 50% or more of our common shares for more than half the number of days during such taxable year or we are unable to satisfy certain substantiation requirements with regard to our 5% Shareholders. Due to the factual nature of the issues involved, there can be no assurances on the tax-exempt status of us or any of our subsidiaries.

If we or our subsidiaries were not entitled to exemption under Section 883 of the Code for any taxable year, we or our subsidiaries could be subject for such year to an effective 2% United States federal income tax on the shipping income we or they derive during such year which is attributable to the transport of cargoes to or from the United States. The imposition of this tax would have a negative effect on our business and would decrease our earnings available for distribution to our shareholders. For a further discussion of this tax please refer to Tax Considerations United States Federal Income Tax Considerations United States Federal Income Taxation of Operating Income: In General in the base prospectus.



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*We will be required to make additional capital expenditures to maintain all of our vessels, which will be dependent on additional financing.*

We will incur significant maintenance costs for our existing and any newly-acquired vessels. A newbuilding vessel must be drydocked within five years of its delivery from a shipyard, and vessels are typically drydocked every 30 months thereafter, not including any unexpected repairs. We estimate the cost to drydock a vessel to be between \$500,000 and \$1,000,000, depending on the size and condition of the vessel and the location of drydocking.

*We are incorporated in the Republic of the Marshall Islands, which does not have a well-developed body of corporate law and, as a result, shareholders may have fewer rights and protections under Marshall Islands law than under a typical jurisdiction in the United States.*

Our corporate affairs are governed by our articles of incorporation and bylaws and by the Marshall Islands Business Corporations Act, or BCA. The provisions of the BCA resemble provisions of the corporation laws of a number of states in the United States. However, there have been few judicial cases in the Republic of The Marshall Islands interpreting the BCA. The rights and fiduciary responsibilities of directors under the law of the Republic of The Marshall Islands are not as clearly established as the rights and fiduciary responsibilities of directors under statutes or judicial precedent in existence in certain United States jurisdictions. Shareholder rights may differ as well. While the BCA does specifically incorporate the non-statutory law, or judicial case law, of the State of Delaware and other states with substantially similar legislative provisions, our public shareholders may have more difficulty in protecting their interests in the face of actions by management, directors or controlling shareholders than would shareholders of a corporation incorporated in a United States jurisdiction.

*It may be difficult to serve process on or enforce a United States judgment against us, our officers and our directors because we are a foreign corporation.*

We are a corporation formed in the Republic of The Marshall Islands, and some of our directors and officers and certain of the experts named in this offering are located outside the United States. In addition, a substantial portion of our assets and the assets of our directors, officers and experts are located outside of the United States. As a result, you may have difficulty serving legal process within the United States upon us or any of these persons. You may also have difficulty enforcing, both in and outside the United States, judgments you may obtain in U.S. courts against us or any of these persons in any action, including actions based upon the civil liability provisions of U.S. federal or state securities laws. Furthermore, there is substantial doubt that the courts of the Republic of The Marshall Islands or of the non-U.S. jurisdictions in which our offices are located would enter judgments in original actions brought in those courts predicated on U.S. federal or state securities laws.

*The failure of our charterers to meet their obligations under our charter agreements, on which we depend for our revenues, could cause us to suffer losses or otherwise adversely affect our business.*

As of October 27, 2014, we employ four vessels under long-term time charter agreements and we may enter into such agreements in the future. The ability and willingness of each of our counterparties to perform their obligations under a time charter, spot voyage or other agreement with us will depend on a number of factors that are beyond our control and may include, among other things, general economic conditions, the condition of the tanker shipping industry and the overall financial condition of the counterparties. Charterers are sensitive to the commodity markets and may be impacted by market forces affecting commodities such as oil. In addition, in depressed market conditions, there have been reports of charterers renegotiating their charters or defaulting on their obligations under charters. Our customers may fail to pay charterhire or attempt to renegotiate charter rates. Should a counterparty fail to honor its obligations under agreements with us, it may be difficult to secure substitute employment for such vessel, and any new charter

arrangements we secure in the spot market or on time charters may be at lower rates given currently decreased tanker charter rate levels. When we employ a vessel in the spot charter market, we generally place such vessel in a tanker pool managed by our commercial

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manager that pertains to that vessel's size class. If our charterers fail to meet their obligations to us or attempt to renegotiate our charter agreements, we could sustain significant losses which could have a material adverse effect on our business, financial condition, results of operations and cash flows, as well as our ability to repay debt, if any, in the future, and compliance with covenants in our credit facilities.

