

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 26, 2018**

DORIAN LPG LTD.

(Exact name of registrant as specified in its charter)

Republic of the Marshall Islands

(State or other jurisdiction of incorporation or organization)

001-36437

(Commission File Number)

66-0818228

(IRS employer identification no.)

**c/o Dorian LPG (USA) LLC, 27 Signal Road,
Stamford, Connecticut**

(Address of principal executive offices)

06902

(Zip Code)

(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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 8.01 Other Events

On June 26, 2018, the Company issued a press release (i) announcing the completion of three financing agreements and the full repayment of all remaining outstanding amounts due under the Company's Bridge Loan Facility with DNB Capital LLC and (ii) responding to the letter sent today by BW LPG Ltd. restating its unsolicited and conditional proposal to combine with the Company in a stock-for-stock transaction.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

| <u>Exhibit Number</u> | <u>Description</u> |
|-----------------------|--------------------|
|-----------------------|--------------------|

| | |
|-----------------------------|--|
| <u>99.1</u> | <u>Press Release dated June 26, 2018</u> |
|-----------------------------|--|

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 26, 2018

DORIAN LPG LTD.
(registrant)

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

Dorian LPG Ltd. Announces Financing Transactions And Full Repayment Of Bridge Loan Facility

Receives Letter from BW LPG Restating Previously Rejected Proposal

Reiterates Willingness to Engage in Talks on ECO Ship Proposal

STAMFORD, Conn., June 26, 2018 /PRNewswire/ -- Dorian LPG Ltd. (NYSE: LPG) (the "Company" or "Dorian LPG") today announced that it has completed three financing agreements (the "Financings") resulting in aggregate proceeds of \$65.1 million. The proceeds from the Financings were used to repay all remaining outstanding amounts due under the Bridge Loan Facility with DNB Capital LLC. The Financings have a fixed interest rate of 6% with tenors of 6 to 7 years.

John Hadjipateras, Chairman and Chief Executive Officer of Dorian LPG, commented, "We are pleased to have completed these financing transactions and to have fully repaid the DNB Bridge Loan Facility. Dorian LPG is well positioned to perform through the cycle, including upcoming environmental regulations, with a well-capitalized balance sheet and a fleet of modern fuel efficient VLGCs that have delivered premium returns.

Further details will be available in the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 2018, which the Company expects to file with the Securities and Exchange Commission (the "SEC") no later than June 29, 2018.

In addition, in response to the letter sent today by BW LPG Ltd. restating its unsolicited and conditional proposal to combine with Dorian in a stock-for-stock transaction, Mr. Hadjipateras commented, "We have received today's letter restating BW LPG's proposal that has already been rejected by our board. Our board has been and will remain responsive to the views of our shareholders. Of note, to date, we have received letters from shareholders (other than the BW Group) representing less than 5% of our outstanding shares showing openness to a combination, including from a shareholder that has a long-term position in BW LPG. In contrast, our board, whose members are beneficial owners of more than 25% of our outstanding shares, has unanimously concluded that BW LPG's proposal undervalues Dorian and is not in the best interests of Dorian and its shareholders. To cite a few key financial metrics, the proposed transaction would be dilutive to Dorian's shareholders' earnings in 2018, would create a more leveraged enterprise from Dorian's perspective and fails to recognize that Dorian's equity contribution to the combined enterprise would exceed 50% of the total, based on 2018 relative EBITDA and existing debt levels."

"Also contrary to BW LPG's assertion, we have not declined to engage with BW LPG. Rather, we have offered to meet with BW LPG to discuss an acquisition of BW LPG's ECO-ships, to no avail. Our board is always open to opportunities that would enhance value for our shareholders and we are in regular communication with them. BW LPG's wish to have Dorian's shareholders subsidize its fleet renewal is not a reason compelling enough to divert us from our strategy to serve our own shareholders," Mr. Hadjipateras concluded.

About Dorian LPG Ltd.

Dorian LPG is a liquefied petroleum gas shipping company and a leading owner and operator of modern VLGCs. Dorian LPG currently owns and operates twenty-two modern VLGCs. