Double Hull Tankers, Inc.
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February 07, 2007

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As filed with the Securities and Exchange Commission on February 7, 2007

Registration No. 333-136365

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 ON FORM F-3 TO FORM F-1

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

DOUBLE HULL TANKERS, INC.

(Exact name of registrant as specified in its charter)

Republic of the Marshall Islands	**4412**	**N/A**
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification No.)

26 New Street
St. Helier, Jersey JE23RA
Channel Islands
+44 (0) 1534 639759

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

CT Corporation
111 Eighth Avenue
New York, New York 10011
(212) 590-9100

(Name, address, including zip code, and telephone number, including area code, of agent for service)

With copies to:

John T. Gaffney, Esq. **Cravath, Swaine & Moore LLP** **Worldwide Plaza** **825 Eighth Avenue** **New York, New York 10019** **(212) 474-1000**	**Gary L. Sellers, Esq.** **Simpson Thacher & Bartlett LLP** **425 Lexington Avenue** **New York, New York 10017-3954** **(212) 455-2000**

Approximate date of commencement of proposed sale to the public:
As soon as practicable after this Registration Statement is declared effective.

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

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, check the following box. ý

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) 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. o

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. o

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. o

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

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The registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

This Post-effective Amendment No. 1 on Form F-3 to the Registration Statement on Form F-1 is being filed pursuant to Rule 401 under the Securities Act of 1933, as amended, in order to convert the Registration Statement on Form F-1 (File No. 333-136365) originally filed on August 7, 2006 into a Registration Statement on Form F-3. The registrant satisfies the registrant requirements for the use of Form F-3, and the offering satisfies the transaction requirements of Item 3 of General Instruction I.B. of Form F-3. The prospectus contained in this Form F-3 supersedes the prospectus contained in the Form F-1.

PROSPECTUS SUPPLEMENT
(To prospectus dated January 16, 2007)

4,600,000 Shares

Common Stock

The selling stockholder is offering all of the shares of common stock offered by this prospectus supplement. We will not receive any proceeds from the sale of the shares of common stock by the selling stockholder.

Our common stock is quoted on the New York Stock Exchange under the symbol "DHT." The last reported sale price of our common stock on February 6, 2007 was $15.07 per share.

Investing in our common stock involves a high degree of risk. Before buying any shares you should carefully read the discussion of material risks of investing in our common stock in "Risk Factors" beginning on page 10 of the accompanying prospectus.

The underwriter is offering the common stock as set forth under "Underwriting."

The underwriter purchased the shares of our common stock from the selling stockholder at a price of $15.06 per share, resulting in aggregate proceeds to the selling stockholder of $69,276,000, before expenses.

The shares may be offered by the underwriter from time to time to purchasers directly or through agents, or through brokers in brokerage transactions on the New York Stock Exchange, or to dealers in negotiated transactions or in a combination of such methods of sale, at a fixed price or prices, which may be changed, or at market prices prevailing at the time of sale, at prices related to such prevailing market prices or at negotiated prices.

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

Merrill Lynch & Co.

The date of this prospectus supplement is February 7, 2007.

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ABOUT 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 certain other matters. The second part, the prospectus, gives more general information about securities the selling stockholder may offer from time to time. Generally, when we refer to the prospectus, we are referring to both parts of this document combined. To the extent the description of our common stock in this prospectus supplement differs from the description of our common stock in the accompanying prospectus, you should rely on the information in this prospectus supplement.

You should rely only on the information contained in this prospectus supplement and the accompanying prospectus. We have not authorized anyone to provide you with different information. The distribution of this prospectus and sale of these securities in certain jurisdictions may be restricted by law. Persons in possession of this prospectus supplement or the accompanying prospectus are required to inform themselves about and observe any such restrictions. We are not making 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 supplement is accurate as of the date on the front cover of this prospectus supplement only. Our business, financial condition, results of operations and prospects may have changed since that date.

THE OFFERING

Issuer	Double Hull Tankers, Inc., a Marshall Islands company.
Common stock offered by the selling stockholder in this offering	4,600,000 shares
Common stock outstanding and to be outstanding after this offering	30,009,250 shares
Use of proceeds	The selling stockholder will receive all of the net proceeds from the sale of shares of our common stock in this offering. We are registering the shares of our common stock offered hereby pursuant to a registration rights agreement with the selling stockholder.
NYSE Symbol	"DHT"
Risk Factors	See "Risk Factors" beginning on page 10 of the accompanying prospectus for a discussion of factors you should carefully consider before deciding to invest in shares of our common stock.

THE COMPANY

Unless we specify otherwise, all references and data in this prospectus supplement to our "business," our "vessels" and our "fleet" refer to our fleet of seven vessels that we acquired simultaneously with the closing of our initial public offering, or "IPO," on October 18, 2005. Unless we specify otherwise, all references in this prospectus supplement to "we," "our," "us" and "our company" refer to Double Hull Tankers, Inc. and its subsidiaries. The shipping industry's functional currency is the U.S. dollar. All of our revenues and most of our operating costs are in U.S. dollars. All references in this prospectus supplement to "$" and "dollars" refer to U.S. dollars. See the "Glossary of Shipping Terms" included in the accompanying prospectus for definitions of certain terms that are commonly used in the tanker shipping industry.

Our Company

We operate a fleet of double hull tankers. Our fleet currently consists of three very large crude carriers, or VLCCs, which are tankers ranging in size from 200,000 to 320,000 deadweight tons, or dwt, and four Aframax tankers, which are tankers ranging in size from 80,000 to 120,000 dwt. Our fleet principally operates on international routes and had a combined carrying capacity of 1,342,372 dwt and a weighted average age of 6.6 years as of September 30, 2006, compared with a weighted average age of 9.5 years for the world tanker fleet.

We acquired the seven vessels in our fleet from subsidiaries of Overseas Shipholding Group, Inc., a Delaware corporation, or "OSG," on October 18, 2005 in exchange for cash and shares of our common stock, and we have chartered these vessels back to subsidiaries of OSG. OSG, one of the world's largest bulk-shipping companies, owns and operates a modern fleet of 91 vessels (including the seven vessels that comprise our fleet) that have a combined carrying capacity of 11.6 million dwt as of September 30, 2006. OSG's fleet consists of both internationally flagged and U.S. flagged vessels that transport crude oil, petroleum products and dry bulk commodities. OSG beneficially owned approximately 29.17% of our outstanding common stock as of February 6, 2007.

Our strategy is to charter our vessels primarily pursuant to multi-year time charters to take advantage of the stable cash flow associated with long-term time charters. In addition, our time charter arrangements include a profit sharing component that gives us the opportunity to earn additional hire when vessel earnings exceed the basic hire amounts set forth in the charters. Our vessels are operated in the Tankers International Pool and the Aframax International Pool, and we expect our potential to earn additional hire will benefit from the higher utilization rates realized by these pools. In a pooling arrangement, the net revenues generated by all of the vessels in a pool are aggregated and distributed to pool members pursuant to a pre-arranged weighting system that recognizes each vessel's earnings capacity based on its cargo capacity, speed and consumption, and actual on-hire performance.

Effective October 18, 2005, we time chartered our tankers to subsidiaries of OSG for terms of five to six and one-half years. Each time charter may be renewed by the charterer on one or more successive occasions for periods of one, two or three years, up to an aggregate of five, six or eight years, depending on the vessel. If a time charter is renewed, the charter terms providing for profit sharing will remain in effect and the charterer, at the time of exercise, will have the option to select a basic charter rate that is equal to (i) 5% above the published one-, two- or three-year time charter rate (corresponding to the extension length) for the vessel's class, as decided by a shipbrokers panel, or (ii) the basic hire rate set forth in the applicable charter. The shipbrokers panel, which we call the Broker Panel, will be The Association of Shipbrokers and Agents Tanker Broker Panel or another panel of brokers mutually acceptable to us and the charterer.

Recent Developments

Based on information we have received from OSG regarding our vessels' earnings for the quarter ended December 31, 2006, our total revenue for the period was $21.9 million, consisting of

$17.9 million of base charter hire revenue and $4.0 million of revenue from additional hire under our profit sharing agreement with OSG.

Our Fleet

We purchased three VLCCs and four Aframaxes from subsidiaries of OSG in connection with the IPO. Our VLCCs, due to their large size, principally operate on long-haul routes from the Middle East or West Africa to the Far East, Northern Europe, the Caribbean and the U.S. Gulf, trading through the Tankers International Pool. Although our Aframaxes are also designed for global trading, they typically trade through the Aframax International Pool in the Atlantic Basin on shorter-haul routes between Northern Europe, the Caribbean, the United States and the Mediterranean Sea.

The following table presents certain information concerning the vessels in our fleet and their associated charters, each of which commenced on October 18, 2005:

Vessel	Type	Dwt	Year Built	Term of Initial Charter	Year 2 Basic Charter Rate(1)	Maximum Aggregate Charter Renewal Term
				(years)	($/day)	(years)
Overseas Ann	VLCC	309,327	2001	6 1/2	$ 37,400	8
Overseas Chris	VLCC	309,285	2001	6	$ 37,400	8
Regal Unity	VLCC	309,966	1997	5 1/2	$ 37,400	6
Overseas Cathy	Aframax	112,028	2004	6 1/4	$ 24,700	8
Overseas Sophie	Aframax	112,045	2003	5 1/4	$ 24,700	8
Rebecca	Aframax	94,873	1994	5	$ 18,700	5
Ania	Aframax	94,848	1994	5	$ 18,700	5

(1) Amounts represent basic hire charter rates, which increase annually by amounts that vary by vessel class and year. See "Business Charter Arrangements" for a table detailing the basic hire rates by vessel class for the initial charter periods.

Our Competitive Strengths

We believe that we have a number of strengths that provide us with a competitive advantage in the tanker industry, including:

A modern, high quality fleet. As of September 30, 2006, our three VLCC and four Aframax vessels had a weighted average age of 6.6 years, compared with a weighted average age for the world tanker fleet of 9.5 years. All of our tankers are of double hull construction and were designed and built to OSG's specifications and, prior to the IPO, were only operated by OSG. We believe they are among the most efficient and safest tankers in the world. We believe that owning and maintaining a modern, high quality fleet reduces off hire time and operating costs, improves safety and environmental performance and provides us with a competitive advantage in securing employment for our ships.

Participation in OSG's pooling arrangements. We believe that we benefit from OSG's membership in the Tankers International Pool for VLCCs and the Aframax International Pool for Aframaxes, and we expect OSG's subsidiaries to continue to operate our vessels in these pools. We believe that, over a longer period of time, our potential to earn additional hire will be enhanced by the higher utilization rates and lower overhead costs that a vessel operating inside a pool can achieve compared with a vessel operating independently outside of a pool.

An experienced management team. Our management team is led by Ole Jacob Diesen, our chief executive officer, who has over 30 years of experience in the shipping industry. Mr. Diesen has been an independent corporate and financial management consultant since 1997 and has

extensive experience in the shipping industry, including advising on a broad range of shipping transactions such as vessel sales and financings, vessel charters, pooling and technical management agreements.

Our Strategy

Our strategy is designed to generate stable cash flow through long-term fixed rate charters that provide us with the potential to earn additional revenue. The key elements of our strategy are:

Charter our fleet primarily under multi-year, fixed-rate time charters that provide for profit sharing. We have time chartered all of our vessels to subsidiaries of OSG, one of the world's largest bulk-shipping companies, for periods of five to six and one-half years under charters that provide for fixed monthly payments, plus the potential to earn additional profit sharing payments. We believe that our long-term charters will generate stable and predictable cash flow and provide us with the opportunity to earn significant additional hire as market rates exceed our basic hire rates.

Substantially fix our operating costs under our ship management agreements. Our tankers are managed by Tanker Management Ltd., a wholly owned indirect subsidiary of OSG that we refer to as Tanker Management, or our technical manager, pursuant to ship management agreements that became effective at the completion of our IPO. Under these agreements, which are coterminous with the charter for the applicable vessel, Tanker Management has assumed all responsibilities for the technical management of our vessels and for most of the operating costs (excluding insurance premiums and vessel taxes) in exchange for a fee that is fixed through October 2007. We believe these arrangements provide us with added certainty regarding the operating costs of our vessels.

Strategically expand our fleet. We intend to grow our fleet through timely and selective acquisitions of additional vessels in a manner that is accretive to earnings and dividends per share over time. Although our fleet initially consists of our three VLCCs and four Aframax tankers, we intend to consider potential acquisitions of tankers in smaller size classes as well. To facilitate our future acquisitions, we have entered into a credit facility that, subject to the satisfaction of conditions to drawdown, permits us to borrow on a committed basis up to $150 million to finance the purchase price of additional vessels that we may acquire in the future.

Our Time Charters

We have time chartered our three VLCCs and our four Aframaxes to subsidiaries of OSG for periods of five to six and one-half years. The daily base time charter rate for each of our vessels, which we refer to as basic hire, is payable to us monthly in advance and increases annually by amounts set forth in each charter. For a table detailing the basic hire rates for each vessel class during the initial period of each charter, see "Business Charter Arrangements."