*Our insurance may not be adequate to cover our losses that may result from our operations due to the inherent operational risks of the tanker industry.*

We carry insurance to protect us against most of the accident-related risks involved in the conduct of our business, including marine hull and machinery insurance, protection and indemnity insurance, which include pollution risks, crew insurance and war risk insurance. However, we may not be adequately insured to cover losses from our operational risks, which could have a material adverse effect on us. Additionally, our insurers may refuse to pay particular claims and our insurance may be voidable by the insurers if we take, or fail to take, certain action, such as failing to maintain certification of our vessels with applicable maritime regulatory organizations. Any significant uninsured or under-insured loss or liability could have a material adverse effect on our business, results of operations, cash flows and financial condition and our available cash. In addition, we may not be able to obtain adequate insurance coverage at reasonable rates in the future during adverse insurance market conditions.

*Changes in the insurance markets attributable to terrorist attacks may also make certain types of insurance more difficult for us to obtain due to increased premiums or reduced or restricted coverage for losses caused by terrorist acts generally.*

Because we obtain some of our insurance through protection and indemnity associations, which result in significant expenses to us, we may be required to make additional premium payments.

We may be subject to increased premium payments, or calls, in amounts based on our claim records, the claim records of our managers, as well as the claim records of other members of the protection and indemnity associations through which we receive insurance coverage for tort liability, including pollution-related liability. In addition, our protection and indemnity associations may not have enough resources to cover claims made against them. Our payment of these calls could result in significant expense to us, which could have a material adverse effect on our business, results of operations, cash flows, financial condition and available cash.

## **Risks Related to Our Relationship with Scorpio Group and its Affiliates**

*We are dependent on our managers and their ability to hire and retain key personnel, and there may be conflicts of interest between us and our managers that may not be resolved in our favor.*

Our success depends to a significant extent upon the abilities and efforts of our technical manager, SSM, our commercial manager, SCM, and our management team. Our success will depend upon our and our managers' ability to hire and retain key members of our management team. The loss of any of these individuals could adversely affect our business prospects and financial condition.

Difficulty in hiring and retaining personnel could adversely affect our results of operations. We do not maintain key man life insurance on any of our officers.

Our technical and commercial managers are affiliates of Scorpio Group, which is owned and controlled by the Lolli-Ghetti family, of which our founder, Chairman and Chief Executive Officer, Mr. Emanuele Lauro, is a member. In addition to our Chief Executive Officer, our President and our Chief Operating Officer each serve as members of

the management team of Scorpio Bulk, Inc. and in similar management positions in the Scorpio Group. These relationships may create conflicts of interest in matters involving or affecting us and our customers, including in the chartering, purchase, sale and operation of the vessels in our fleet versus vessels

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managed by other members of the Scorpio Group. Conflicts of interest may arise between us, on the one hand, and our commercial and technical managers, on the other hand. As a result of these conflicts, our commercial and technical managers, who have limited contractual duties, may favor their own or other owner's interests over our interests. These conflicts may have unfavorable results for us.

*Our founder, Chairman and Chief Executive Officer has affiliations with our commercial and technical managers which may create conflicts of interest.*

Emanuele Lauro, our founder, Chairman and Chief Executive Officer, is a member of the Lolli-Ghetti family which owns and controls our commercial and technical managers. These responsibilities and relationships could create conflicts of interest between us, on the one hand, and our commercial and technical managers, on the other hand. These conflicts may arise in connection with the chartering, purchase, sale and operations of the vessels in our fleet versus vessels managed by other companies affiliated with our commercial or technical managers. Our commercial and technical managers may give preferential treatment to vessels that are time chartered-in by related parties because our founder, Chairman and Chief Executive Officer and members of his family may receive greater economic benefits. In particular, as of October 27, 2014, our commercial and technical managers provide commercial and technical management services to approximately 39 and 8 vessels respectively, other than the vessels in our fleet, that are owned or operated by entities affiliated with Mr. Lauro, and such entities may acquire additional vessels that will compete with our vessels in the future. Such conflicts may have an adverse effect on our results of operations.

