

StealthGas Inc.  
Form SC 13G/A  
February 17, 2015

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

SCHEDULE 13G  
(Rule 13d-102)

Information to be Included in Statements Filed Pursuant to Rules 13d-1(b), (c) and (d) and  
Amendments Thereto Filed Pursuant to Rule 13d-2(b)  
(Amendment No. 1)\*

Stealthgas Inc.

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(Name of Issuer)

Common Stock

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(Title of Class of Securities)

Y81669106

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(CUSIP Number)

December 31, 2014

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(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\*The remainder  
of this cover  
page shall be  
filled out for a  
reporting  
person's initial  
filing on this

form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO. Y81669106 13G

1 NAMES OF  
REPORTING  
PERSONS

MSDC  
Management, L.P.

2 CHECK THE  
APPROPRIATE BOX  
IF A MEMBER OF A (a)  
GROUP\* (b)

3 SEC USE ONLY

4 CITIZENSHIP OR  
PLACE OF  
ORGANIZATION

Delaware

SOLE  
5 VOTING  
POWER

-0-

SHARED  
6 VOTING  
POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY

3,944,636

EACH  
REPORTING  
PERSON WITH

SOLE  
7 DISPOSITIVE  
POWER

-0-

SHARED  
8 DISPOSITIVE  
POWER

3,944,636

9

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING PERSON

3,944,636

10 CHECK BOX IF THE  
AGGREGATE  
AMOUNT IN ROW (9)  
EXCLUDES  
CERTAIN SHARES\*

11 PERCENT OF  
CLASS  
REPRESENTED IN  
ROW (9)

9.1%<sup>1</sup>

12 TYPE OF  
REPORTING  
PERSON\*

PN

\* SEE INSTRUCTIONS BEFORE FILLING OUT.

<sup>1</sup> The percentage used above is calculated based on 43,502,082 shares of common stock outstanding as reported in the Company's Prospectus Supplement filed with the Commission on August 06, 2014.

CUSIP NO. Y8166910613G

1 NAMES OF  
REPORTING  
PERSONS

MSD Credit  
Opportunity Master  
Fund, L.P.

2 CHECK THE  
APPROPRIATE BOX  
IF A MEMBER OF A (a)  
GROUP\*  
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR  
PLACE OF  
ORGANIZATION

Cayman Islands

SOLE  
5 VOTING  
POWER

-0-

SHARED  
6 VOTING  
POWER

NUMBER OF  
SHARES  
BENEFICIALLY 3,944,636  
OWNED BY

EACH SOLE  
REPORTING 7 DISPOSITIVE  
PERSON WITH POWER

-0-

SHARED  
8 DISPOSITIVE  
POWER

3,944,636

9

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING PERSON

3,944,636

10 CHECK BOX IF THE  
AGGREGATE  
AMOUNT IN ROW (9)  
EXCLUDES CERTAIN  
SHARES\*

11 PERCENT OF CLASS  
REPRESENTED IN  
ROW (9)

9.1% 1

12 TYPE OF  
REPORTING  
PERSON\*

PN

\* SEE INSTRUCTIONS BEFORE FILLING OUT.

CUSIP NO. Y8166910613G

Item Name of Issuer:

1 (a)

The name of the issuer is StealthGas, Inc. (the "Company").

Item Address of Issuer's Principal Executive Offices:

1 (b)

The Company's principal executive office is located at 331 Kifissias Avenue, Erithrea 14561, Athens, Greece.

Item Name of Person Filing:

2(a)

This Schedule 13G is being jointly filed by and on behalf of each of MSDC Management, L.P. ("MSDC") and MSD Credit Opportunity Master Fund, L.P. (collectively, the "Reporting Persons"). MSD Credit Opportunity Master Fund, L.P. is the direct owner of the securities covered by this statement. MSDC is the investment manager of, and may be deemed to beneficially own securities beneficially owned by, MSD Credit Opportunity Master Fund, L.P. MSDC Management (GP), LLC ("MSDC GP") is the general partner of, and may be deemed to beneficially own securities beneficially owned by, MSDC. Each of Glenn R. Fuhrman, John C. Phelan and Marc R. Lisker is a manager of, and may be deemed to beneficially own securities beneficially owned by, MSDC GP.