In addition to the basic hire, the charterers and OSG International, Inc., or OIN, the charterers' parent, have agreed to pay us an additional payment, quarterly in arrears, which we refer to as additional hire. The additional hire payable, if any, in respect of a given quarter will be equal to 40% of the average revenue that our vessels earn or are deemed to earn for the charterers during that quarter (averaged on a rolling four quarter basis) in excess of the basic hire paid by the charterers to us during that quarter. Revenue is calculated on an aggregate fleetwide basis and depends on whether our vessels are operated in a pool:

if a vessel is operated in a pool, revenue earned by that vessel equals the share of actual pool net earnings allocated to the charterer, as determined by a formula administered by the pool manager;

if a vessel is operated outside of a pool:

- for periods that the charterer subcontracts the vessel under a time charter, revenue earned by that vessel equals the time charter hire earned by the charterer, net of specified fees incurred by the charterer; and

- for periods that the charterer does not subcontract the vessel in the time charter market, revenue deemed earned by that vessel is based on average spot market rates, which are rates for the immediate chartering of a vessel (usually for a single voyage), determined by a shipbrokers' panel for a series of routes commonly served by vessels of the same class.

A pool constitutes a collection of similar vessels under various ownerships that are placed under one administrator, which we refer to as the pool manager. The pool manager markets the vessels as a single, cohesive fleet and collects, or pools, their net earnings prior to distributing them to the individual owners under a pre-arranged weighting system that recognizes each vessel's earnings capacity based on its cargo capacity, speed and consumption, and actual on-hire performance. Pools offer their participants more opportunities to enter into multi-legged charters and contracts of affreightment, which can reduce non-earning days through scheduling efficiencies.

The three VLCCs in our fleet currently participate in the Tankers International Pool, in which OSG and seven other tanker companies participate. The Tankers International Pool consists of 46 VLCCs and V Pluses as of September 30, 2006, making it one of the world's largest VLCC fleets. The four Aframax tankers in our fleet currently participate in the Aframax International Pool, the world's second largest Aframax fleet, which, as of September 30, 2006, operates 36 Aframaxes and has six members, including OSG (which is one of the pool managers).

Technical Management of Our Fleet

To provide us with added certainty with respect to the costs of operating our vessels, we have entered into ship management agreements with Tanker Management. Under the agreements, Tanker Management is responsible for the technical management and for most of the operating costs of the vessels, including crewing, maintenance, ordinary repairs, scheduled drydockings, insurance deductibles (subject to the limits set forth in the ship management agreements) and other vessel operating expenses, excluding insurance premiums. In exchange for these services, we pay Tanker Management a fixed daily fee, which we refer to as the technical management fee, for each vessel under management. The technical management fee for each vessel is payable monthly in advance based on the actual number of days in the month. The fee is fixed for the first two years of the agreement and will increase by 2.5% per year thereafter. The ship management agreements are cancelable by us for any reason at any time upon 90 days advance notice, but each charterer has the right to approve the replacement manager that we select. Tanker Management is not be able to cancel the agreement prior to the second anniversary except for cause. Following the second anniversary, termination by Tanker Management requires at least 90 days advance notice.

Dividend Policy

We intend to pay quarterly dividends to the holders of our common stock in March, June, September and December of each year, in amounts substantially equal to the available cash from our operations during the previous quarter less cash expenses and any reserves established by our board of directors.

Our board of directors may review and amend our dividend policy from time to time in accordance with any future growth of our fleet or for other reasons. Although we do not currently have any commitment in place to purchase any specific vessels, we intend to grow our fleet by acquiring additional vessels in the future in a manner that is expected to be accretive to earnings and dividends per share over time. We expect to fund all or a portion of future vessel acquisitions with borrowings under the $150 million vessel acquisition tranche of our credit facility. Upon acquiring an additional

vessel or vessels, our board of directors may limit our dividends per share to the amount that we would have been able to pay if all or a portion of our acquisition related debt had been financed with equity as described in the section of the accompanying prospectus entitled "Dividend Policy."

Based on the assumptions and the other matters set forth below and subject to the matters set forth under "Risk Factors," we estimate that the total amount of cash available for distribution with respect to the fourth quarter of 2006 and for full year 2007 will be $0.30 per share and $1.23 per share, respectively.

The foregoing dividend estimates do not give effect to the payment of any additional hire that we may receive under the profit sharing arrangements that are included in our charter arrangements and are based on the following assumptions:

- the basic hire is paid on our vessels and our vessels are on hire for 360 days per twelve month period;

- we have no cash expenses or liabilities other than the technical management fee payable under our ship management agreements, insurance premiums, vessel taxes, our current directors' fees, the current salary and benefits of our executive officers, our other anticipated general and administrative expenses, interest payable on the $236 million of indebtedness that is outstanding under our credit facility, which we fixed for five years at a rate of 5.6% effective as of October 18, 2005, and payments of commitment fees and other financing costs under our credit facility;

- we do not purchase any additional vessels;

- we do not pay any income taxes or have to fund any required capital expenditures with respect to our vessels;

- no cash reserves are established by our board of directors;

- we are in compliance with the terms of our credit facility, which prohibits us from paying dividends if the charter-free market value of our vessels that secure the credit facility is less than 135% of our borrowings under the facility plus the actual or notional cost of terminating any interest rate swaps that we enter, if there is a continuing default under the credit facility or if the payment of the dividend would result in a default or breach of a loan covenant; and

- 30,009,250 shares of our common stock are outstanding at the time we make a dividend payment and no additional stock offerings or other capital raising transactions are made by us.

The timing and amount of dividend payments will be determined by our board of directors and will depend on, among other things, our cash earnings, financial condition, cash requirements and the provisions of Marshall Islands law affecting the payment of dividends and other factors. Other than (i) the technical management fees payable under our ship management agreements, which after two years are cancelable by Tanker Management upon 90 days notice, (ii) interest that is payable on the $236 million of indebtedness that is outstanding under our credit facility, which we fixed for five years at a rate of 5.6% effective as of October 18, 2005, (iii) commitment fees under our credit facility (for so long as we do not make any further borrowings under the vessel acquisition facility or the working capital facility), (iv) salary paid to our executive officers, which is fixed during the terms of their employment agreements, and (v) our directors' fees, none of our fees or expenses are fixed.

We cannot assure you that our future dividends will in fact be equal to the amounts set forth above or elsewhere in the accompanying prospectus. The amount of future dividends set forth above represents only an estimate of future dividends based on our charters, ship management agreements, employment agreements, current directors' fees and an estimate of our other expenses and assumes that we do not make any vessel acquisitions. The amount of future dividends, if any, could be affected by various factors, including our cash earnings, financial condition and cash requirements, the loss of a vessel, the acquisition of one or more vessels, required capital expenditures, reserves established by our

board of directors, increased or unanticipated expenses, our ability to comply with the terms of our credit facility, a change in our dividend policy, additional borrowings or future issuances of securities, many of which will be beyond our control. As a result, the amount of dividends actually paid, if any, may vary from the amounts currently estimated and such variations may be material. See the section of the accompanying prospectus captioned "Risk Factors" for a discussion of the risks associated with our ability to pay dividends.

We believe that under current law, our dividend payments from earnings and profits constitute "qualified dividend income" and are generally subject to a 15% United States federal income tax rate with respect to United States non-corporate stockholders. Distributions in excess of our earnings and profits will be treated first as a non-taxable return of capital to the extent of a United States stockholder's tax basis in its common stock on a dollar-for-dollar basis and thereafter as capital gain. Please see the sections of the accompanying prospectus entitled "Risk Factors Risk Relating to our Company Certain adverse U.S. federal income tax consequences could arise for U.S. holders" and "Tax Considerations" for additional information regarding possible adverse tax treatment of dividend payments and the section entitled "Dividend Policy" for additional information regarding dividend payments generally.

Our Credit Facility

On October 18, 2005, we entered into a $401 million secured credit facility with The Royal Bank of Scotland that has a term of ten years, with no principal amortization for the first five years. The credit facility consists of a $236 million term loan, a $150 million vessel acquisition facility and a $15 million working capital facility. The credit facility is secured by mortgages on all of our vessels, assignments of earnings and insurances and pledges over our bank accounts. We are the borrower under the credit facility, and each of our vessel owning subsidiaries have guaranteed our obligations under the credit facility.

We borrowed the entire amount available under the term loan upon the completion of our IPO to fund a portion of the purchase price for the seven vessels that we acquired from OSG. Subject to the satisfaction of a number of conditions, we are permitted to borrow up to the full amount of the vessel acquisition facility and up to the full amount of the working capital facility for a period of five years from the closing of the credit facility. Commencing on the fifth anniversary of the closing of the credit facility, the term loan will become repayable in quarterly installments over a five year period and the committed amounts of the vessel acquisition facility and the working capital facility will be reduced quarterly over a five year period (with any excess borrowings becoming repayable at the time of reduction).

Borrowings under the term loan and the working capital facility will bear interest at an annual rate of LIBOR plus a margin of 0.70%. Borrowings under the vessel acquisition facility will bear interest at an annual rate of LIBOR plus a margin of 0.85%. To reduce our exposure to fluctuations in interest rates, we entered an interest rate swap on October 18, 2005 pursuant to which we fixed the interest rate for five years on the full amount of our term loan at 5.60%. We were required to pay a $1.5 million fee in connection with the arrangement of our credit facility (which we funded with a portion of the net proceeds from the IPO) and a commitment fee of 0.3% per annum, which will be payable quarterly in arrears, on the undrawn portion of the facility.

Please see the section of the accompanying prospectus entitled "Our Credit Facility" for additional information regarding our credit facility.

UNDERWRITING

The selling stockholder is offering the shares of our common stock described in this prospectus supplement through Merrill Lynch, Pierce, Fenner and Smith Incorporated, the underwriter. We and the selling stockholder have entered into an underwriting agreement with the underwriter. Subject to the terms and conditions of the underwriting agreement, the underwriter has agreed to purchase 4,600,000 shares of common stock from the selling stockholder.

The underwriting agreement provides that the obligations of the underwriter to purchase the shares included in this offering are subject to approval of legal matters by counsel and to other conditions. The underwriter is obligated to purchase all the shares if it purchases any of the shares.

The underwriter purchased the shares of our common stock from the selling stockholder at a price of $15.06 per share, resulting in aggregate proceeds to us of $69,276,000, before expenses.

The shares may be offered by the underwriter from time to time to purchasers directly or through agents, or through brokers in brokerage transactions on the New York Stock Exchange, or to dealers in negotiated transactions or in a combination of such methods of sale, at a fixed price or prices, which may be changed, or at market prices prevailing at the time of sale, at prices related to such prevailing market prices or at negotiated prices. The difference between the price at which the underwriter purchases shares from us and the price at which the underwriter resells such shares, which may include a commission equivalent of up to $0.05 per share, may be deemed underwriting compensation.

We, the selling stockholder and our executive officers and directors have entered into lock-up agreements with the underwriter. Under these agreements, we and each of these persons may not, without the prior written approval of the underwriter, offer, sell, contract to sell or otherwise dispose of or hedge shares of our common stock. These restrictions will be in effect for a period of 90 days after the date of this prospectus. However, if:

- during the period that begins on the date that is 15 calendar days plus 3 business days before the last day of the 90-day restricted period and ends on the last day of the 90-day restricted period, (x) we issue an earnings release, (y) we publicly announce material news or (z) a material event relating to us occurs; or

- prior to the expiration of the 90-day restricted period, we announce that we will release earnings results during the 16-day period beginning on the last day of the 90-day period,

the 90-day period will be extended until the expiration of the date that is 15 calendar days plus 3 business days after the date on which (x) we issue the earnings release, (y) we publicly announce the material news or (z) the material event relating to us occurs. At any time and without public notice, the underwriter may in its sole discretion, release all or some of the securities from these lock-up agreements.

Our common stock is listed on the New York Stock Exchange under the symbol "DHT."

In connection with this offering, the underwriter may purchase and sell shares of our common stock in the open market. These transactions may include short sales, syndicate covering transactions and stabilizing transactions. Short sales involve syndicate sales of our common stock in excess of the number of shares to be purchased by underwriters in the offering, which creates a syndicate short position. Syndicate covering transactions involve purchases of our common stock in the open market after the distribution has been completed in order to cover short positions. A short position is more likely to be created if the underwriter is concerned that there may be downward pressure on the price of the shares in the open market after pricing that could adversely affect investors who purchase in the offering. Stabilizing transactions consist of bids for or purchases of shares in the open market while the offering is in progress.

The underwriter also may impose a penalty bid. Penalty bids permit the underwriter to reclaim a selling concession from a syndicate member when the underwriter repurchases shares originally sold by that syndicate member in order to cover syndicate short positions or make stabilizing purchases.

Any of these activities may have the effect of preventing or retarding a decline in the market price of our common stock. They may also cause the price of our common stock to be higher than the price

that would otherwise exist in the open market in the absence of these transactions. The underwriter may conduct these transactions on the New York Stock Exchange or in the over-the-counter market, or otherwise. If the underwriter commences any of these transactions, it may discontinue them at any time.

Under our registration rights agreement with the selling stockholder, the selling stockholder has agreed to pay all of our expenses incident to the offering and sale of the shares covered by this prospectus supplement.

A prospectus in electronic format may be made available on the website maintained by the underwriter. The underwriter may agree with us to allocate a specific number of shares for sale to online brokerage account holders. Any such allocation for online distributions will be made by the underwriter on the same basis as other allocations. In addition, shares may be sold by the underwriter to securities dealers who resell shares to online brokerage account holders.

Other than the prospectus in electronic format, the information on the underwriter's website and any information contained in any other website maintained by the underwriter is not part of this prospectus supplement or the accompanying prospectus or the registration statement of which prospectus supplement and the accompanying prospectus form a part, has not been approved and/or endorsed by us or the underwriter in its capacity as underwriter and should not be relied upon by investors.