*Certain of our officers do not devote all of their time to our business, which may hinder our ability to operate successfully.*

Mr. Lauro, our Chief Executive Officer, Mr. Bugbee, our President, and Mr. Mackey, our Chief Operating Officer, participate in business activities not associated with us, including serving as members of the management team of Scorpio Bulkers, Inc. Additionally, Messrs. Lauro, Bugbee and Mackey serve in similar positions in the Scorpio Group. As a result, they may devote less time to us than if they were not engaged in other business activities and may owe fiduciary duties to the shareholders of both us as well as shareholders of other companies which they may be affiliated, including other Scorpio Group companies. This may create conflicts of interest in matters involving or affecting us and our customers and it is not certain that any of these conflicts of interest will be resolved in our favor. This could have a material adverse effect on our business, financial condition, results of operations and cash flows.

*Our commercial and technical managers are each privately held companies and there is little or no publicly available information about them.*

SCM is our commercial manager and SSM is our technical manager. SCM's and SSM's ability to render management services will depend in part on their own financial strength. Circumstances beyond our control could impair our commercial manager's or technical manager's financial strength, and because each is a privately held company, information about the financial strength of our commercial manager and technical manager is not available. As a result, we and our shareholders might have little advance warning of financial or other problems affecting our commercial manager or technical manager even though their financial or other problems could have a material adverse effect on us.

*We are subject to certain risks with respect to our counterparties on contracts, and failure of such counterparties to meet their obligations could cause us to suffer losses or negatively impact our results of operations and cash flows.*

We have entered into, and may enter in the future, various contracts, including, charter agreements and credit facilities. Such agreements subject us to counterparty risks. The ability of each of our counterparties to perform its

obligations under a contract with us will depend on a number of factors that are beyond our control and may

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include, among other things, general economic conditions, the condition of the maritime and offshore industries, the overall financial condition of the counterparty, charter rates received for specific types of vessels, and various expenses. For example, the combination of a reduction of cash flow resulting from declines in world trade, a reduction in borrowing bases under reserve-based credit facilities and the lack of availability of debt or equity financing may result in a significant reduction in the ability of our charterers to make charter payments to us. In addition, in depressed market conditions, our charterers and customers may no longer need a vessel that is currently under charter or contract or may be able to obtain a comparable vessel at lower rates. As a result, charterers and customers may seek to renegotiate the terms of their existing charter agreements or avoid their obligations under those contracts. As of October 27, 2014, we were still party to the performance guarantees under the construction contracts for the seven Very Large Crude Carriers that we sold in the first quarter of 2014. We are working with the buyer and the shipyards to novate the contracts to the buyers. Should the counterparty to this transaction fail to fulfill the obligations set forth under each construction contract, then the shipyards may have legal recourse to seek payment from us to fulfill these obligations. In addition, should a counterparty fail to honor its obligations under agreements with us, we could sustain significant losses which could have a material adverse effect on our business, financial condition, results of operations and cash flows.

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**USE OF PROCEEDS**

We intend to use the net proceeds of the sale of our Notes, which are expected to total approximately \$43.4 million after deducting underwriting discounts and commissions and estimated offering expenses (or approximately \$49.9 million if the underwriters exercise their option to purchase additional Notes in full), for general corporate purposes and working capital, which may include the acquisition of additional new or secondhand vessels. We can provide no assurance that we will be able to identify additional vessels to acquire or that we will be able to complete the acquisition of vessels that we are able to identify.

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**Table of Contents****RATIO OF EARNINGS TO FIXED CHARGES**

The following table sets forth our ratio of earnings to fixed charges for the six months ended June 30, 2014 and each of the years ended December 31, 2013, 2012, 2011, 2010 and 2009.

In thousands of U.S. dollars	Six months ended June 30, 2014	2013	Years ended December 31,			
			2012	2011	2010	2009
<b>Earnings:</b>						
Add:						
Income / (loss) before income or loss from associate and income taxes	\$ 52,191	\$ 16,646	\$ (26,537)	\$ (82,727)	(\$ 2,822)	\$ 3,418
Fixed charges (calculated below)	9,386	11,614	12,263	7,492	3,244	730
Amortization of capitalized interest	106	165	39			
Less:						
Interest capitalized	(6,953)	(6,379)	(3,220)	(573)		
Earnings	\$ 54,730	22,046	(17,455)	(75,808)	422	4,148
<b>Fixed charges:</b>						
Interest expensed and capitalized on bank loans	7,154	7,221	6,494	5,524	2,985	699
Amortization of deferred financing fees	468	332	4,093	986	246	
Interest component of rent	1,764	4,061	1,676	982	13	31
Fixed charges	\$ 9,386	11,614	12,263	7,492	3,244	730
Ratio of earnings to fixed charges	5.83x	1.90x	(1)	(1)	(1)	5.68x

- (1) Our earnings were insufficient to cover fixed charges and accordingly, the ratio was less than 1:1. We would have needed to generate additional earnings of \$29.7 million, \$83.3 million and \$2.8 million to achieve coverage of 1:1 in the year ended December 31, 2012, 2011, and 2010, respectively.

