

DORIAN LPG LTD.
Form 8-K
June 22, 2016
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 15, 2016

DORIAN LPG LTD.
(Exact name of registrant as specified in its charter)

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| Republic of the Marshall Islands (State or other jurisdiction of incorporation or organization) | 001-36437 (Commission File Number) | 66-0818228 (IRS employer identification no.) |
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|--|---------------------|
| c/o Dorian LPG (USA) LLC, 27 Signal Road, Stamford, Connecticut (Address of principal executive offices) | 06902 (Zip Code) |
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(Registrant's telephone number, including area code): 203-674-9900

(Former Name or Former Address, if Changed Since Last Report): None

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Introductory Note

The information contained in this Current Report on Form 8-K is hereby incorporated by reference into (i) the registration statement on Form S-3 (File No. 333-200714) of Dorian LPG Ltd. (the "Company"), filed with the U.S. Securities and Exchange Commission (the "Commission") on June 29, 2015 and (ii) the registration statement on Form S-3 (File No. 333-208375) of the Company, filed with the Commission on December 7, 2015.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

The Compensation Committee (the "Committee") of the Board of Directors of Dorian LPG Ltd. (the "Company") approved discretionary restricted share awards under the Company's 2014 Equity Incentive Plan and the Company entered into related restricted stock award agreements on June 15, 2016 with John Hadjipateras, John Lycouris and Theodore B. Young, pursuant to which they were issued 75,000 restricted shares, 30,000 restricted shares and 27,500 restricted shares, respectively, with the restricted shares vesting in equal installments on the grant date and on the first, second, and third anniversary of the grant date. Each restricted share award was made pursuant to a Restricted Stock Award Agreement, the form of which is attached hereto and incorporated by reference herein.

The Committee also approved cash bonus payments to John Hadjipateras, John Lycouris and Theodore B. Young in the amounts of \$750,000, \$300,000 and \$275,000, respectively. Both the restricted share awards and cash bonus payments are in recognition of the officers' contributions to the Company's performance for the fiscal year ended March 31, 2016.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

| <u>Exhibit Number</u> | <u>Description</u> |
|-----------------------|--|
| 10.1 | Form of Restricted Stock Award Agreement |

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Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: June 21, 2016

DORIAN LPG
LTD.
(registrant)

By: /s/ Theodore B.
Young
Theodore B.
Young
Chief Financial
Officer