We and the selling stockholder have agreed to indemnify the underwriters against certain liabilities, including liabilities under the Securities Act of 1933. If we or the selling stockholder are unable to provide this indemnification, we and the selling stockholder will contribute to payments the underwriters may be required to make in respect of those liabilities.

From time to time, the underwriter and its affiliates have, directly or indirectly, provided investment and commercial banking or financial advisory services to us, for which they have received fees and commissions, and expect to provide these services to us and others in the future, for which they expect to receive fees and commissions.

LEGAL MATTERS

The validity of our common stock offered hereby and certain other matters relating to Marshall Islands law will be passed upon for us by Reeder & Simpson PC. Certain other legal matters relating to United States law will be passed upon for us by Cravath, Swaine & Moore LLP, New York, New York. Certain legal matters will be passed upon for the underwriter by Simpson Thacher & Bartlett LLP, New York, New York.

INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The SEC requires us to "incorporate" into this prospectus information that we file with the SEC in other documents. This means that we can disclose important information to you by referring to other documents that contain that information. The information incorporated by reference is considered to be part of this prospectus. Information contained in this prospectus and information that we file with the SEC in the future and incorporate by reference in this prospectus automatically updates and supersedes previously filed information. We incorporate by reference (i) the description of our capital stock contained in our Registration Statement on Form 8-A dated October 7, 2005, including any amendments or reports filed for the purpose of updating that description and (ii) any future filings we make with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, prior to the sale of all the shares covered by this prospectus.

You may request a copy of these documents, which will be provided to you at no cost, by writing or telephoning us using the following contact information below. We will provide copies of the exhibits to these filings only if they are specifically incorporated by reference in these filings.

Double Hull Tankers, Inc.
26 New Street
St. Helier, Jersey JE23RA
Channel Islands
+44 (0) 1534 639759

PROSPECTUS

4,600,000 Shares

Common Stock

This prospectus relates to an aggregate of 4,600,000 shares of common stock of Double Hull Tankers, Inc. that the selling stockholder named in this prospectus may offer for sale from time to time. These shares were purchased by the selling stockholder on October 18, 2005 from us in a transaction that was exempt from the registration requirements of the Securities Act of 1933, as amended.

We will not receive any of the proceeds from the sale of any shares of our common stock by the selling stockholder, and we will not incur expenses in connection with the offering. The selling stockholder from time to time may offer and sell the shares held by it directly or through agents, underwriters or broker-dealers on terms to be determined at the time of sale. These sales may be made on the New York Stock Exchange or other national security exchanges on which our common stock is then traded, in the over-the-counter market, or in negotiated transactions. See "Plan of Distribution." To the extent required, the names of any agent, underwriter or broker-dealer and applicable commissions or discounts and any other required information with respect to any particular offer will be set forth in a prospectus supplement which will accompany this prospectus. A prospectus supplement also may add, update or change information contained in this prospectus.

Our common stock is listed on the New York Stock Exchange under the symbol "DHT." The last reported sale price on January 12, 2007 was $15.48 per share.

Investing in our common stock involves a high degree of risk. Before buying any shares you should carefully read the discussion of material risks of investing in our common stock in "Risk Factors" beginning on page 10 of this prospectus.

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 January 16, 2007.

You should rely only on the information contained in this prospectus. We have not authorized anyone to provide you with additional or different information. We are not making an offer of these securities in any jurisdiction or state where the offer is not permitted. You should not assume that the information in this prospectus is accurate as of any date other than the date on the cover of this prospectus

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PROSPECTUS SUMMARY

This summary highlights information contained elsewhere in this prospectus. Before investing in our common stock you should read this entire prospectus carefully, including the section entitled "Risk Factors" and our financial statements and related notes for a more complete understanding of our business and this offering. Unless we specify otherwise, all references and data in this prospectus to our "business," our "vessels" and our "fleet" refer to our fleet of seven vessels that we acquired simultaneously with the closing of our initial public offering, or "IPO," on October 18, 2005. Unless we specify otherwise, all references in this prospectus to "we," "our," "us" and "our company" refer to Double Hull Tankers, Inc. and its subsidiaries. The shipping industry's functional currency is the U.S. dollar. All of our revenues and most of our operating costs are in U.S. dollars. All references in this prospectus to "$" and "dollars" refer to U.S. dollars. See the "Glossary of Shipping Terms" included in this prospectus for definitions of certain terms used in this prospectus that are commonly used in the tanker shipping industry.

Our Company

We operate a fleet of double hull tankers. Our fleet currently consists of three very large crude carriers, or VLCCs, which are tankers ranging in size from 200,000 to 320,000 deadweight tons, or dwt, and four Aframax tankers, which are tankers ranging in size from 80,000 to 120,000 dwt. Our fleet principally operates on international routes and had a combined carrying capacity of 1,342,372 dwt and a weighted average age of 6.6 years as of September 30, 2006, compared with a weighted average age of 9.5 years for the world tanker fleet.

We acquired the seven vessels in our fleet from subsidiaries of Overseas Shipholding Group, Inc., a Delaware corporation, or "OSG," on October 18, 2005 in exchange for cash and shares of our common stock, and we have chartered these vessels back to subsidiaries of OSG. OSG, one of the world's largest bulk-shipping companies, owns and operates a modern fleet of 91 vessels (including the seven vessels that comprise our fleet) that have a combined carrying capacity of 11.6 million dwt as of September 30, 2006. OSG's fleet consists of both internationally flagged and U.S. flagged vessels that transport crude oil, petroleum products and dry bulk commodities. OSG beneficially owned approximately 44.5% of our outstanding common stock as of January 16, 2007.

Our strategy is to charter our vessels primarily pursuant to multi-year time charters to take advantage of the stable cash flow associated with long-term time charters. In addition, our time charter arrangements include a profit sharing component that gives us the opportunity to earn additional hire when vessel earnings exceed the basic hire amounts set forth in the charters. Our vessels are operated in the Tankers International Pool and the Aframax International Pool, and we expect our potential to earn additional hire will benefit from the higher utilization rates realized by these pools. In a pooling arrangement, the net revenues generated by all of the vessels in a pool are aggregated and distributed to pool members pursuant to a pre-arranged weighting system that recognizes each vessel's earnings capacity based on its cargo capacity, speed and consumption, and actual on-hire performance.

Effective October 18, 2005, we time chartered our tankers to subsidiaries of OSG for terms of five to six and one-half years. Each time charter may be renewed by the charterer on one or more successive occasions for periods of one, two or three years, up to an aggregate of five, six or eight years, depending on the vessel. If a time charter is renewed, the charter terms providing for profit sharing will remain in effect and the charterer, at the time of exercise, will have the option to select a basic charter rate that is equal to (i) 5% above the published one-, two- or three-year time charter rate (corresponding to the extension length) for the vessel's class, as decided by a shipbrokers panel, or (ii) the basic hire rate set forth in the applicable charter. The shipbrokers panel, which we call the Broker Panel, will be The Association of Shipbrokers and Agents Tanker Broker Panel or another panel of brokers mutually acceptable to us and the charterer.

Our Fleet

We purchased three VLCCs and four Aframaxes from subsidiaries of OSG in connection with the IPO. Our VLCCs, due to their large size, principally operate on long-haul routes from the Middle East or West Africa to the Far East, Northern Europe, the Caribbean and the U.S. Gulf, trading through the Tankers International Pool. Although our Aframaxes are also designed for global trading, they typically trade through the Aframax International Pool in the Atlantic Basin on shorter-haul routes between Northern Europe, the Caribbean, the United States and the Mediterranean Sea.

The following table presents certain information concerning the vessels in our fleet and their associated charters, each of which commenced on October 18, 2005:

Vessel	Type	Dwt	Year Built	Term of Initial Charter	Year 2 Basic Charter Rate(1)	Maximum Aggregate Charter Renewal Term
				(years)	($/day)	(years)
Overseas Ann	VLCC	309,327	2001	6 1/2	$ 37,400	8
Overseas Chris	VLCC	309,285	2001	6	$ 37,400	8
Regal Unity	VLCC	309,966	1997	5 1/2	$ 37,400	6
Overseas Cathy	Aframax	112,028	2004	6 1/4	$ 24,700	8
Overseas Sophie	Aframax	112,045	2003	5 3/4	$ 24,700	8
Rebecca	Aframax	94,873	1994	5	$ 18,700	5
Ania	Aframax	94,848	1994	5	$ 18,700	5

(1) Amounts represent basic hire charter rates, which increase annually by amounts that vary by vessel class and year. See "Business Charter Arrangements" for a table detailing the basic hire rates by vessel class for the initial charter periods.

Our Competitive Strengths

We believe that we have a number of strengths that provide us with a competitive advantage in the tanker industry, including:

A modern, high quality fleet. As of September 30, 2006, our three VLCC and four Aframax vessels had a weighted average age of 6.6 years, compared with a weighted average age for the world tanker fleet of 9.5 years. All of our tankers are of double hull construction and were designed and built to OSG's specifications and, prior to the IPO, were only operated by OSG. We believe they are among the most efficient and safest tankers in the world. We believe that owning and maintaining a modern, high quality fleet reduces off hire time and operating costs, improves safety and environmental performance and provides us with a competitive advantage in securing employment for our ships.

Participation in OSG's pooling arrangements. We believe that we benefit from OSG's membership in the Tankers International Pool for VLCCs and the Aframax International Pool for Aframaxes, and we expect OSG's subsidiaries to continue to operate our vessels in these pools. We believe that, over a longer period of time, our potential to earn additional hire will be enhanced by the higher utilization rates and lower overhead costs that a vessel operating inside a pool can achieve compared with a vessel operating independently outside of a pool.

An experienced management team. Our management team is led by Ole Jacob Diesen, our chief executive officer, who has over 30 years of experience in the shipping industry. Mr. Diesen has been an independent corporate and financial management consultant since 1997 and has extensive experience in the shipping industry, including advising on a broad range of shipping

transactions such as vessel sales and financings, vessel charters, pooling and technical management agreements.

Our Strategy

Our strategy is designed to generate stable cash flow through long-term fixed rate charters that provide us with the potential to earn additional revenue. The key elements of our strategy are:

Charter our fleet primarily under multi-year, fixed-rate time charters that provide for profit sharing. We have time chartered all of our vessels to subsidiaries of OSG, one of the world's largest bulk-shipping companies, for periods of five to six and one-half years under charters that provide for fixed monthly payments, plus the potential to earn additional profit sharing payments. We believe that our long-term charters will generate stable and predictable cash flow and provide us with the opportunity to earn significant additional hire as market rates exceed our basic hire rates.

Substantially fix our operating costs under our ship management agreements. Our tankers are managed by Tanker Management Ltd., a wholly owned indirect subsidiary of OSG that we refer to as Tanker Management, or our technical manager, pursuant to ship management agreements that became effective at the completion of our IPO. Under these agreements, which are coterminous with the charter for the applicable vessel, Tanker Management has assumed all responsibilities for the technical management of our vessels and for most of the operating costs (excluding insurance premiums and vessel taxes) in exchange for a fee that is fixed through October 2007. We believe these arrangements provide us with added certainty regarding the operating costs of our vessels.

Strategically expand our fleet. We intend to grow our fleet through timely and selective acquisitions of additional vessels in a manner that is accretive to earnings and dividends per share over time. Although our fleet initially consists of our three VLCCs and four Aframax tankers, we intend to consider potential acquisitions of tankers in smaller size classes as well. To facilitate our future acquisitions, we have entered into a credit facility that, subject to the satisfaction of conditions to drawdown, permits us to borrow on a committed basis up to $150 million to finance the purchase price of additional vessels that we may acquire in the future.

Our Time Charters

We have time chartered our three VLCCs and our four Aframaxes to subsidiaries of OSG for periods of five to six and one-half years. The daily base time charter rate for each of our vessels, which we refer to as basic hire, is payable to us monthly in advance and increases annually by amounts set forth in each charter. For a table detailing the basic hire rates for each vessel class during the initial period of each charter, see "Business Charter Arrangements."

In addition to the basic hire, the charterers and OSG International, Inc., or OIN, the charterers' parent, have agreed to pay us an additional payment, quarterly in arrears, which we refer to as additional hire. The additional hire payable, if any, in respect of a given quarter will be equal to 40% of the average revenue that our vessels earn or are deemed to earn for the charterers during that quarter (averaged on a rolling four quarter basis) in excess of the basic hire paid by the charterers to us during that quarter. Revenue is calculated on an aggregate fleetwide basis and depends on whether our vessels are operated in a pool:

if a vessel is operated in a pool, revenue earned by that vessel equals the share of actual pool net earnings allocated to the charterer, as determined by a formula administered by the pool manager;

if a vessel is operated outside of a pool:

- for periods that the charterer subcontracts the vessel under a time charter, revenue earned by that vessel equals the time charter hire earned by the charterer, net of specified fees incurred by the charterer; and

- for periods that the charterer does not subcontract the vessel in the time charter market, revenue deemed earned by that vessel is based on average spot market rates, which are rates for the immediate chartering of a vessel (usually for a single voyage), determined by a shipbrokers' panel for a series of routes commonly served by vessels of the same class.