**Table of Contents****CAPITALIZATION**

The following table sets forth our capitalization at September 30, 2014, on:

an actual basis;

an as adjusted basis to give effect to the following:

payments totaling \$83.5 million related to installment payments under our Newbuilding Program, which included \$76.9 million for the final installment payments on 4 newbuilding vessels that were delivered to us in October 2014.

drawdowns of \$76.8 million from our secured credit facilities, including \$39.3 million from the K-Sure Credit Facility and \$37.5 million from the 2013 Credit Facility.

the repurchase of 3,482,449 common shares at an average price of \$7.86 per share in October 2014 as part of our stock buyback program with the shares held in Treasury.

an as further adjusted basis to give effect to this offering.

There have been no other significant adjustments to our capitalization since September 30, 2014, as so adjusted. You should read the information below in connection with the section of this prospectus supplement entitled "Use of Proceeds," the consolidated financial statements and related notes included herein.

In thousands of U.S. dollars	As of September 30, 2014		
	Actual	As adjusted	As further adjusted
Cash	\$ 140,541	\$ 106,353 <sup>(3)</sup>	\$ 149,753
<b>Current debt:</b>			
Current debt <sup>(1)</sup>	104,418	107,573	107,573
<b>Non-current debt:</b>			
Long term debt <sup>(1)</sup>	1,005,740	1,079,365	1,079,365
Bonds payable <sup>(2)</sup>	52,004	52,004	95,404
<b>Total debt</b>	<b>\$ 1,162,162</b>	<b>\$ 1,238,942</b>	<b>\$ 1,282,342</b>
<b>Shareholders' equity:</b>			
Share capital	\$ 2,023	\$ 2,023	\$ 2,023
Additional paid-in capital	1,563,056	1,563,056	1,563,056

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Treasury shares	(316,519)	(344,004)	(344,004)
Hedging reserve	(116)	(116)	(116)
Accumulated deficit	(28,474)	(28,474)	(28,474)
Total shareholders' equity	\$ 1,219,970	\$ 1,192,485	\$ 1,192,485
Total capitalization	\$ 2,382,132	\$ 2,431,427	\$ 2,474,827

- (1) Current and non-current debt at September 30, 2014 includes bank loans and our Convertible Senior Notes due 2019 and are shown net of \$32.6 million of deferred financing fees that are amortized over the term of the loans, including \$2.1 million which relates to current debt and \$30.6 million which relates to long term debt. Non-current debt reflects the carrying value of the liability component of our Convertible Senior Notes due 2019 of \$301.3 million. The value attributed to the conversion feature of the Convertible Senior Notes due 2019 of \$61.3 million has been recorded to additional paid-in capital.
- (2) Bonds payable presented at September 30, 2014 relate to our 6.75% Senior Unsecured Notes due 2020 (the 2020 Notes ) and are shown net of \$1.7 million of deferred financing fees that are being amortized over the term of the 2020 Notes. Bonds payable, as further adjusted, also includes the Notes, which are shown net of \$1.6 million of estimated deferred financing fees that will be amortized over the term of the Notes.
- (3) Cash, as adjusted, does not include the impact of cashflows from operations from October 1, 2014 through October 27, 2014.

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**THE INTERNATIONAL OIL TANKER SHIPPING INDUSTRY**

*All the information and data presented in this section, including the analysis of the oil tanker shipping industry, has been provided by Drewry Shipping Consultants Ltd., or Drewry. The statistical and graphical information contained herein is drawn from Drewry's database and other sources. According to Drewry: (i) certain information in Drewry's database is derived from estimates or subjective judgments; (ii) the information in the databases of other maritime data collection agencies may differ from the information in Drewry's database; and (iii) while Drewry has taken reasonable care in the compilation of the statistical and graphical information and believes it to be accurate and correct, data compilation is subject to limited audit and validation procedures.*

**Oil Tanker Demand**

In broad terms, demand for oil products traded by sea is principally affected by world and regional economic conditions, as well as other factors such as changes in the location of productive capacity, and variations in the regional prices.

