

DORIAN LPG LTD.
Form 4
June 19, 2017

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Lycouris John

(Last) (First) (Middle)

C/O DORIAN LPG (USA) LLC, 27
SIGNAL ROAD

(Street)

STAMFORD, CT 06902

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
DORIAN LPG LTD. [LPG]

3. Date of Earliest Transaction
(Month/Day/Year)
06/15/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO of Dorian LPG (USA) LLC

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount (D) or Price		
Common Shares, \$0.01 par value per share	06/15/2017		A		30,000 ⁽¹⁾	A	\$ 0 248,424
Common Shares, \$0.01 par value per share	06/15/2017		F		2,568 ⁽²⁾	D	\$ 7.32 245,856
Common Shares,	06/15/2017		F		2,568 ⁽³⁾	D	\$ 7.32 243,288

\$0.01 par value per share

Common Shares, \$0.01 par value per share

280,028

I

By Trust
(4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lycouris John C/O DORIAN LPG (USA) LLC 27 SIGNAL ROAD STAMFORD, CT 06902	X		CEO of Dorian LPG (USA) LLC	

Signatures

By: /s/ John
Lycouris

06/19/2017

Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Restricted Stock Award, of which 25% vested on the grant date and 25% of which will vest on June 15, 2018, June 15, 2019, and June 15, 2020, respectively.
- (2) In connection with the vesting of 25% of the Restricted Stock Award (7,500 shares) on June 15, 2017, 2,568 shares were withheld by the Issuer to satisfy the Reporting Person's tax withholding obligations.
- (3) Represents 2,568 shares reacquired to satisfy tax withholding obligations in connection with the vesting of 7,500 shares of restricted stock granted to the Reporting Person on June 15, 2016.
- (4) Shares held by the Kyveli Trust (the "Trust"). The Reporting Person and other members of his family are the beneficiaries of the Trust. The Reporting Person disclaims all beneficial ownership of these securities except to the extent of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.