A pool constitutes a collection of similar vessels under various ownerships that are placed under one administrator, which we refer to as the pool manager. The pool manager markets the vessels as a single, cohesive fleet and collects, or pools, their net earnings prior to distributing them to the individual owners under a pre-arranged weighting system that recognizes each vessel's earnings capacity based on its cargo capacity, speed and consumption, and actual on-hire performance. Pools offer their participants more opportunities to enter into multi-legged charters and contracts of affreightment, which can reduce non-earning days through scheduling efficiencies.

The three VLCCs in our fleet currently participate in the Tankers International Pool, in which OSG and seven other tanker companies participate. The Tankers International Pool consists of 46 VLCCs and V Pluses as of September 30, 2006, making it one of the world's largest VLCC fleets. The four Aframax tankers in our fleet currently participate in the Aframax International Pool, the world's second largest Aframax fleet, which, as of September 30, 2006, operates 36 Aframaxes and has six members, including OSG (which is one of the pool managers).

Technical Management of Our Fleet

To provide us with added certainty with respect to the costs of operating our vessels, we have entered into ship management agreements with Tanker Management. Under the agreements, Tanker Management is responsible for the technical management and for most of the operating costs of the vessels, including crewing, maintenance, ordinary repairs, scheduled drydockings, insurance deductibles (subject to the limits set forth in the ship management agreements) and other vessel operating expenses, excluding insurance premiums. In exchange for these services, we pay Tanker Management a fixed daily fee, which we refer to as the technical management fee, for each vessel under management. The technical management fee for each vessel is payable monthly in advance based on the actual number of days in the month. The fee is fixed for the first two years of the agreement and will increase by 2.5% per year thereafter. The ship management agreements are cancelable by us for any reason at any time upon 90 days advance notice, but each charterer has the right to approve the replacement manager that we select. Tanker Management is not be able to cancel the agreement prior to the second anniversary except for cause. Following the second anniversary, termination by Tanker Management requires at least 90 days advance notice.

Dividend Policy

We intend to pay quarterly dividends to the holders of our common stock in March, June, September and December of each year, in amounts substantially equal to the available cash from our operations during the previous quarter less cash expenses and any reserves established by our board of directors.

Our board of directors may review and amend our dividend policy from time to time in accordance with any future growth of our fleet or for other reasons. Although we do not currently have any commitment in place to purchase any specific vessels, we intend to grow our fleet by acquiring additional vessels in the future in a manner that is expected to be accretive to earnings and dividends

per share over time. We expect to fund all or a portion of future vessel acquisitions with borrowings under the $150 million vessel acquisition tranche of our credit facility. Upon acquiring an additional vessel or vessels, our board of directors may limit our dividends per share to the amount that we would have been able to pay if all or a portion of our acquisition related debt had been financed with equity as described in the section of this prospectus entitled "Dividend Policy."

Based on the assumptions and the other matters set forth below and subject to the matters set forth under "Risk Factors," we estimate that the total amount of cash available for distribution with respect to the fourth quarter of 2006 and for full year 2007 will be $0.30 per share and $1.23 per share, respectively.

The foregoing dividend estimates do not give effect to the payment of any additional hire that we may receive under the profit sharing arrangements that are included in our charter arrangements and are based on the following assumptions:

- the basic hire is paid on our vessels and our vessels are on hire for 360 days per twelve month period;

- we have no cash expenses or liabilities other than the technical management fee payable under our ship management agreements, insurance premiums, vessel taxes, our current directors' fees, the current salary and benefits of our executive officers, our other anticipated general and administrative expenses, interest payable on the $236 million of indebtedness that is outstanding under our credit facility, which we fixed for five years at a rate of 5.6% effective as of October 18, 2005, and payments of commitment fees and other financing costs under our credit facility;

- we do not purchase any additional vessels;

- we do not pay any income taxes or have to fund any required capital expenditures with respect to our vessels;

- no cash reserves are established by our board of directors;

- we are in compliance with the terms of our credit facility, which prohibits us from paying dividends if the charter-free market value of our vessels that secure the credit facility is less than 135% of our borrowings under the facility plus the actual or notional cost of terminating any interest rate swaps that we enter, if there is a continuing default under the credit facility or if the payment of the dividend would result in a default or breach of a loan covenant; and

- 30,009,250 shares of our common stock are outstanding at the time we make a dividend payment and no additional stock offerings or other capital raising transactions are made by us.

The timing and amount of dividend payments will be determined by our board of directors and will depend on, among other things, our cash earnings, financial condition, cash requirements and the provisions of Marshall Islands law affecting the payment of dividends and other factors. Other than (i) the technical management fees payable under our ship management agreements, which after two years are cancelable by Tanker Management upon 90 days notice, (ii) interest that is payable on the $236 million of indebtedness that is outstanding under our credit facility, which we fixed for five years at a rate of 5.6% effective as of October 18, 2005, (iii) commitment fees under our credit facility (for so long as we do not make any further borrowings under the vessel acquisition facility or the working capital facility), (iv) salary paid to our executive officers, which is fixed during the terms of their employment agreements, and (v) our directors' fees, none of our fees or expenses are fixed.

We cannot assure you that our future dividends will in fact be equal to the amounts set forth above or elsewhere in this prospectus. The amount of future dividends set forth above represents only an estimate of future dividends based on our charters, ship management agreements, employment

agreements, current directors' fees and an estimate of our other expenses and assumes that we do not make any vessel acquisitions. The amount of future dividends, if any, could be affected by various factors, including our cash earnings, financial condition and cash requirements, the loss of a vessel, the acquisition of one or more vessels, required capital expenditures, reserves established by our board of directors, increased or unanticipated expenses, our ability to comply with the terms of our credit facility, a change in our dividend policy, additional borrowings or future issuances of securities, many of which will be beyond our control. As a result, the amount of dividends actually paid, if any, may vary from the amounts currently estimated and such variations may be material. See the section of this prospectus captioned "Risk Factors" for a discussion of the risks associated with our ability to pay dividends.

We believe that under current law, our dividend payments from earnings and profits constitute "qualified dividend income" and are generally subject to a 15% United States federal income tax rate with respect to United States non-corporate stockholders. Distributions in excess of our earnings and profits will be treated first as a non-taxable return of capital to the extent of a United States stockholder's tax basis in its common stock on a dollar-for-dollar basis and thereafter as capital gain. Please see the sections of this prospectus entitled "Risk Factors Risk Relating to our Company Certain adverse U.S. federal income tax consequences could arise for U.S. holders" and "Tax Considerations" for additional information regarding possible adverse tax treatment of dividend payments and the section entitled "Dividend Policy" for additional information regarding dividend payments generally.

Our Credit Facility

On October 18, 2005, we entered into a $401 million secured credit facility with The Royal Bank of Scotland that has a term of ten years, with no principal amortization for the first five years. The credit facility consists of a $236 million term loan, a $150 million vessel acquisition facility and a $15 million working capital facility. The credit facility is secured by mortgages on all of our vessels, assignments of earnings and insurances and pledges over our bank accounts. We are the borrower under the credit facility, and each of our vessel owning subsidiaries have guaranteed our obligations under the credit facility.

We borrowed the entire amount available under the term loan upon the completion of our IPO to fund a portion of the purchase price for the seven vessels that we acquired from OSG. Subject to the satisfaction of a number of conditions, we are permitted to borrow up to the full amount of the vessel acquisition facility and up to the full amount of the working capital facility for a period of five years from the closing of the credit facility. Commencing on the fifth anniversary of the closing of the credit facility, the term loan will become repayable in quarterly installments over a five year period and the committed amounts of the vessel acquisition facility and the working capital facility will be reduced quarterly over a five year period (with any excess borrowings becoming repayable at the time of reduction).

Borrowings under the term loan and the working capital facility will bear interest at an annual rate of LIBOR plus a margin of 0.70%. Borrowings under the vessel acquisition facility will bear interest at an annual rate of LIBOR plus a margin of 0.85%. To reduce our exposure to fluctuations in interest rates, we entered an interest rate swap on October 18, 2005 pursuant to which we fixed the interest rate for five years on the full amount of our term loan at 5.60%. We were required to pay a $1.5 million fee in connection with the arrangement of our credit facility (which we funded with a portion of the net proceeds from the IPO) and a commitment fee of 0.3% per annum, which will be payable quarterly in arrears, on the undrawn portion of the facility.

Please see the section of this prospectus entitled "Our Credit Facility" for additional information regarding our credit facility.

THE OFFERING

Issuer	Double Hull Tankers, Inc., a Marshall Islands company.
Common stock offered by the selling stockholder in this offering	4,600,000 shares
Common stock outstanding	30,009,250 shares
Use of Proceeds	The selling stockholder will receive all of the net proceeds from the sale of shares of our common stock in this offering. We are registering the shares of our common stock offered hereby pursuant to a registration rights agreement with the selling stockholder.
NYSE Symbol	"DHT"
Risk Factors	See "Risk Factors" beginning on page 10 of this prospectus for a discussion of factors that you should carefully consider before deciding to invest in shares of our common stock.

SUMMARY COMBINED FINANCIAL AND OTHER DATA

We present below our summary consolidated and combined financial and other data as of and for each of the periods indicated. The following summary combined financial and other data summarize our historical financial and other information for Double Hull Tankers, Inc. ("DHT") for the period from October 18, 2005 through December 31, 2005 and for our predecessor ("predecessor") for periods prior to October 18, 2005. We have derived the summary statement of operations data set forth below for the years ended December 31, 2003, 2004 and 2005 and the summary balance sheet data as of December 31, 2004 and 2005 from DHT's consolidated audited financial statements and from our predecessor combined carve-out financial statements included in this prospectus. The summary balance sheet data set forth below as of December 31, 2003 have been derived from our predecessor combined carve-out financial data not included in this prospectus. The summary combined financial and other data for the nine months ended September 30, 2005 and September 30, 2006 and as of September 30, 2006 have been derived from the unaudited financial statements of DHT and our predecessor included elsewhere in this prospectus and reflect all adjustments that, in the opinion of management, are necessary for a fair presentation of such financial information. This information should be read in conjunction with other information presented in this prospectus, including "Selected Combined Financial and Other Data" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" and our historical predecessor combined carve-out financial statements and the notes thereto included elsewhere in this prospectus.

	Year ended December 31,		Year ended December 31, 2005		Nine months ended September 30,	
	2003	2004	Predecessor Jan. 1-Oct. 17	Successor Oct. 18-Dec. 31	Predecessor 2005	Successor 2006
	(in thousands, except per share data, fleet data and average daily time charter equivalent rates)					
Statement of operations data:						
Shipping revenues(1)	$ 66,192	$ 136,205	$ 84,134	$ 20,173	$ 79,572	$ 64,860
Income from vessel operations	35,364	95,335	48,708	12,274	47,607	36,500
Net income	29,431	86,690	43,641	9,469	42,540	26,718
Net income per share basic and diluted				0.32		0.89
Balance sheet data (at end of period):						
Total assets	376,193	388,518		364,062	359,493	352,470
Stockholders' equity	37,604	124,798		117,234	282,958	106,822
Cash flow data:						
Net cash provided by operating activities(1)	41,272	84,248	83,039	15,893	71,277	40,555
Fleet data:						
Number of tankers owned (at end of period)	6	7	7	7	7	7
Revenue days(2)	1,887	2,451	1,987	520	1,879	1,848
Average daily time charter equivalent rate(3):						
VLCCs	41,786	77,422	53,392	50,300	54,044	47,200
Aframaxes	25,463	38,831	33,296	30,200	33,097	26,204

(1) Amounts applicable to periods prior to 2006 have been reclassified to conform to the current presentation.

(2) Revenue days consist of the aggregate number of calendar days in a period in which our vessels are owned by us less days on which a vessel is off hire. Off hire days are days a vessel is unable to perform the services for which it is required under a time charter. Off hire days include days spent undergoing repairs and drydockings, whether or not scheduled.

(3) Average daily time charter equivalent rates, or TCE rates, are a standard industry measure of daily revenue performance. We calculate TCE rates by dividing our time charter equivalent revenues in a period by the number of revenue days in the period. Time charter equivalent revenues represent shipping revenues less voyage expenses. Voyage expenses consist of cost of bunkers (fuel), port and canal charges and brokerage commissions.

We were incorporated in the Marshall Islands in April 2005. Our principal executive offices are located at 26 New Street, St. Helier, Jersey JE23RA, the Channel Islands. Our telephone number is +44 (0) 1534 639759.

Enforceability of Civil Liabilities

Double Hull Tankers, Inc. is a Marshall Islands company and our principal executive offices are located outside the United States in Jersey, the Channel Islands. A majority of our directors and officers and certain of the experts named in the prospectus reside outside the United States. In addition, a substantial portion of our assets and the assets of our directors, officers and certain of our experts are located outside 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 in any action, including actions based upon the civil liability provisions of United States federal or state securities laws. Furthermore, it is uncertain whether the courts of the Marshall Islands would enter judgments in original actions brought in those courts predicated on United States federal or state securities laws.

Industry and Market Data

Maritime Strategies International Ltd., or MSI, an independent consulting company, has provided us with statistical data regarding the tanker industry that we use in the discussion of the tanker industry contained in the section of this prospectus entitled "The International Tanker Industry." MSI has advised us that the statistical information contained herein is drawn from its database and a number of industry sources. MSI's methodologies for collecting data, and therefore the data collected, may differ from those of other sources, and its data does not reflect all of the actual transactions occurring in the market. MSI's data compilation is subject to limited audit and validation procedures by MSI, and neither we nor any of our affiliates have independently verified this data. We believe that the information and data supplied by MSI is accurate in all material respects and we have relied upon such information for purposes of this prospectus. In addition, MSI has confirmed to us, and we believe that this information is a general, accurate description of the international tanker industry.