Demand for shipping capacity is a product of the physical quantity of the cargo (measured, depending on the cargo in terms of tons or cubic metrics) together with the distance the cargo is carried. Demand cycles move broadly in line with developments in the global economy, with demand for products slowing significantly in the period immediately after the onset of the global economic downturn in late 2008, before recovering gradually in 2012 and 2013 with the general improvement in the economic climate.

Product tankers carry refined products, such as fuel oil and vacuum gas oil (often referred to as "dirty products"), gas oil, gasoline, jet fuel, kerosene and naphtha (often referred to as "clean products"), and sometimes crude oil. In addition, some product tankers are able to carry bulk liquid chemicals and edible oils and fats. Clean petroleum products are carried by International Maritime Organisation (IMO) and non IMO certified tankers. IMO tankers also carry, depending on their tank coatings, a range of other products including organic and inorganic bulk liquid chemicals, vegetable oils and animal fats and special products such as molasses.

World oil consumption has generally experienced sustained growth over the last two decades, although it declined in 2008-2009 due to the steep downturn in the global economy. Data for 2013 however suggests that world oil demand rebounded to reach 91.4 million barrels per day and from 2003 to 2013 it has grown at a compound annual growth rate (CAGR) of approximately 1.4%.

**World Oil Consumption: 1990 - 2013**

(Million Barrels Per Day)

*Source: Drewry*

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Regionally, while oil consumption has been static or slightly declining in most of the developed world, consumption is increasing in most of the developing world. In recent years, Asia, in particular China has been the main generator of additional demand for oil, with this demand largely supplied from traditional sources such as the Middle East. In the period 2003 to 2013 Chinese oil consumption grew by a CAGR of 6.1% to reach 10.1 million barrels per day.

Oil consumption on a per capita basis also remains low in countries such as China and India when compared with the United States and Western Europe, but it is nonetheless growing rapidly thereby leading to increases in crude oil and refined product imports, as both countries have insufficient domestic supplies to meet demand.

**Oil Product Exports & Imports**

A significant development in the product tanker industry in recent years has been the growth of exports from the United States. Historically, the United States was a net importer of products, but this situation has changed with the exploitation of shale reserves in the United States and the growth in domestic oil production. In the period 2003-2013 exports of products from the United States increased by a CAGR of 11.8% and much of this traffic went to South America to satisfy growing local demand.

**Oil Product Exports Major Growth Regions**

*(Million Bpd)*

*Source: Drewry*

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In the United States a combination of moderate oil demand and increased availability of crude oil supplies from tight oil and offshore sources has led to a situation where large scale exports of products are feasible, especially middle distillates from the US Gulf. In light of the projected growth in United States crude oil production, and strong demand growth in South America combined with increasing long-haul flows to Asia, this is a trend which seems likely to continue. Other United States exports have been moving transatlantic into Europe, where local refinery shutdowns have supported import demand.

**Oil Product Imports Major Growth Regions**

( 000 Bpd)

*Source: Drewry*

Product trades are also affected by the location of refinery capacity. During the past five years some oil producing regions in the developing world most notably the Middle East and Asia have expanded their own refinery capacity; just as poor financial margins have forced refinery closures in the developed world, especially in Europe and on the United States East Coast. In addition, most of the planned increases in global refinery capacity are scheduled to take place in the Middle East and Asia. Therefore, the recent trends in the location of global refinery capacity look set to continue.

Export-oriented refineries in India and the Middle East, coupled with the closure of refining capacity in the developed world, have prompted longer haul shipments to cater for product demand. Refinery closures close to consuming regions elsewhere in the world will also help to support product import demand. For example, in Australia, trade from Singapore is expected to become increasingly important to compensate for the conversion of local producing refineries into storage depots. This would be part of a general increase in intra-Asian trade which is already boosting product tanker demand, something which may be further supported by expected closures in Japan (a result of new government standards).



**Table of Contents****Current Tanker Fleet**

As of September 30, 2014 the total oil tanker fleet (crude and products) consisted of 3,164 ships with a combined capacity of 420.2 million dwt.

