

Scorpio Tankers Inc.
Form F-3ASR
February 25, 2013

As filed with the Securities and Exchange Commission on February 22, 2013

Registration No. 333-_____

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

FORM F-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

SCORPIO TANKERS INC.
(Exact name of Registrant as specified in its charter)

The Republic of the Marshall Islands (State or other jurisdiction of incorporation or organization)	N/A (I.R.S. Employer Identification Number)
---	--

9, Boulevard Charles III
Monaco 98000
+377-9798-5716

(Address and telephone number of
Registrant's principal executive offices)

Seward & Kissel LLP
Attention: Larry Rutkowski, Esq.
Edward S. Horton, Esq.
One Battery Park Plaza
New York, New York 10004
(212) 574-1200

(Name, address and telephone number of
agent
for service)

Copies to:

Edgar Filing: Scorpio Tankers Inc. - Form F-3ASR

Larry Rutkowski, Esq.
Edward S. Horton, Esq.
Seward & Kissel LLP
One Battery Park Plaza
New York, New York 10004
(212) 574-1200 (telephone number)
(212) 480-8421 (facsimile number)

Approximate date of commencement of proposed sale to the public: From time to time after this registration statement becomes effective as determined by market conditions and other factors.

If only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.C. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.C. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee
Common shares, par value \$0.01 per share			
Preferred shares			
Debt securities			
Guarantees(2)			

Edgar Filing: Scorpio Tankers Inc. - Form F-3ASR

Warrants(3)			
Purchase contracts(4)			
Rights (5)			
Units(6)			
Total	Indeterminate	Indeterminate	\$0(1)

- (1) An indeterminate aggregate initial offering price or number of securities of each identified class is being registered as may from time to time be offered at indeterminate prices. Also includes such indeterminate amount of debt securities and number of common shares and preferred shares as may be issued upon conversion or exchange for any other debt securities or shares of preferred stock that provide for conversion or exchange into other securities. In connection with the securities offered hereby, the Registrant is deferring payment of all of the registration fees and will pay registration fees on a "pay-as-you-go" basis in accordance with Rule 456(b) and Rule 457(r).
 - (2) The debt securities may be guaranteed pursuant to guarantees by the subsidiaries of Scorpio Tankers Inc. No separate compensation will be received for the guarantees. Pursuant to Rule 457(n), no separate fees for the guarantees are payable.
 - (3) Registered hereunder are an indeterminate number of warrants as may from time to time be sold at indeterminate prices.
 - (4) Registered hereunder are an indeterminate number of purchase contracts as may from time to time be sold at indeterminate prices.
 - (5) Registered hereunder are an indeterminate number of rights as may from time to time be sold at indeterminate prices.
 - (6) Registered hereunder are an indeterminate number of units as may from time to time be sold at indeterminate prices. Units may consist of any combination of securities registered hereunder.
-

TABLE OF ADDITIONAL REGISTRANTS

Exact Name of Registrant as Specified in its Charter	Jurisdiction of Incorporation	IRS Employer I.D. No.	Primary Standard Industrial Classification Code No.
STI Heritage Shipping Co. Ltd	Marshall Islands	N/A	4412
STI Conqueror Shipping Co. Ltd	Marshall Islands	N/A	4412
STI Matador Shipping Co. Ltd	Marshall Islands	N/A	4412
STI Gladiator Shipping Co. Ltd	Marshall Islands	N/A	4412
STI Highlander Shipping Co Ltd	Marshall Islands	N/A	4412
STI Spirit Shipping Co Ltd	Marshall Islands	N/A	4412
STI Chartering & Trading Ltd	Marshall Islands	N/A	4412
STI Diamond Shipping Co Ltd	Marshall Islands	N/A	4412
STI Coral Shipping Co Ltd	Marshall Islands	N/A	4412
Sting LLC	Delaware (U.S.A.)	N/A	4412
Noemi Shipping Company Ltd	Marshall Islands	N/A	4412
Senatore Shipping Company Ltd	Marshall Islands	N/A	4412
Venice Shipping Company Ltd	Marshall Islands	N/A	4412
STI Harmony Shipping Co Ltd	Marshall Islands	N/A	4412
STI Comandante Shipping Company Limited	Marshall Islands	N/A	4412
STI Brixton Shipping Company Limited	Marshall Islands	N/A	4412
STI Pimlico Shipping Company Limited	Marshall Islands	N/A	4412
STI Hackney Shipping Company Limited	Marshall Islands	N/A	4412
STI Amber Shipping Company Limited	Marshall Islands	N/A	4412
STI Topaz Shipping Company Limited	Marshall Islands	N/A	4412
STI Ruby Shipping Company Limited	Marshall Islands	N/A	4412