RISK FACTORS

You should carefully consider the following information about risks, together with the other information contained in this prospectus before making an investment in our common stock. Some of the following risks relate principally to us and our business and the industry in which we operate. Other risks relate principally to the securities market and ownership of our shares. If any of the circumstances or events described below actually arise or occur, our business, results of operations, financial condition and cash available for dividends could be materially adversely affected. In any such case, the market price of our common stock could decline, and you could lose all or part of your investment. The risks described below are not the only ones that may exist. Additional risks not currently known by us or that we deem immaterial may also impair our business operations.

Risks Relating to Our Company

We cannot assure you that we will pay any dividends.

We intend to pay dividends on a quarterly basis in amounts determined by our board of directors. We expect our dividends will be substantially equal to the available cash from our operations during the previous quarter, less cash expenses and any reserves established by our board of directors. We expect that most of such expenses will initially be fixed and will consist primarily of technical management fees payable under our ship management agreements, directors' fees, salaries and benefits of our executive officers, payments of insurance premiums, vessel taxes, payments of interest on $236 million of indebtedness that is outstanding under our credit facility, which we fixed for five years at a rate of 5.6% effective as of October 18, 2005, payments of commitment fees and other financing costs under our credit facility, and other general and administrative expenses. For more information on our credit facility, please see "Our Credit Facility." There can be no assurance that we will not have other cash expenses or liabilities, including extraordinary expenses, which could include the costs of claims and related litigation expenses. There can be no assurance that the amounts currently anticipated for any of the items set forth above will not increase, that we will not have to fund any required capital expenditures for our vessels or that we will not be subject to other circumstances that reduce or eliminate the amount of cash that we have available for the payment of dividends. In addition, we may acquire additional vessels, which may not benefit from the same chartering and management arrangements that we have for our initial fleet of seven vessels. Although our board does not currently anticipate establishing any reserves, there can be no assurance that our board of directors will determine not to establish reserves or otherwise change our dividend policy.

The amounts of future dividends set forth under "Prospectus Summary" and "Dividend Policy" represent only estimates of future dividends based on our charter contracts, ship management agreements, estimates of our other expenses and the other matters and assumptions set forth therein and assume that none of our expenses will increase during the periods presented in the table. The timing and amount of future dividends, if any, could be affected by various factors, including our earnings, financial condition and anticipated cash requirements, the loss of a vessel, the acquisition of one or more vessels, required capital expenditures, reserves established by our board of directors, increased or unanticipated expenses, including insurance premiums, a change in our dividend policy, increased borrowings, future issuances of securities or the other risks described in this section of the prospectus, many of which will be beyond our control. In addition, the declaration of dividends is subject at all times to the discretion of our board of directors. As a result, the amount of dividends actually paid may vary from the amounts currently estimated and such variations may be material. Also, these factors could result in a high degree of variability from period to period in the amount of cash that we have available for the payment of dividends.

Our ability to pay dividends is limited by our credit facility.

We have entered into a $401 million secured credit facility with The Royal Bank of Scotland that consists of a $236 million term loan, a $150 million vessel acquisition facility and a $15 million working capital facility. Our credit facility provides that we may not pay dividends if the charter-free market value of our vessels that secure the credit facility is less than 135% of our borrowings under the facility plus the actual or notional cost of terminating any interest rate swaps that we enter, if there is a continuing default under the credit facility or if the payment of the dividend would result in a default or breach of a loan covenant. Please see the section of this prospectus entitled "Our Credit Facility". Our ability to declare and pay dividends will therefore depend on whether we are in compliance with our credit facility, the market value of our vessels and the value of our swap agreement. Because we are not required, and do not expect to make, any principal payments during the first five years of the credit facility, the difference between the market value of our vessels and the outstanding borrowings under our credit facility may decrease over time, as vessels generally decrease in value as they age. Therefore, our ability to comply with our financial ratio covenants and to make dividend payments under our credit facility may decrease as the facility approaches its fifth anniversary. In addition, following the fifth anniversary of the credit facility, we will be required to make principal repayments of approximately $6 million per quarter on the term loan until its final maturity in 2015, when a final payment of approximately $121 million will be due. We will also be required to begin making principal repayments of our indebtedness, if any, that may then be outstanding under the vessel acquisition facility and the working capital facility. Therefore, unless we are able to refinance borrowings under our credit facility with new indebtedness that has a later maturity date, following the fifth anniversary of the credit facility, the amount of cash that we will have available to pay as dividends in any period will be decreased by the amount of any principal repayments that we are required to make.

We cannot assure you that we will be able to borrow additional amounts under our credit facility, and restrictive covenants in our credit facility may impose financial and other restrictions on us.

Our credit facility with The Royal Bank of Scotland includes a $150 million vessel acquisition facility and a $15 million working capital facility. We may borrow amounts under the acquisition facility from time to time in connection with future vessel acquisitions and, if necessary, borrow amounts under the working capital facility to fund our liquidity needs. Our ability to borrow amounts under these facilities will be subject to the execution of customary documentation, including security documents, satisfaction of certain customary conditions precedent and compliance with terms and conditions included in the loan documents. Our ability to borrow amounts under the vessel acquisition facility will also be subject to, among other things, all of our borrowings under the credit facility not exceeding 65% of the charter-free market value of the vessels that secure our obligations under the credit facility, calculated as though we had completed the subject transaction. Our ability to borrow under the vessel acquisition facility, in each case, will be subject to the vessel's age, size and hull type meeting certain criteria and our lender's approval of the vessel acquisition. Our lender's approval of the vessel acquisition will be based on the lender's satisfaction of the vessel's ability to generate earnings that are sufficient to fund related principal payments as they become due and our ability to raise additional capital through equity issuances in amounts acceptable to our lender. To the extent that we are not able to satisfy these requirements, including as a result of a decline in the value of our vessels, we may not be able to draw down the full amount of the vessel acquisition facility without obtaining a waiver or consent from the lender.

The credit facility imposes additional operating and financial restrictions on us. These restrictions may limit our ability to, among other things:

- pay dividends if the charter-free market value of our vessels that secure our obligations under the credit facility is less than 135% of our borrowings under the credit facility plus the notional or actual cost of terminating any interest rates swaps to which we are a party, if there is a

continuing default under the credit facility or if the payment of the dividend would result in a default or breach of a loan covenant;

incur additional indebtedness, including through the issuance of guarantees;

change the management of our vessels without the prior consent of the lender;

permit liens on our assets;

sell our vessels;

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

enter into certain types of charters; and

enter into a new line of business.

Therefore, we may need to seek permission from our lender in order to engage in some corporate actions. Our lender's interests may be different from ours and we cannot guarantee that we will be able to obtain our lender's permission when needed. This may limit our ability to pay dividends to you, finance our future operations, make acquisitions or pursue business opportunities.

We cannot assure you that we will be able to refinance any indebtedness incurred under our credit facility.

We cannot assure you that we will be able to refinance our indebtedness on terms that are acceptable to us or at all. The actual or perceived credit quality of our charterers, any defaults by them, and the market value of our fleet, among other things, may materially affect our ability to obtain new debt financing. In addition, our charters include provisions that will generally require us to use our best efforts to (i) negotiate security provisions with future lenders that would allow the charterers to continue their use of our vessels so long as they comply with their charters, regardless of any default by us under the loan agreement or the charters and (ii) arrange for future lenders to allow the charterers to purchase their loans and any related security at par if we default on our obligations under our charters or their loans. These provisions may make it more difficult for us to obtain acceptable financing in the future, increase the costs of any such financing to us or increase the time that it takes to refinance our indebtedness. If we are not able to refinance our indebtedness, we will have to dedicate a portion of our cash flow from operations to pay the principal and interest of our indebtedness. We cannot assure you that we will be able to generate cash flow in amounts that are sufficient for these purposes. If we are not able to satisfy our debt service obligations with our cash flow from operations, we may have to sell our assets. If we are unable to meet our debt obligations for any reason, our lenders could declare their debt, together with accrued interest and fees, to be immediately due and payable and foreclose on vessels in our fleet, which could result in the acceleration of other indebtedness that we may have at such time and the commencement of similar foreclosure proceedings by other lenders.

We are highly dependent on the charterers and OSG.

All of our vessels are chartered to wholly owned subsidiaries of OSG, which we refer to collectively as the charterers. The charterers' payments to us under the charters are our sole source of revenue. OSG has guaranteed the payment of charter hire by the charterers. We are highly dependent on the performance by the charterers of their obligation under the charters. Any failure by the charterers or OSG, as the guarantor of charter hire payments, to perform their obligations would materially and adversely affect our business, financial position and cash available for the payment of dividends. Our stockholders do not have any direct recourse against the charterers or OSG.

We may have difficulty managing our planned growth.

We intend to grow our fleet by acquiring additional vessels in the future. Our future growth will primarily depend on:

- locating and acquiring suitable vessels;
- identifying and consummating acquisitions or joint ventures;
- adequately employing any acquired vessels;
- managing our expansion; and
- obtaining required financing on acceptable terms so that the acquisition is accretive to earnings and dividends per share.

Growing any business by acquisition presents numerous risks, such as undisclosed liabilities and obligations, the possibility that indemnification agreements will be unenforceable or insufficient to cover potential losses and difficulties associated with imposing common standards, controls, procedures and policies, obtaining additional qualified personnel, managing relationships with customers and integrating newly acquired assets and operations into existing infrastructure. We cannot give any assurance that we will be successful in executing our growth plans, that we will be able to employ acquired vessels under charters or ship management agreements with similar or better terms than those we have obtained from OSG and its subsidiaries or that we will not incur significant expenses and losses in connection with our future growth.

Our dividend policy is subject to change at the discretion of our board of directors.

We currently intend to distribute all of our available cash from our operations, less cash expenses, to our stockholders in the form of dividends. However, our dividend policy is subject to change at any time at the discretion of our board and our board may elect to change our dividend policy by establishing a reserve for, among other things, the repayment of our credit facility or to help fund the acquisition of a vessel. It is likely that our board would establish a reserve to repay indebtedness if, as the maturity of our credit facility approaches in 2015, it becomes clear that refinancing terms, or the terms of a vessel sale, are unacceptable or inadequate. If our board were to establish such a reserve, the amount of cash available for dividend payments would decrease by the amount of the reserve. In addition, our ability to pay dividends is limited by Marshall Islands law. Marshall Islands law generally prohibits the payment of dividends other than from surplus, while a company is insolvent or if a company would be rendered insolvent by the payment of such a dividend. In addition, any dividend may be discontinued at the discretion of our board.

Agreements between us and OSG and its affiliates may be less favorable than agreements that we could obtain from unaffiliated third parties.

The memoranda of agreement, the charters, the ship management agreements and the other contractual agreements we have with OSG and its affiliates were made in the context of an affiliated relationship and were negotiated in the overall context of the public offering of our shares, the purchase of our vessels and other related transactions. Because we were a wholly owned subsidiary of OSG prior to the completion of the IPO, the negotiation of the memoranda of agreement, the charters, the ship management agreements and our other contractual arrangements may have resulted in prices and other terms that are less favorable to us than terms we might have obtained in arm's length negotiations with unaffiliated third parties for similar services.

Our charters begin to expire in 2010 unless extended at the option of the charterers, and we may not be able to re-charter our vessels profitably.

Four of our charters expire approximately six years after the date of delivery of the chartered vessel to us and three expire approximately five years following such date, unless in each case extended at the option of the applicable charterer for additional one-, two- or three-year periods. The charterers have the sole discretion to exercise those options. We cannot predict whether the charterers will exercise any of their extension options under one or more of the charters. The charterers will not owe any fiduciary or other duty to us or our stockholders in deciding whether to exercise the extension options, and the charterers' decisions may be contrary to our interests or those of our stockholders.

We cannot predict at this time any of the factors that the charterers will consider in deciding whether to exercise any of their extension options under the charters. It is likely, however, that the charterers would consider a variety of factors, which may include the age and specifications of the chartered vessel, whether the vessel is surplus or suitable to the charterer's requirements and whether more competitive charter hire rates are available to the charterers in the open market at that time.

If the charterers decide not to extend our current charters, we may not be able to re-charter our vessels with terms similar to the terms of our charters. We may also employ the vessels on the spot charter market, which is subject to greater rate volatility than the long-term time charter market in which we operate. If we receive lower charter rates under replacement charters or are unable to re-charter all of our vessels, the amounts that we have available, if any, to pay distributions to our stockholders may be significantly reduced or eliminated.

If a time charter is renewed, the charter terms providing for profit sharing will remain in effect and the charterer, at the time of exercise, will have the option to select a basic charter rate that is equal to (i) 5% above the published one-, two- or three-year time charter rate (corresponding to the extension length) for the vessel's class, as decided by a shipbrokers panel, or (ii) the basic hire rate set forth in the charter. The shipbrokers panel will be The Association of Shipbrokers and Agents Tanker Broker Panel or another panel of brokers mutually acceptable to us and the charterer. If a charterer were to renew a charter, the renewal charter rate could be lower than the charter rate in existence prior to the renewal. Furthermore, if our charters were to be renewed, we would not be able to take full advantage of more favorable spot market rates, should they exist at the time of renewal. As a result, the amounts that we have available, if any, to pay distributions to our stockholders could be significantly reduced.

Our vessels, which currently operate in pools, may cease operating in those pools.

