

# **DHT HOLDINGS, INC.**

Filed by  
**BW GROUP LTD**

## **FORM SC 13D/A**

(Amended Statement of Beneficial Ownership)

Filed 05/21/19

Telephone	1 441 299-4912
CIK	0001331284
Symbol	DHT
SIC Code	4412 - Deep Sea Foreign Transportation of Freight
Industry	Oil & Gas Transportation Services
Sector	Energy
Fiscal Year	12/31

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D  
Under the Securities Exchange Act of 1934  
(Amendment No. 3)\*

**DHT Holdings, Inc.**  
(Name of Issuer)

**Common Stock, par value \$0.01 per share**  
(Title of Class of Securities)

**Y2065G121**  
(CUSIP Number)

**Nick Fell**  
**BW Maritime Pte. Ltd.**  
**Mapletree Business City, #18-01**  
**10 Pasir Panjang Road**  
**Singapore 117438**  
**Telephone: +65 (0) 6434 5818**  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

**May 17, 2019**  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box.

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Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

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

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<b>1</b>	<b>NAMES OF REPORTING PERSONS</b> BW Group Limited	
<b>2</b>	<b>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP</b> (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	<b>SEC USE ONLY</b>	
<b>4</b>	<b>SOURCE OF FUNDS (SEE INSTRUCTIONS)</b> WC	
<b>5</b>	<b>CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E)</b> <input type="checkbox"/>	
<b>6</b>	<b>CITIZENSHIP OR PLACE OF ORGANIZATION</b> Bermuda	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	<b>7</b>	<b>SOLE VOTING POWER</b> 49,665,367
	<b>8</b>	<b>SHARED VOTING POWER</b> 0
	<b>9</b>	<b>SOLE DISPOSITIVE POWER</b> 49,665,367
	<b>10</b>	<b>SHARED DISPOSITIVE POWER</b> 0
<b>11</b>	<b>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON</b> 49,665,367	
<b>12</b>	<b>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)</b> <input type="checkbox"/>	
<b>13</b>	<b>PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)</b> 35.0% (1)	
<b>14</b>	<b>TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)</b> CO	

(1) This percentage is based on a total of 142,000,000 shares of Common Stock outstanding as of March 31, 2019, as reported in Exhibit 99.1 to Form 6-K filed by the Issuer on May 13, 2019.

**Item 1. SECURITY AND ISSUER**

This Amendment No. 3 to Schedule 13D ("Amendment No. 3") is being filed by the undersigned, pursuant to §240.13d-2(a) under the Act, with respect to the Common Stock, par value \$0.01 per share ("Common Stock"), of DHT Holdings, Inc., a company incorporated in the Republic of the Marshall Islands (the "Issuer"), whose principal executive offices are located at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda. This Amendment No. 3 amends and supplements the statement on the Schedule 13D filed with the Securities and Exchange Commission (the "SEC") on April 3, 2017, as amended by Amendment No. 1 filed with the SEC on May 14, 2018, and Amendment No. 2 filed with the SEC on February 26, 2019 (collectively with this Amendment No. 3, the "Schedule 13D"). Except as specifically provided herein, this Amendment No. 3 does not modify any of the information previously reported in the Schedule 13D. Capitalized terms used herein and not otherwise defined in this Amendment No. 3 have the meanings set forth in the Schedule 13D.

**Item 2. IDENTITY AND BACKGROUND**

*Item 2 of the Schedule 13D, including Schedule A, is hereby amended as follows:*

The registered address of BWG has changed from Washington Mall Phase 2, 4th Floor, Suite 400, 22 Church Street, HM 1189, Hamilton HMEX, Bermuda to c/o Inchona Services Limited, Washington Mall Phase 2, 4th Floor, Suite 400, 22 Church Street, HM 1189, Hamilton HMEX, Bermuda.

Christian Bonfils is an additional executive officer of BWG. Bonfils holds the position as Managing Director, BW Dry Cargo ApS and has his business address at c/o 10 Mapletree Business City #18-01, 10 Pasir Panjang Road, Singapore 117438. Bonfils is a Danish citizen.

**Item 5. INTEREST IN SECURITIES OF THE ISSUER**

*Item 5(a), (b) and (c) of the Schedule 13D is hereby amended and supplemented as follows:*

- (a) As of May 20, 2019, BWG may be deemed to beneficially own 49,665,367 shares of Common Stock, representing approximately 35.0% of the outstanding shares of Common Stock.
- The foregoing beneficial ownership percentage is based on a total of 142,000,000 shares of Common Stock outstanding as of March 31, 2019, as reported in Exhibit 99.1 to 6-K filed by the Issuer on May 13, 2019.
- (b) BWG has sole voting power and sole dispositive power over 49,665,367 shares of Common Stock.
- (c) On May 15, 2019, BWG sold 829,929 shares of Common Stock at a weighted-average price of \$5.9134 per share of Common Stock. The actual prices for these transactions ranged from \$5.88 to \$6.06, inclusive. On May 16, 2019, BWG sold 500,000 shares of Common Stock at a weighted-average price of \$6.0027 per share of Common Stock. The actual prices for these transactions ranged from \$5.94 to \$6.12, inclusive. On May 17, 2019, BWG sold 465,765 shares of Common Stock at a weighted-average price of \$6.0719 per share of Common Stock. The actual prices for these transactions ranged from \$6.01 to \$6.15, inclusive. On May 20, 2019, BWG sold 111,355 shares of Common Stock at a weighted-average price of \$6.0541 per share of Common Stock. The actual prices for these transactions ranged from \$5.96 to \$6.08, inclusive. These transactions were effected in the open market through a broker. BWG undertakes to provide upon request by the Commission staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares of Common Stock purchased at each separate price within the ranges set forth in this Item 5(c) of Amendment No. 3.
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**SIGNATURES**

After reasonable inquiry and to the best of his or its knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: May 21, 2019

**BW Group Limited**

By: /s/ Nicholas John Oxleigh Fell

Name: Nicholas John Oxleigh Fell

Title: Authorized Signatory

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