**Oil Tanker Fleet September 30, 2014**

Sector	Deadweight Tons (dwt)	Number of Vessels	% of Fleet	Capacity (million dwt)	% of Fleet
Handy	10-54,999	772	24.4	28.7	6.8
Panamax	55-79,999	393	12.4	28.3	6.7
Aframax	80-119,999	882	27.9	95	22.6
Suezmax	120-199,999	492	15.5	76.2	18.1
VLCC	200-320,000	574	18.1	175.4	41.7
ULCC	320,000+	51	1.6	16.6	4.0
<b>Total</b>		<b>3,164</b>	<b>100.0</b>	<b>420.2</b>	<b>100.0</b>

Source: Drewry

Additionally, the tanker fleet is divided between crude tankers that carry crude oil or residual fuel oil ( dirty products), and product tankers that carry refined petroleum products ( clean products) such as gasoline, jet fuel, kerosene, naphtha and gas oil. There is no industry accepted standard definition of the world oil product tanker fleet but typically the fleet can be divided into four major categories based on vessel size. The world product tanker fleet as of September 30, 2014 consisted of 1,240 ships with a combined capacity of 72.8 million dwt. The breakdown of the fleet by size together with the orderbook for newbuilding product tankers as of September 30, 2014 is illustrated in the table below.

**The World Product Tanker Fleet<sup>(1)</sup> & Orderbook**

Size Category	Existing Fleet		Orderbook				Scheduled Deliveries		Total	Orderbook as % of Fleet (By DWT)	
	Sep. 30, 2014	Oct.-Dec. 2014	2015	2016+	2016+	2016+					
Dwt	No.	000 Dwt	No.	000 Dwt	No.	000 Dwt	No.	000 Dwt	No.	000 Dwt	
10-24,999	143	2,063	6	118	1	19	0	0	7	137	6.6%
25-54,999	590	25,769	27	1,303	38	1,840	24	1,130	89	4,273	16.6%
55-79,999	298	21,761	4	285	4	284	19	1,402	27	1,971	9.1%
80,000 +	209	23,188	15	1,698	41	4,636	17	1,927	73	8,261	35.6%
<b>Total</b>	<b>1,240</b>	<b>72,781</b>	<b>52</b>	<b>3,404</b>	<b>84</b>	<b>6,779</b>	<b>60</b>	<b>4,459</b>	<b>196</b>	<b>14,642</b>	<b>20.1%</b>

As of September 30, 2014, the world product tanker orderbook for all vessels above 10,000 DWT comprised 196 ships with a combined capacity of 14.6 million dwt, equivalent to 20.1% of the existing fleet. Most of the ships are due for delivery by the end of 2015, although it is worth noting that in recent years the orderbook has been affected by

the non-delivery of vessels. Product tankers scheduled for delivery were not delivered for a variety of reasons, including delays, either through mutual agreement or through shipyard problems, and some were due to vessel cancellations. Slippage and non-delivery is likely to remain an issue going forward and will continue to moderate fleet growth.

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**Table of Contents****The Oil Tanker Freight Market**

Tanker charter hire rates and vessel values for all tankers are influenced by the supply and demand for tanker capacity. Also, in general terms, time charter rates are less volatile than spot rates, because they reflect the fact that the vessel is fixed for a longer period of time. In the spot market, rates will reflect the immediate underlying conditions in vessel supply and demand and are thus prone to more volatility. The trend in spot rates since 2000 for the main vessel classes is shown in the table below.

**Oil Tanker Spot (TCE) Rates 2000-2014**

(US\$/Day)

<b>Year</b>	<b>Caribs USES 40-70,000 dwt</b>	<b>NW Europe NW Europe 70-100,000 dwt</b>	<b>West Africa Caribs/USES 150-160,000 dwt</b>	<b>AG Japan 280-300,000 dwt</b>
<b>2000</b>	28,375	40,375	40,950	52,450
<b>2001</b>	26,300	35,308	31,992	36,891
<b>2002</b>	16,567	22,800	19,325	21,667
<b>2003</b>	28,833	41,883	37,367	49,342
<b>2004</b>	42,158	55,408	64,792	95,258
<b>2005</b>	34,933	57,517	40,883	59,125
<b>2006</b>	28,792	47,067	40,142	51,142
<b>2007</b>	30,100	41,975	35,392	45,475
<b>2008</b>	36,992	56,408	52,650	89,300
<b>2009</b>	13,450	19,883	20,242	29,483
<b>2010</b>	17,950	27,825	19,658	40,408
<b>2011</b>	11,000	12,283	8,909	19,933
<b>2012</b>	15,245	9,625	10,517	17,617
<b>2013</b>	14,783	12,000	7,500	16,417
<b>2014 through Sep-14</b>	21,432	32,033	14,244	20,356
<b>Sep-14</b>	14,000	19,000	6,100	13,900

*Source: Drewry*

Between 2003 and 2007, the differential between demand and supply for tankers remained narrow and product tanker freight rates were generally firm. Following the recent recession, product tanker demand slowed, coinciding with substantial tonnage entering the fleet, driving earnings down. In late 2013 however, there was some evidence that rates had started to move upwards from the recessionary lows, although rates have been quite volatile in 2014.