Our three VLCCs currently participate in the Tankers International Pool, which consists of OSG and seven other tanker companies, and our four Aframax tankers currently participate in the Aframax International Pool, which has six members, including OSG. In a pooling arrangement, the net revenues generated by all of the vessels in a pool are aggregated and distributed to pool members pursuant to a pre-arranged weighting system that recognizes each vessel's earnings capacity based on its cargo capacity, speed and consumption, and actual on-hire performance. The charterers currently operate our VLCCs in the Tankers International Pool and our Aframaxes in the Aframax International Pool. Under our charter arrangements, we are entitled to share in the revenues that the charterers realize from operating our vessels in these pools in excess of the basic hire paid to us. Pooling arrangements are intended to maximize tanker utilization. Although OSG has indicated that it intends to keep all of our vessels in the pooling arrangements they are currently in, we cannot assure you that OSG will continue to use pooling arrangements for our vessels or any of the vessels it manages. Also, if we were to acquire any additional vessels, we cannot assure you that they would operate in pools, particularly if those vessels were not chartered to OSG. Further, because OSG voluntarily participates in the pools, we cannot predict whether the pools our vessels participate in will continue to exist in the future. In

addition, the EU is in the process of substantially reforming the way it regulates traditional agreements for maritime services from an antitrust perspective. These changes may impose new restrictions on the way the pools are operated or may prohibit such pooling arrangements altogether. If for any reason our vessels cease to participate in a pooling arrangement or the pooling arrangements are significantly restricted, their utilization rates could fall and the amount of additional hire paid could decrease, either of which could have an adverse affect on our results of operations and our ability to pay dividends.

If Tanker Management opts to terminate any or all of our management agreements upon 90 days notice beginning in October 2007, our operating expenses could materially increase.

Under our ship management agreements, Tanker Management, a wholly owned subsidiary of OSG, is responsible for all of the technical and operational management of our vessels and receives a technical management fee for its services. Each ship management agreement with Tanker Management is coterminous with the charter for the same vessel, but is cancelable by Tanker Management for any reason upon 90 days notice following the second anniversary of the agreement. In addition, we may terminate the ship management agreements for any reason at any time upon 90 days advance notice. Each charterer has the right to approve any replacement manager that we select; however, the approval may not be unreasonably withheld. In addition, each charterer has the right to cause us to change the manager of its vessel under certain circumstances if it is dissatisfied with the manager's performance. In the event the ship management agreements are terminated in October 2007 by Tanker Management or sooner by us, we cannot assure you that we would be able to obtain similar fixed rate terms from another manager. In addition, if we terminate the ship management agreements, we may be required to pay drydocking expenses that have been incurred by Tanker Management, which could be substantial, to the extent those expenses have not been recouped through the drydock component of the technical management fee. If we incur greater expenses under replacement management agreements or due to the termination of our ship management agreements, the amounts that we have available, if any, to pay distributions to our stockholders could be significantly reduced or eliminated.

Because we are a newly formed company with a limited separate operating history, our historical financial and operating data may not be representative of our future results.

We are a newly incorporated company with a limited individual operating history. Four of the vessels we purchased from OSG were delivered to OSG between 2001 and 2004, one was delivered in 1997 and the remaining two were delivered in 1994. The historical predecessor combined carve-out financial statements included in this prospectus have been prepared on a carve-out basis and reflect the historical business activities of OSG relating to our vessels. These predecessor financial statements do not reflect the results we would have obtained under our current fixed rate long-term charters, ship management agreements and our financing arrangements and in any event are not a meaningful representation of our future results of operations.

OSG's other business activities may create conflicts of interest.

Under our charter arrangements with OSG, we are entitled to receive variable additional hire in amounts based on whether a vessel is part of a pooling arrangement, is subchartered by the charterer under a time charter or is used on the spot market. OSG currently operates, and we expect the charterers to continue to operate, our VLCCs in the Tankers International Pool and our Aframaxes in the Aframax International Pool. When operated in a pool, chartering decisions are made by the pool manager and vessel earnings are based on a formula designed to allocate the pool's earnings to vessel owners based on attributes of the vessels they contributed, rather than amounts actually earned by those vessels. For these reasons, it is unlikely that a conflict of interest will arise between us and OSG while our vessels are operated in a pool. However, if OSG withdraws from a pool or our vessels cease operating in a pool for any other reasons, chartering decisions will effectively be made by OSG.

Although our time charter arrangements expressly prohibit OSG from giving preferential treatment to any of the other vessels owned, managed by or under the control of OSG or its affiliates when subchartering any of our vessels, conflicts of interest may arise between us and OSG in the allocation of chartering opportunities that could reduce our additional hire, particularly if our vessels are subchartered by OSG in the time charter market outside of a pool.

We are leveraged and subject to restrictions in our financing agreements that impose constraints on our operating and financing flexibility.

We have entered into a $401 million secured credit facility under which we initially borrowed approximately $236 million under a term loan to finance a portion of the cash purchase price for our vessels. In addition, we will have available to us under the same facility a $15 million working capital line of credit and a $150 million vessel acquisition line of credit. We are required to apply a substantial portion of our cash flow from operations to the payment of interest on borrowings under the facility. Our credit facility, which is secured by, among other things, mortgages over all of our vessels, assignments of earnings and insurances and pledges over our bank accounts, requires that we comply with various operating covenants and maintain certain financial ratios, including that the charter-free market value of our vessels that secure the credit facility be no less than 120% of our borrowings plus the actual or notional cost of terminating any swap agreements that we enter in order for us to satisfy collateral maintenance requirements and that the charter-free market value of our vessels that secure the credit facility be no less than 135% of our borrowings plus the actual or notional cost of terminating any swap agreement that we enter in order for us to pay dividends. We pay a floating rate of interest under our credit facility, although we fixed the interest rate for five years on our outstanding debt at a rate of 5.6% through a swap agreement effective as of October 18, 2005.

We are a holding company, and we depend on the ability of our subsidiaries to distribute funds to us in order to satisfy our financial and other obligations.

We are a holding company, and have no significant assets other than the equity interests in our subsidiaries. Our subsidiaries own all of our vessels, and payments under our charters are made to our subsidiaries. As a result, our ability to pay dividends depends on the performance of our subsidiaries and their ability to distribute funds to us. Our ability or the ability of our subsidiaries to make these distributions could be affected by a claim or other action by a third party, including a creditor, or by Marshall Islands law which regulates the payment of dividends by companies. If we are unable to obtain funds from our subsidiaries, we will not be able to pay dividends.

Certain adverse U.S. federal income tax consequences could arise for U.S. holders.

A foreign corporation will be treated as a "passive foreign investment company," or PFIC, for U.S. federal income tax purposes if either (1) at least 75% of its gross income for any taxable year consists of certain types of "passive income" or (2) at least 50% of the average value of the corporation's assets produce or are held for the production of those types of "passive income." For purposes of these tests, "passive income" includes dividends, interest, and gains from the sale or exchange of investment property and rents and royalties other than rents and royalties which are received from unrelated parties in connection with the active conduct of a trade or business. For purposes of these tests, income derived from the performance of services does not constitute "passive income." U.S. stockholders of a PFIC are subject to a disadvantageous U.S. federal income tax regime with respect to the income derived by the PFIC, the distributions they receive from the PFIC and the gain, if any, they derive from the sale or other disposition of their shares in the PFIC. In particular, U.S. holders who are individuals would not be eligible for the 15% tax rate on qualified dividends.

Based on our operations and representations made by OSG and us, including representations that certain terms of the ship management agreements and the charters with OSG's subsidiaries are consistent with normal commercial practice, our tax counsel believes that it is more likely than not that we are not currently a PFIC. In this regard, we intend to treat the gross income we derive or are deemed to derive from our time chartering activities as services income, rather than rental income. Accordingly, our tax counsel believes that it is more likely than not that our income from our time chartering activities does not constitute "passive income," and that the assets we own and operate in connection with the production of that income do not constitute passive assets.

There is, however, no direct legal authority under the PFIC rules addressing our current and projected future operations. In addition, our tax counsel's opinion is based on representations of OSG that have not been reviewed by the U.S. Internal Revenue Service, or IRS. Accordingly, no assurance can be given that the IRS or a court of law will accept our tax counsel's position, and there is a risk that the IRS or a court of law could determine that we are a PFIC. Moreover, no assurance can be given that we would not constitute a PFIC for any future taxable year if there were to be changes in the nature and extent of our operations.

If the IRS were to find that we are or have been a PFIC for any taxable year, our U.S. stockholders will face adverse U.S. tax consequences. Under the PFIC rules, unless those stockholders make an election available under the Internal Revenue Code of 1986, as amended, or the Code, such stockholders would be liable to pay U.S. federal income tax at the then prevailing income tax rates on ordinary income plus interest upon excess distributions and upon any gain from the disposition of our common stock, as if the excess distribution or gain had been recognized ratably over the stockholder's holding period of our common stock. The 15% maximum tax rate for individuals would not be available for this calculation. See "Tax Considerations United States Federal Income Taxation of Our Company" for a more comprehensive discussion of the U.S. federal income tax consequences to U.S. stockholders if we are treated as a PFIC.

In addition, even if we are not a PFIC, under proposed legislation, dividends of a corporation incorporated in a country without a "comprehensive income tax system" paid to U.S. individuals would not be eligible for the 15% tax rate. Although the term "comprehensive income tax system" is not defined in the proposed legislation, we believe this rule would apply to us, and therefore that dividends paid by us would not be eligible for the 15% tax rate, because we are incorporated in the Marshall Islands.

Our operating income could fail to qualify for an exemption from U.S. federal income taxation, which will reduce our cash flow.

Under the Code, 50% of the gross shipping income of a vessel owning or chartering corporation, such as ourselves and our subsidiaries, that is attributable to transportation that begins or ends, but that does not both begin and end, in the United States is characterized as U.S. source shipping income and such income is subject to a 4% U.S. federal income tax without allowance for any deductions, unless that corporation qualifies for exemption from tax under Section 883 of the Code and the Treasury regulations promulgated thereunder in August of 2003. Based on OSG's ownership and our review of applicable United States Securities and Exchange Commission, or SEC, documents, we believe that we do qualify for this statutory tax exemption and we will take this position for U.S. 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 in the future and thereby become subject to U.S. federal income tax on our U.S. source income. For example, if stockholders with a 5% or greater interest in our stock, including OSG or any of its affiliates, were to collectively own 50% or more of the outstanding shares of our stock on more than half the days during the taxable year, we might not be able to qualify for exemption under Code Section 883. As of January 16, 2007, OSG's affiliate, OSG International, Inc., or OIN, owned approximately 44.5% of our outstanding common

stock. Accordingly, if one or more shareholders other than OSG and its affiliates (and other than investment companies registered under the Investment Company Act of 1940) own more than 5% of our common stock for more than half the days during the taxable year, we could lose the benefit of this tax exemption for such year. Due to the factual nature of the issues involved, we can give no assurances on our tax-exempt status in the future.

If we are not entitled to this exemption under Section 883 for any taxable year, we would be subject for those years to a 4% United States federal income tax on our U.S. source shipping income. The imposition of this taxation could have a negative effect on our business and would result in decreased earnings available for distribution to our stockholders.

We may be subject to taxation in the United Kingdom, which could have a material adverse affect on our results of operations.

If we were considered to be a resident of the United Kingdom or to have a permanent establishment in the United Kingdom, all or a part of our profits could be subject to UK corporate tax, which currently has a maximum rate of 30%. We intend to operate in a manner so that we do not have a permanent establishment in the United Kingdom and so that we are not resident in the United Kingdom, including by locating our principal place of business outside the United Kingdom, requiring our executive officers to be outside of the United Kingdom when making any material decision regarding our business or affairs and by holding all of our board meetings outside of the United Kingdom. However, because certain of our executive officers and directors reside in the United Kingdom, and because UK statutory and case law fail to definitively identify the activities that constitute a trade being carried on in the United Kingdom through a permanent establishment, the UK taxing authorities may contend that we are subject to UK corporate tax. If the UK taxing authorities made such a contention, we could incur substantial legal costs defending our position, and, if we were unsuccessful in our defense, our results of operations would be materially and adversely affected.

Risks Relating to Our Industry

Vessel values have recently been at or near historically high levels, and charter rates are volatile. Significant decreases in values or rates could adversely affect our financial condition and results of operations.

The tanker industry historically has been highly cyclical and vessel values have recently reached historical peaks. If the tanker industry is depressed in the future when our charters expire or at a time when we may want to sell a vessel, our earnings and available cash flow may decrease. Our ability to re-charter our vessels on the expiration or termination of the charters and the charter rates payable under any renewal or replacement charters will depend upon, among other things, economic conditions in the tanker market at that time. 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. Currently, vessel values are at or near historically high levels. There can be no assurance that vessel values will not decline from current levels or that charter rates will be sufficient to provide us with additional hire payments.

The highly cyclical nature of the tanker industry may lead to volatile changes in charter rates and vessel values, which may adversely affect our earnings.

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 and may adversely affect the values of our vessels and result in significant fluctuations in the amount of additional hire we earn, which could result in significant fluctuations in our quarterly results. The factors that influence the demand for tanker capacity include:

- demand for oil and oil products, which affect the need for tanker capacity;

global and regional economic and political conditions which among other things, could impact the supply of oil as well as trading patterns and the demand for various types of vessels;

changes in the production of crude oil, particularly by OPEC and other key producers, which impact the need for tanker capacity;

developments in international trade;

changes in seaborne and other transportation patterns, including changes in the distances that cargoes are transported;

environmental concerns and regulations;

weather; and

competition from alternative sources of energy.