Edgar Filing: Scorpio Tankers Inc. - Form F-3ASR

STI Garnet Shipping Company Limited	Marshall Islands	N/A	4412
STI Onyx Shipping Company Limited	Marshall Islands	N/A	4412
STI Sapphire Shipping Company Limited	Marshall Islands	N/A	4412
STI Emerald Shipping Company Limited	Marshall Islands	N/A	4412
STI Beryl Shipping Company Limited	Marshall Islands	N/A	4412
STI Jasper Shipping Company Limited	Marshall Islands	N/A	4412
STI Duchessa Shipping Company Limited	Marshall Islands	N/A	4412
STI Opera Shipping Company Limited	Marshall Islands	N/A	4412
STI Venere Shipping Company Limited	Marshall Islands	N/A	4412
STI Mythos Shipping Company Limited	Marshall Islands	N/A	4412
STI Aqua Shipping Company Limited	Marshall Islands	N/A	4412
STI Dama Shipping Company Limited	Marshall Islands	N/A	4412
STI Regina Shipping Company Limited	Marshall Islands	N/A	4412
STI Virtus Shipping Company Limited	Marshall Islands	N/A	4412
STI Mayfair Shipping Company Limited	Marshall Islands	N/A	4412
STI Millenium Shipping Company Limited	Marshall Islands	N/A	4412
STI Olivia Shipping Company Limited	Marshall Islands	N/A	4412
STI Powai Shipping Company Limited	Marshall Islands	N/A	4412
STI Tribeca Shipping Company Limited	Marshall Islands	N/A	4412
STI Soho Shipping Company Limited	Marshall Islands	N/A	4412
STI Gramercy Shipping Company Limited	Marshall Islands	N/A	4412

Prospectus

SCORPIO TANKERS INC.

Common Shares, Preferred Shares, Debt Securities, Guarantees, Warrants, Purchase Contracts, Rights and Units

Through this prospectus, we or any selling shareholder may periodically offer:

- (1) our common shares,
- (2) our preferred shares,
- (3) our debt securities, which may be guaranteed by one or more of our subsidiaries,
- (4) our warrants,
- (5) our purchase contracts,
- (6) our rights, and
- (7) our units.

The prices and other terms of the securities that we or any selling shareholder will offer will be determined at the time of their offering and will be described in a supplement to this prospectus. We will not receive any of the proceeds from a sale of securities by the selling shareholders.

Our common shares are listed on the New York Stock Exchange under the symbol "STNG."

The securities issued under this prospectus may be offered directly or through underwriters, agents or dealers. The names of any underwriters, agents or dealers will be included in a supplement to this prospectus.

An investment in these securities involves a high degree of risk. See the section entitled "Risk Factors" beginning on page 8 of this prospectus, and other risk factors contained in the applicable prospectus supplement and in the documents incorporated by reference herein and therein.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is February 22, 2013.

TABLE OF CONTENTS

PROSPECTUS SUMMARY	1
RISK FACTORS	8
CAUTIONARY STATEMENT REGARDING FORWARD LOOKING STATEMENTS	10
RATIO OF EARNINGS TO FIXED CHARGES	11
USE OF PROCEEDS	12
CAPITALIZATION	13
PRICE RANGE OF COMMON SHARES	14
PLAN OF DISTRIBUTION	15
ENFORCEMENT OF CIVIL LIABILITIES	17
DESCRIPTION OF CAPITAL STOCK	18
DESCRIPTION OF DEBT SECURITIES	24
DESCRIPTION OF WARRANTS	33
DESCRIPTION OF PURCHASE CONTRACTS	34
DESCRIPTION OF RIGHTS	35
DESCRIPTION OF UNITS	36
EXPENSES	37
TAX CONSIDERATIONS	38
LEGAL MATTERS	46
EXPERTS	46
WHERE YOU CAN FIND ADDITIONAL INFORMATION	46