**Table of Contents****Oil Tanker Newbuilding Prices**

Newbuilding prices increased significantly between 2003 and 2007 primarily as a result of increased tanker demand. Thereafter prices weakened in the face of a poor freight market and lower levels of new ordering. In late 2013 prices started to recover, but it is worth noting that they are still significantly below the peaks reported at the height of the market in 2008, a fact evident from the data shown in the table below.

**Oil Tankers: Newbuilding Prices 2000-2014**

(US\$ Millions)

<b>Year End</b>	<b>30,000 Dwt</b>	<b>50,000 Dwt</b>	<b>75,000 Dwt</b>	<b>110,000 Dwt</b>	<b>160,000 Dwt</b>	<b>300,000 Dwt</b>
2000		31.5	36.5	41.0	49.5	76.0
2001	0.0	27.0	33.5	38.0	47.0	72.0
2002	0.0	26.5	31.0	36.0	44.0	66.0
2003	28.5	30.5	34.5	40.0	52.0	73.0
2004	34.0	39.0	41.0	57.0	68.0	105.0
2005	37.5	42.0	43.0	59.0	71.0	120.0
2006	40.5	47.5	50.0	65.0	78.0	128.0
2007	46.0	54.0	64.0	78.0	90.0	146.0
2008	40.0	46.5	57.0	71.5	87.0	142.0
2009	31.0	36.0	42.5	52.0	62.0	101.0
2010	33.0	36.0	46.0	57.0	67.0	105.0
2011	31.5	36.0	44.0	52.8	61.7	99.0
2012	30.0	33.0	42.0	48.0	56.5	92.0
2013	31.0	35.0	43.0	51.5	59.0	93.5
Sep-14	33.0	37.0	45.5	54.0	65.0	98.0

Source: Drewry

**Secondhand Prices**

Secondhand values primarily, albeit with a lag, reflect prevailing and expected charter rates. During extended periods of high charter rates vessel values tend to appreciate and vice versa. However vessel values are also influenced by other factors, including the age of the vessel. Prices for young vessels, those approximately up to five years old, are also influenced by newbuilding prices while prices for old vessels, near the end of their useful economic life, those approximately at or in excess of 25 years, are influenced by the value of scrap steel.

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The table below illustrates the movements of prices (expressed in US\$ million) for second hand oil tankers from 2000 to September 2014. In the last few months of 2013 prices for all modern (five years old) tankers started to rise as a result of the rise in freight rates and more positive market sentiment, but they remain a long way from the last cyclical peak seen in 2007/2008. In 2014, prices for large crude tankers have firmed a little, but for some smaller tankers the price rises of late 2013 have not been maintained.

**Oil Tanker Secondhand Prices: 2000-2014**

(US\$ Million)

Year End	30,000	45,000	70,000	95,000	150,000	300,000
	Dwt 5 Yrs	Dwt 5 Yrs	Dwt 5 Yrs	Dwt 5 Yrs	Dwt 5 Yrs	Dwt 5 Yrs
2000	25.5	25.5	28.5	36.5	44.0	70.0
2001	25.0	25.0	25.5	34.5	41.5	63.0
2002	21.5	21.5	21.0	29.5	39.0	55.0
2003	29.5	29.5	24.0	37.0	47.0	70.0
2004	42.0	42.0	38.0	57.0	73.0	112.0
2005	45.5	45.5	39.0	58.0	75.0	110.0
2006	47.5	47.5	48.0	63.0	77.0	115.0
2007	52.0	52.0	59.0	68.5	91.5	130.0
2008	42.0	42.0	46.0	55.0	77.0	110.0
2009	24.0	24.0	32.5	38.0	53.0	77.5
2010	21.5	24.0	35.0	42.0	58.0	85.5
2011	22.5	27.0	32.0	33.5	45.5	58.0
2012	20.0	24.0	25.0	27.5	40.0	57.0
2013	21.0	29.0	31.0	32.0	42.0	60.0
Sep-14	19.5	26.0	32.5	42.0	49.0	73.0