The factors that influence the supply of tanker capacity include:

the number of newbuilding deliveries;

the scrapping rate of older vessels;

the number of vessels that are out of service; and

environmental and maritime regulations.

An oversupply of new vessels may adversely affect charter rates and vessel values.

If the capacity of new ships delivered exceeds the capacity of tankers being scrapped and lost, tanker capacity will increase. In addition, the newbuilding order book, which extends to 2011, equaled about 34% of the existing world tanker fleet as of October 2006, and we cannot assure you that the order book will not increase further in proportion to the existing fleet. The newbuilding order book is not fully booked for 2010. If the supply of tanker capacity increases and the demand for tanker capacity does not increase correspondingly, charter rates could materially decline and the value of our vessels could be adversely affected.

The amount of additional hire that we receive under our charter arrangements, if any, will generally depend on prevailing spot market rates, which are volatile.

Our initial fleet of seven vessels is operated under time charters with the charterers, and additional hire is paid to us pursuant to a charter framework agreement entered among us and OIN and each of our and its subsidiaries. We receive a fixed minimum daily basic charter rate and may receive additional hire under these charter arrangements. Additional hire, if any, is paid quarterly in arrears. The amount of additional hire is subject to variation depending on the charter hire received by the charterers through their pooling arrangements, or if a vessel is not operated in a pool, charter rates in the time charter or spot charter markets, each of which is highly dependent on general tanker market conditions. We cannot assure you that we will receive additional hire for any quarter.

Terrorist attacks and international hostilities can affect the tanker industry, which could adversely affect our business.

Additional terrorist attacks like those in New York on September 11, 2001 and in London on July 7, 2005, the outbreak of war or the existence of international hostilities could damage the world economy, adversely affect the availability of and demand for crude oil and petroleum products and adversely affect our ability to re-charter our vessels on the expiration or termination of the charters and the charter rates

payable under any renewal or replacement charters. We conduct our operations internationally, and our business, financial condition and results of operations may be adversely affected by changing economic, political and government conditions in the countries and regions where our

vessels are employed. Moreover, we operate in a sector of the economy that is likely to be adversely impacted by the effects of political instability, terrorist or other attacks, war or international hostilities.

Our vessels call on ports located in countries that are subject to restrictions imposed by the U.S. government, which could negatively affect the trading price of our common stock.

From time to time, vessels in our fleet call on ports located in countries subject to sanctions and embargoes imposed by the U.S. government and countries identified by the U.S. government as state sponsors of terrorism, such as Syria and Iran. From July 1, 2005 through September 30, 2006, vessels in our fleet have, while operating in pools, made 4 calls to ports in Libya, 1 to ports in Syria and 7 to ports in Iran out of a total of 316 calls on worldwide ports. On June 30, 2006, Libya was removed from the U.S. government's list of state sponsors of terrorism and is not subject to sanctions or embargoes, while Syria and Iran continue to be subject to sanctions and embargoes imposed by the U.S. government and are identified by the U.S. government as state sponsors of terrorism. Although these sanctions and embargoes do not prevent our vessels from making calls to ports in these countries, potential investors could view such port calls negatively, which could adversely affect our reputation and the market for our common stock. Investor perception of the value of our common stock may be adversely affected by the consequences of war, the effects of terrorism, civil unrest and governmental actions in these and surrounding countries.

The value of our vessels, which are near historically high levels, may be depressed at a time and in the event that we sell a vessel.

Tanker values have generally experienced high volatility and values are currently near historically high levels. Investors can expect the fair market value of our tankers to fluctuate, depending on general economic and market conditions affecting the tanker industry and competition from other shipping companies, types and sizes of vessels and other modes of transportation. In addition, although four of our seven tankers were built in 2001 or more recently, as vessels grow older, they generally decline in value. These factors will affect the value of our vessels at the time of any vessel sale. If for any reason we sell a tanker at a time when tanker prices have fallen, the sale may be at less than the tanker's carrying amount on our financial statements, with the result that we would also incur a loss on the sale and a reduction in earnings and surplus, which could reduce our ability to pay dividends.

Vessel values may be depressed at a time when we are required to make a repayment under our credit facility, or when our credit facility matures, which could adversely affect our liquidity and our ability to refinance our credit facility.

In the event of the sale or loss of a vessel, our credit facility requires us to prepay the facility in an amount proportionate to the market value of the sold or lost vessel compared with the total market value of all of our vessels before such sale or loss. If vessel values are depressed at such a time, our liquidity could be adversely affected as the amount that we are required to repay could be greater than the proceeds we receive from a sale. In addition, declining tanker values could adversely affect our ability to refinance our credit facility at its maturity in 2015, as the amount that a new lender would be willing to lend on the same terms may be less than the amount we owe under the expiring facility.

We operate in the highly competitive international tanker market which could affect our financial position if the charterers do not renew our charters.

The operation of tankers and transportation of crude oil and petroleum products are extremely competitive. Competition arises primarily from other tanker owners, including major oil companies, as well as independent tanker companies, some of whom have substantially larger fleets and 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. During the term of our charters, our exposure to this competition is limited because

of the predominantly fixed rate nature of our charters. In the event that the charterers do not renew the charters when they expire (beginning in 2010) or terminate the charters for any reason, we will have to compete with other tanker owners, including major oil companies and independent tanker companies for charters. Due in part to the fragmented tanker market, competitors with greater resources may be able to offer better prices than us, which could result in our achieving lower revenues from our vessels.

Compliance with environmental laws or regulations may adversely affect our business.

Our operations are affected by extensive and changing international, national and local environmental protection laws, regulations, treaties, conventions and standards in force in international waters, the jurisdictional waters of the countries in which our vessels operate, as well as the countries of our vessels' registration. Many of these requirements are designed to reduce the risk of oil spills and other pollution, and our compliance with these requirements can be costly.

These requirements can affect the resale value or useful lives of our vessels, require a reduction in carrying capacity, ship modifications or operational changes or restrictions, lead to decreased availability of insurance coverage for environmental matters or result in the denial of access to certain jurisdictional waters or ports, or detention in, certain ports. Under local, national and foreign laws, as well as international treaties and conventions, we could incur material liabilities, including cleanup obligations, in the event that there is a release of petroleum or other hazardous substances from our vessels or otherwise in connection with our operations. We could also become subject to personal injury or property damage claims relating to the release of or exposure to hazardous materials associated with our current or historic operations. Violations of or liabilities under environmental requirements also can result in substantial penalties, fines and other sanctions, including in certain instances, seizure or detention of our vessels.

We could incur significant costs, including cleanup costs, fines, penalties, third-party claims and natural resource damages, as the result of an oil spill or other liabilities under environmental laws. The United States Oil Pollution Act of 1990, or OPA, affects all vessel owners shipping oil or hazardous material to, from or within the United States. OPA allows for potentially unlimited liability without regard to fault for owners, operators and bareboat charterers of vessels for oil pollution in U.S. waters. Similarly, the International Convention on Civil Liability for Oil Pollution Damage, 1969, as amended, which has been adopted by most countries outside of the United States, imposes liability for oil pollution in international waters. OPA expressly permits individual states to impose their own liability regimes with regard to hazardous materials and oil pollution incidents occurring within their boundaries. Coastal states in the United States have enacted pollution prevention liability and response laws, many providing for unlimited liability.

OPA provides for the scheduled phase-out of all non-double hull tankers that carry oil in bulk in U.S. waters. The International Maritime Organization, or IMO, and the European Union also have adopted separate phase-out schedules applicable to single-hull tankers operating in international and EU waters. These regulations will reduce the demand for single-hull tankers, force the remaining single-hull vessels into less desirable trading routes, increase the number of ships trading in routes open to single-hull vessels and could increase demands for further restrictions in the remaining jurisdictions that permit the operation of these vessels. As a result, single-hull vessels are likely to be chartered less frequently and at lower rates. Although all of the tankers we acquired are double hulled, we cannot assure you that these regulatory programs will not apply to vessels acquired by us in the future.

In addition, in complying with OPA, IMO regulations, EU directives and other existing laws and regulations and those that may be adopted, shipowners may incur significant additional costs in meeting new maintenance and inspection requirements, in developing contingency arrangements for potential spills and in obtaining insurance coverage. Government regulation of vessels, particularly in the areas of safety and environmental requirements, can be expected to become more strict in the future and

require us to incur significant capital expenditures on our vessels to keep them in compliance, or even to scrap or sell certain vessels altogether. For example, various jurisdictions are considering regulating the management of ballast waters to prevent the introduction of non-indigenous species that are considered to be invasive. As a result of accidents such as the November 2002 oil spill from the *Prestige*, a 26 year old single-hull tanker unrelated to us, we believe that regulation of the shipping industry will continue to become more stringent and more expensive for us and our competitors. In recent years, the IMO and EU have both accelerated their existing non-double hull phase-out schedules in response to highly publicized oil spills and other shipping incidents involving companies unrelated to us. Future accidents can be expected in the industry, and such accidents or other events could be expected to result in the adoption of even stricter laws and regulations, which could limit our operations or our ability to do business and which could have a material adverse effect on our business and financial results.

The shipping industry has inherent operational risks, which could impair the ability of the charterers to make payments to us.

Our tankers and their cargoes are at risk of being damaged or lost because of events such as marine disasters, bad weather, mechanical failures, human error, war, terrorism, piracy, environmental accidents and other circumstances or events. In addition, transporting crude oil across a wide variety of international jurisdictions creates a risk of business interruptions due to political circumstances in foreign countries, hostilities, labor strikes and boycotts, the potential for changes in tax rates or policies, and the potential for government expropriation of our vessels. Any of these events could impair the ability of the charterers to make payments to us under our charters.

Our insurance coverage may be insufficient to make us whole in the event of a casualty or other catastrophic event, or fail to cover all of the inherent operational risks associated with the tanker industry.

In the event of a casualty to a vessel or other catastrophic event, we will rely on our insurance to pay the insured value of the vessel or the damages incurred. Under the ship management agreements, Tanker Management is responsible for arranging insurance for our fleet against those risks that we believe the shipping industry commonly insures against, and we are responsible for the premium payments on such insurance. This insurance includes marine hull and machinery insurance, protection and indemnity insurance, which includes pollution risks and crew insurance, and war risk insurance. Tanker Management is also responsible for arranging loss of hire insurance in respect of each of our vessels, and we are responsible for the premium payments on such insurance. This insurance generally provides coverage against business interruption for periods of more than 21 days (in the case of our VLCCs) or 14 days (in the case of our Aframaxes) per incident (up to a maximum of 120 days) per incident, following any loss under our hull and machinery policy. We will not be reimbursed under the loss of hire insurance policies, on a per incident basis, for the first 21 days of off hire in the case of our VLCCs and for the first 14 days in the case of our Aframaxes. Currently, the amount of coverage for liability for pollution, spillage and leakage available to us on commercially reasonable terms through protection and indemnity associations and providers of excess coverage is $1 billion per vessel per occurrence. We cannot assure you that we will be adequately insured against all risks. If insurance premiums increase, we may not be able to obtain adequate insurance coverage at reasonable rates for our fleet. Additionally, our insurers may refuse to pay particular claims. Any significant loss or liability for which we are not insured could have a material adverse effect on our financial condition. In addition, the loss of a vessel would adversely affect our cash flows and results of operations.

Maritime claimants could arrest our tankers, which could interrupt the charterers' or our cash flow.

Crew members, suppliers of goods and services to a vessel, shippers of cargo and other parties may be entitled to a maritime lien against that vessel for unsatisfied debts, claims or damages. In many

jurisdictions, a maritime lien holder may enforce its lien by arresting a vessel through foreclosure proceedings. The arrest or attachment of one or more of our vessels could interrupt the charterers' or our cash flow and require us to pay a significant amount of money to have the arrest lifted. In addition, in some jurisdictions, such as South Africa, under the "sister ship" theory of liability, a claimant may arrest both the vessel that 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 vessel in our fleet.

Governments could requisition our vessels during a period of war or emergency without adequate compensation.

A government could requisition one or more of our vessels for title or for hire. Requisition for title occurs when a government takes control of a vessel and becomes her owner, while requisition for hire occurs when a government takes control of a vessel and effectively becomes her charterer at dictated charter rates. Generally, requisitions occur during periods of war or emergency, although governments may elect to requisition vessels in other circumstances. Although we would be entitled to compensation in the event of a requisition of one or more of our vessels, the amount and timing of payment would be uncertain. Government requisition of one or more of our vessels may negatively impact our revenues and reduce the amount of cash we have available for distribution as dividends to our stockholders.

Risks Relating to Our Common Stock

The market price of our common stock may be unpredictable and volatile.

The market price of our common stock may fluctuate due to factors such as actual or anticipated fluctuations in our quarterly and annual results and those of other public companies in our industry; mergers and strategic alliances in the tanker industry; market conditions in the tanker industry; changes in government regulation; shortfalls in our operating results from levels forecast by securities analysts; announcements concerning us or our competitors and the general state of the securities market. The tanker industry has been highly unpredictable and volatile. The market for common stock in this industry may be equally volatile.

Future sales of our common stock could cause the market price of our common stock to decline.

The market price of our common stock could decline due to sales of a large number of shares in the market after this offering, or the perception that these sales could occur. These sales or the perception that these sales could occur could also make it more difficult or impossible for us to sell equity securities in the future at a time and price that we deem appropriate.