The Reporting Persons have entered into a Joint Filing Agreement, dated February 17, 2014, a copy of which is filed with this Schedule 13G as Exhibit 99.1, pursuant to which the Reporting Persons have agreed to file this statement jointly in accordance with the provisions of Rule 13d-1(k)(1) under the Act.

Neither the filing of this statement nor anything herein shall be construed as an admission that any person other than the Reporting Persons is, for the purposes of Section 13(d) or 13(g) of the Act or any other purpose, the beneficial owner of any securities covered by this statement.

Item Address of Principal Business Office or, if none, Residence:

2(b)

The address of the principal business office of MSDC is 645 Fifth Avenue, 21st Floor, New York, New York 10022. The address of the principal business office of MSD Credit Opportunity Master Fund, L.P. is c/o Maples Corporate Services Limited, P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands.

Item Title of Class of Securities:

2(d)

Common Stock

Item CUSIP No.:

2(e)

Y81669106

Item 3 If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b), check whether the person filing is a:

Not applicable.

Item 4 Ownership:

A. MSDC Management, L.P.

(a) Amount beneficially owned: 3,944,636

(b) Percent of class: 9.1%

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 3,944,636

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 3,944,636

B. MSD Credit Opportunity Master Fund, L.P.

(a) Amount beneficially owned: 3,944,636

(b) Percent of class: 9.1%

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 3,944,636

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 3,944,636

C. MSDC Management (GP), LLC

(a) Amount beneficially owned: 3,944,636

(b) Percent of class: 9.1%

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: -0-



- (ii) Shared power to vote or direct the vote: 3,944,636
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 3,944,636

D. Glenn R. Fuhrman

- (a) Amount beneficially owned: 3,944,636
- (b) Percent of class: 9.1%
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or direct the vote: -0-
  - (ii) Shared power to vote or direct the vote: 3,944,636
  - (iii) Sole power to dispose or direct the disposition: -0-
  - (iv) Shared power to dispose or direct the disposition: 3,944,636

E. John C. Phelan

- (a) Amount beneficially owned: 3,944,636
- (b) Percent of class: 9.1%
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or direct the vote: -0-
  - (ii) Shared power to vote or direct the vote: 3,944,636
  - (iii) Sole power to dispose or direct the disposition: -0-
  - (iv) Shared power to dispose or direct the disposition: 3,944,636

F. Marc R. Lisker

- (a) Amount beneficially owned: 3,944,636
- (b) Percent of class: 9.1%
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 3,944,636

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 3,944,636

Item Ownership of Five Percent or Less of a Class:

5

If this statement is being filed to report the fact that as of the date hereof each of the Reporting Persons has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [  ].

Item Ownership of More Than Five Percent on Behalf of Another Person:

6

Not applicable.

Item Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person:

7

Not applicable.

Item Identification and Classification of Members of the Group:

8

Not applicable.

Item Notice of Dissolution of Group:

9

Not applicable.

Item Certification:

10

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 17, 2015

MSDC Management, L.P.

By: MSDC Management (GP), LLC  
Its: General Partner

By: /s/ Marc R. Lisker  
Name: Marc R. Lisker  
Title: Manager

MSD Credit Opportunity Master Fund,  
L.P.

By: MSDC Management, L.P.  
Its: Investment Manager

By: MSDC Management (GP), LLC  
Its: General Partner

By: /s/ Marc R. Lisker  
Name: Marc R. Lisker  
Title: Manager

EXHIBIT INDEX

Exhibit Description of Exhibit

99.1 Joint Filing Agreement dated February 17, 2015.

Exhibit 99.1

AGREEMENT REGARDING THE JOINT FILING OF SCHEDULE 13G

The undersigned hereby agree as follows:

- (i) Each of them is individually eligible to use the Schedule 13G to which this Exhibit is attached, and such Schedule 13G is filed on behalf of each of them; and
- (ii) Each of them is responsible for the timely filing of such Schedule 13G and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

Date: February 17, 2015

MSDC Management, L.P.

By: MSDC Management (GP), LLC  
Its: General Partner

By: /s/ Marc R. Lisker  
Name: Marc R. Lisker  
Title: Manager

MSD Credit Opportunity Master Fund,  
L.P.

By: MSDC Management, L.P.  
Its: Investment Manager

By: MSDC Management (GP), LLC  
Its: General Partner

By: /s/ Marc R. Lisker  
Name: Marc R. Lisker  
Title: Manager