Source: Drewry

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**Table of Contents****BUSINESS**

We are engaged in seaborne transportation of refined petroleum products and crude oil in the international shipping markets. As of October 27, 2014, we operate a fleet consisting of 48 wholly-owned tankers (four LR2 tankers, two LR1 tankers, 10 Handymax tankers, 31 MR tankers, and one post-Panamax tanker) with a weighted average age of approximately 1.5 years, and 24 time chartered-in tankers (eight LR2, five LR1, four MR and seven Handymax tankers), which we refer to collectively as our Operating Fleet. In addition, as of the same date, we have contracts for the construction of 27 newbuilding product tankers (14 MR tankers, 5 Handymax ice class 1-A tankers and eight LR2 tankers), which we refer to as our Newbuilding Program. Of the vessels in our Newbuilding Program, 13 are expected to be delivered to us in 2014 and the remaining 14 are expected to be delivered to us in the first and second quarters of 2015. We also own approximately 16.3% of the outstanding shares of Dorian LPG Ltd., or Dorian, an international liquefied petroleum gas, or LPG, shipping company, which has an operating fleet of six LPG carriers (five of which are very large gas carriers, or VLGCs) and contracts for the construction of 17 fuel-efficient VLGC newbuildings from reputable shipyards.

The following table sets forth certain information regarding our fleet as of October 27, 2014:

	<b>Vessel Name</b>	<b>Year Built</b>	<b>DWT</b>	<b>Ice class</b>	<b>Employment</b>	<b>Vessel type</b>
	<i>Owned vessels</i>					
1	STI Highlander	2007	37,145	1A	SHTP <sup>(1)</sup>	Handymax
2	STI Brixton	2014	38,000	1A	SHTP <sup>(1)</sup>	Handymax
3	STI Comandante	2014	38,000	1A	SHTP <sup>(1)</sup>	Handymax
4	STI Pimlico	2014	38,000	1A	Spot	Handymax
5	STI Hackney	2014	38,000	1A	SHTP <sup>(1)</sup>	Handymax
6	STI Acton	2014	38,000	1A	Spot	Handymax
7	STI Fulham	2014	38,000	1A	Spot	Handymax
8	STI Camden	2014	38,000	1A	Spot	Handymax
9	STI Battersea	2014	38,000	1A	Spot	Handymax
10	STI Wembley	2014	38,000	1A	Spot	Handymax
11	STI Amber	2012	52,000		SMRP <sup>(4)</sup>	MR
12	STI Topaz	2012	52,000		SMRP <sup>(4)</sup>	MR
13	STI Ruby	2012	52,000		SMRP <sup>(4)</sup>	MR
14	STI Garnet	2012	52,000		SMRP <sup>(4)</sup>	MR
15	STI Onyx	2012	52,000		SMRP <sup>(4)</sup>	MR
16	STI Sapphire	2013	52,000		SMRP <sup>(4)</sup>	MR
17	STI Emerald	2013	52,000		SMRP <sup>(4)</sup>	MR
18	STI Beryl	2013	52,000		SMRP <sup>(4)</sup>	MR
19	STI Le Rocher	2013	52,000		SMRP <sup>(4)</sup>	MR
20	STI Larvotto	2013	52,000		SMRP <sup>(4)</sup>	MR
21	STI Fontvieille	2013	52,000		SMRP <sup>(4)</sup>	MR
22	STI Ville	2013	52,000		SMRP <sup>(4)</sup>	MR
23	STI Duchessa	2014	52,000		SMRP <sup>(4)</sup>	MR
24	STI Opera	2014	52,000		SMRP <sup>(4)</sup>	MR
25	STI Texas City	2014	52,000		Time Charter <sup>(5)</sup>	MR
26	STI Meraux	2014	52,000		Time Charter <sup>(6)</sup>	MR

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27	STI Chelsea	2014	52,000	SMRP <sup>(4)</sup>	MR
28	STI Lexington	2014	52,000	SMRP <sup>(4)</sup>	MR
29	STI San Antonio	2014	52,000	Time Charter <sup>(6)</sup>	MR
30	STI Venere	2014	52,000	SMRP <sup>(4)</sup>	MR
31	STI Virtus	2014	52,000	Spot	