OSG International, Inc., or OIN, a subsidiary of OSG, beneficially owned approximately 44.5% of our outstanding common stock as of January 16, 2007. In addition to the registered sale of shares contemplated by this prospectus, OIN may sell its shares in unregistered sales that are subject to certain limitations on the timing, amount and method of those sales imposed by Rule 144 of the Securities Act of 1933.

In addition to the unregistered sales referred to above, pursuant to a registration rights agreement that we and OIN have entered, OIN has the right to cause us to register the sale of shares of our common stock beneficially owned by it. If OIN were to sell a large number of its shares pursuant to a registered offering, the market price of our common stock could decline significantly. In addition, the perception in the public markets that sales by OIN might occur could also adversely affect the market price of our common stock.

Commencing on October 18, 2006, all shares held by OIN and its affiliates became eligible to be sold into the public market pursuant to Rule 144 under the Securities Act, subject to certain volume

limitations. You should read the discussion under the heading entitled "Shares Eligible for Future Sale" for further information concerning potential sales of our shares after this offering.

We are incorporated in the Marshall Islands, which does not have a well-developed body of corporate law.

Our corporate affairs are governed by our amended and restated articles of incorporation and bylaws and by the Marshall Islands Business Corporations Act, or the BCA. The provisions of the BCA resemble provisions of the corporation laws of a number of states in the United States. For a comparison of the provisions of the BCA relating to stockholders' rights to those of the Delaware General Corporations Law, see page 90. However, there have been few judicial cases in the Marshall Islands interpreting the BCA, and the rights and fiduciary responsibilities of directors under the laws 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 the United States. Therefore, the rights of stockholders of the Marshall Islands may differ from the rights of stockholders of companies incorporated in the United States. While the BCA provides that it is to be interpreted according to the laws of the State of Delaware and other states with substantially similar legislative provisions, there have been few, if any, court cases interpreting the BCA in the Marshall Islands and we can not predict whether Marshall Islands courts would reach the same conclusions that any particular United States court would reach or has reached. Thus, you may have more difficulty in protecting your interests in the face of actions by the management, directors or controlling stockholders than would stockholders of a corporation incorporated in a United States jurisdiction which has developed a relatively more substantial body of case law.

Our bylaws restrict stockholders from bringing certain legal action against our officers and directors.

Our bylaws contain a broad waiver by our stockholders of any claim or right of action, both individually and on our behalf, against any of our officers or directors. The waiver applies to any action taken by an officer or director, or the failure of an officer or director to take any action, in the performance of his or her duties, except with respect to any matter involving any fraud or dishonesty on the part of the officer or director. This waiver limits the right of stockholders to assert claims against our officers and directors unless the act or failure to act involves fraud or dishonesty.

We have anti-takeover provisions in our bylaws that may discourage a change of control.

Our bylaws contain provisions that could make it more difficult for a third party to acquire us without the consent of our board of directors. These provisions provide for:

- a classified board of directors with staggered three-year terms, elected without cumulative voting;
- directors only to be removed for cause and only with the affirmative vote of holders of at least a majority of the common stock issued and outstanding;
- advance notice for nominations of directors by stockholders and for stockholders to include matters to be considered at annual meetings;
- a limited ability for stockholders to call special stockholder meetings; and
- our board of directors to determine the powers, preferences and rights of our preferred stock and to issue the preferred stock without stockholder approval.

These provisions could make it more difficult for a third party to acquire us, even if the third party's offer may be considered beneficial by many stockholders. As a result, stockholders may be limited in their ability to obtain a premium for their shares.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This prospectus contains assumptions, expectations, projections, intentions and beliefs about future events, in particular under the headings "Prospectus Summary," "Dividend Policy," "Business" and "Management's Discussion and Analysis of Financial Condition and Results of Operations." When used in this document, words such as "believe," "intend," "anticipate," "estimate," "project," "forecast," "plan," "potential," "will," "may," "should," and "expect" and similar expressions are intended to identify forward-looking statements but are not the exclusive means of identifying such statements. These statements are intended as "forward-looking statements." We may also from time to time make forward-looking statements in our periodic reports that we will file with the SEC, other information sent to our security holders, and other written materials. We caution that assumptions, expectations, projections, intentions and beliefs about future events may and often do vary from actual results and the differences can be material. The reasons for this include the risks, uncertainties and factors described under the section of this prospectus entitled "Risk Factors."

All statements in this document that are not statements of historical fact are forward-looking statements. Forward-looking statements include, but are not limited to, such matters as:

- future payments of dividends and the availability of cash for payment of dividends;
- future operating or financial results, including with respect to the amount of basic hire and additional hire that we may receive;
- statements about future, pending or recent acquisitions, business strategy, areas of possible expansion and expected capital spending or operating expenses;
- statements about tanker industry trends, including charter rates and vessel values and factors affecting vessel supply and demand;
- expectations about the availability of vessels to purchase, the time which it may take to construct new vessels or vessels' useful lives;
- expectations about the availability of insurance on commercially reasonable terms;
- our ability to repay our credit facility, to obtain additional financing and to obtain replacement charters for our vessels;
- assumptions regarding interest rates;
- changes in production of or demand for oil and petroleum products, either globally or in particular regions;
- greater than anticipated levels of newbuilding orders or less than anticipated rates of scrapping of older vessels;
- changes in trading patterns for particular commodities significantly impacting overall tonnage requirements;
- change in the rate of growth of the world and various regional economies;
- risks incident to vessel operation, including discharge of pollutants; and
- unanticipated changes in laws and regulations.

We undertake no obligation to publicly update or revise any forward-looking statements contained in this prospectus, whether as a result of new information, future events or otherwise, except as required by law. In light of these risks, uncertainties and assumptions, the forward-looking events discussed in this prospectus might not occur, and our actual results could differ materially from those anticipated in these forward-looking statements.

USE OF PROCEEDS

The shares of our common stock being offered by this prospectus are solely for the account of the selling stockholder. We will not receive any proceeds from the sale of our shares of our common stock by the selling stockholder. The selling stockholder will pay brokerage fees, selling commission and underwriting discounts, if any, incurred in connection with disposing of the shares pursuant to this prospectus. Pursuant to a registration rights agreement that we entered into with the selling stockholder, the selling stockholder will also bear our costs, fees and expenses incurred in effecting the registration of the shares covered by this prospectus.

DIVIDEND POLICY

We intend to pay quarterly dividends to the holders of our common stock in March, June, September and December of each year in amounts substantially equal to the available cash from our operations during the previous quarter less cash expenses and any reserves established by our board.

Our board of directors may review and amend our dividend policy from time to time in accordance with any future growth of our fleet or for other reasons. Although we do not currently have any commitment in place to purchase any specific vessels, we intend to grow our fleet by acquiring additional vessels in the future in a manner that is accretive to earnings and dividends per share over time. We expect to fund all or a portion of any future vessel acquisitions with borrowings under the $150 million vessel acquisition tranche of our credit facility. Upon acquiring an additional vessel or vessels, our board of directors may limit our dividends per share to the amount that we would have been able to pay if all or a portion of our acquisition related debt had been financed with equity. In such a case, (i) our available cash from operations would be increased by the amount of interest expense incurred on the debt deemed to have been financed with equity during the related period, and (ii) the number of shares outstanding would be increased by a number of shares that, if issued, would have generated net proceeds that would have been sufficient to repay the debt deemed to have been financed with equity as of the beginning of the related period (based on the market price of our common stock as of the determination date).

We currently do not expect to have any cash expenses or other cash requirements other than:

- the technical management fees payable to Tanker Management under the ship management agreements, which equal $15.6 million annually through October 2007 and increase 2.5% annually thereafter;
- insurance premiums estimated to be $2.6 million per year;
- vessel taxes estimated to be $100,000 per year;
- directors' fees, which we currently estimate to be $180,000 per year in the aggregate for all of our directors;
- the salaries and benefits of our executive officers, which we currently estimate to be $1.0 million per year in the aggregate for all of our executive officers;
- payment of interest on $236 million of indebtedness that is outstanding under our credit facility, which we fixed for five years at a rate of 5.6% effective as of October 18, 2005;
- commitment fees and other financial costs under our credit facility estimated to be $620,000 per year (assuming no further drawdowns); and
- other general and administrative expenses, which are estimated to equal $1.3 million per year.

Based on the assumptions and the other matters set forth below and subject to the matters set forth under "Risk Factors," we estimate that the total amount of cash available for distribution with respect to the fourth quarter of 2006 and for full year 2007 will be $0.30 per share and $1.23 per share, respectively.

The foregoing dividend estimates do not give effect to the payment of any additional hire that we may receive under the profit sharing arrangements that are included in our charter arrangements and are based on the following assumptions:

- the basic hire is paid on our vessels and our vessels are on hire for 360 days per twelve month period;
- we have no cash expenses or liabilities other than those set forth immediately above;

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- we do not purchase any additional vessels;
- we do not pay any income taxes or have to fund any required capital expenditures with respect to our vessels;
- no cash reserves are established by our board of directors;
- we are in compliance with the terms of our credit facility, which prohibits us from paying dividends if the charter-free market value of our vessels is less than 135% of our borrowings plus the actual or notional cost of terminating any interest rate swap that we enter, if there is a continuing default under the credit facility or if the payment of the dividend would result in a default or breach of a loan covenant; and
- 30,009,250 shares of our common stock are outstanding at the time we make a dividend payment and no additional stock offerings or other capital raising transactions are made by us.

The timing and amount of dividend payments will be determined by our board of directors and will depend on, among other things, our cash earnings, financial condition, cash requirements and other factors. Other than (i) the technical management fees payable under our ship management agreements, which after two years are cancelable by Tanker Management upon 90 days notice, (ii) interest payable on the $236 million of indebtedness that is outstanding under our credit facility, which we fixed for five years at a rate of 5.6% effective as of October 18, 2005, (iii) commitment fees under our credit facility (for so long as we do not make any further borrowings under the vessel acquisition facility or working capital facility), (iv) salary paid to our executive officers, which is fixed during the terms of their employment agreements, and (v) our directors' fees, none of our fees or expenses are fixed.

We cannot assure you that our future dividends will in fact be equal to the amounts set forth above or elsewhere in this prospectus. The amount of future dividends set forth above represents only an estimate of future dividends based on our charters, ship management agreements, employment agreements, current directors' fees and an estimate of our other expenses and assumes that we do not make any vessel acquisitions. The amount of future dividends, if any, could be affected by various factors, including our cash earnings, financial condition and cash requirements, the loss of a vessel, the acquisition of one or more vessels, required capital expenditures, reserves established by our board of directors, increased or unanticipated expenses, our ability to comply with the terms of our credit facility, a change in our dividend policy, additional borrowings or future issuances of securities, many of which will be beyond our control. As a result, the amount of dividends actually paid, if any, may vary from the amounts currently estimated and such variations may be material. See the section of this prospectus captioned "Risk Factors" for a discussion of the risks associated with our ability to pay dividends.

Marshall Islands law generally prohibits the payment of dividends other than from surplus or while a company is insolvent or would be rendered insolvent by the payment of such a dividend.

We do not expect to pay any income taxes in the Marshall Islands. We also do not expect to pay any income taxes in the United States. See "Tax Considerations."

UNAUDITED PRO FORMA FINANCIAL AND OTHER INFORMATION

The unaudited pro forma statement of operations for the year ended December 31, 2005 gives effect to the events below as if they had occurred on January 1, 2005:

- our purchase of three VLCCs and four Aframaxes from subsidiaries of OSG;
- our chartering of the vessels to the charterers under our charters;
- our entry into the ship management agreements with Tanker Management;
- estimated administrative and other expenses of $2.4 million per year;
- our borrowing of $236 million under the term loan portion of our credit facility to pay a portion of the purchase price for our seven vessels and our entry into a related fixed rate swap agreement to fix the effective interest rate for five years on the full amount of the term loan at a rate of 5.6% (which represents the fixed rate that we obtained as of October 18, 2005).

The unaudited pro forma financial information is provided for illustrative purposes only and does not represent what our results of operations would actually have been if the events had in fact occurred on January 1, 2005 and is not representative of our results of operations for any future periods. Investors are cautioned not to place undue reliance on this unaudited pro forma financial information.

UNAUDITED PRO FORMA STATEMENTS OF OPERATIONS FOR THE YEAR ENDED DECEMBER 31, 2005

	2005				
	Successor October 18 to December 31	Predecessor January 1 to October 17	Pro Forma Adjustments	Note	Pro Forma
	(Dollars in thousands, except per share amounts)				
Shipping revenues	$ 20,173	$ 84,134	$ (16,649)	A	$ 87,658
Ship Operating Expenses					
Voyage Expenses		772	(772)	B	
Vessel Expenses	3,675	14,433	(228)	C	17,880
Depreciation and Amortization	3,478	14,462	(1,028)	D	16,912
General and Administrative	746	5,759	(4,105)	E	2,400
Total Ship Operating Expenses	7,899	35,426	(6,133)		37,192
Income from Vessel Operations	12,274	48,708	(10,516)		50,466
Other Income/(Expense)		(1,471)	1,471	F	
Interest Expense to a Wholly-owned Subsidiary of OSG		(574)	574	F	
Interest Income	67				67
Interest Expense and Amortization of Deferred Debt Issuance Costs	(2,872)	(3,022)	(8,100)	F	(13,994)
Income before Income Taxes	9,469	43,641	(16,571)		36,539
Provision for Income Taxes					