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

This prospectus is part of a registration statement that we filed with the U.S. Securities and Exchange Commission, or the Commission, using a shelf registration process. Under the shelf registration process, we or any selling shareholder may sell our common shares, preferred shares, debt securities (and related guarantees), warrants, purchase contracts and units described in this prospectus in one or more offerings. This prospectus provides you with a general description of the securities we or any selling shareholder may offer. Each time we or a selling shareholder offer securities, we will provide you with a prospectus supplement that will describe the specific amounts, prices and terms of the offered securities. We may file a prospectus supplement in the future that may also add, update or change the information contained in this prospectus. You should read carefully both this prospectus and any prospectus supplement, together with the additional information described below.

This prospectus and any prospectus supplement are part of a registration statement we filed with the Commission and do not contain all the information in the registration statement. Forms of the indentures and other documents establishing the terms of the offered securities are filed as exhibits to the registration statement. Statements in this prospectus or any prospectus supplement about these documents are summaries and each statement is qualified in all respects by reference to the document to which it refers. You should refer to the actual documents for a more complete description of the relevant matters. For further information about us or the securities offered hereby, you should refer to the registration statement, which you can obtain from the Commission as described below under the section entitled "Where You Can Find Additional Information."

You should rely only on the information contained or incorporated by reference in this prospectus and in any prospectus supplement. We have not authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We will not make an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus and the applicable supplement to this prospectus is accurate as of the date on its respective cover, and that any information incorporated by reference is accurate only as of the date of the document incorporated by reference, unless we indicate otherwise. Our business, financial condition, results of operations and prospects may have changed since those dates.

(i)

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 and the information incorporated by reference herein, including the section of this prospectus entitled "Risk Factors" beginning on page 8.

Unless the context otherwise requires, when used in this prospectus, 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. Unless otherwise indicated, all references to "dollars" and "\$" in this prospectus are to the lawful currency of the United States. We use the term deadweight tons, or dwt, expressed in metric tons, each of which is equivalent to 1,000 kilograms, in describing the size of tankers.

Our Company

We are Scorpio Tankers Inc., a company incorporated in the Republic of the Marshall Islands. We provide seaborne transportation of crude oil and other petroleum products worldwide. We began our operations in October 2009 with three vessel-owning and operating subsidiary companies. In April 2010, we completed our initial public offering of 12,500,000 common shares at a public offering price of \$13.00 per share and commenced trading on the New York Stock Exchange, or NYSE, under the symbol "STNG." We have since expanded our fleet, and as of the date of this prospectus, our fleet consists of 13 wholly-owned tankers (four LR1 tankers, one Handymax tanker, six MR tankers, one LR2 tanker and one post-Panamax tanker), 19 time chartered-in tankers (five Handymax tankers, eight MR tankers, three LR1 tankers and three LR2 tankers, including one vessel we expect to be delivered to us in 2013) and we have contracted for 16 newbuilding MR tankers and four Handymax tankers, two of which are expected to be delivered to us by April 2013 and the remaining 18 by the end of 2014.

We intend to continue to grow our fleet through timely and selective acquisitions of modern, high-quality tankers. We expect to focus future vessel acquisitions primarily on medium-sized product or coated tankers. However, we will also consider purchasing other classes of tankers if we determine that those vessels would, in our view, present favorable investment opportunities.

Our founder, Chairman and Chief Executive Officer, Mr. Emanuele Lauro, is a member of the Lolli-Ghetti family, which has been involved in shipping since the early 1950s through the Italian company Navigazione Alta Italia, or NAI. The Lolli-Ghetti family owns and controls the Scorpio Group, which includes: Scorpio Ship Management S.A.M. and Scorpio Commercial Management S.A.M., which provide us and third parties with technical and commercial management services, respectively; Scorpio Services Holding Limited, which provides us with administrative services; and other affiliated entities. Our President, Mr. Robert Bugbee, also has a senior management position at Scorpio Group, and was formerly the President and Chief Operating Officer of OMI Corporation, which was a publicly traded shipping company.

Our Fleet

Below is our fleet list as of the date of this prospectus:

Vessel Name	Year Built	DWT	Ice		Vessel type
			Class	Employment	
Owned vessels					

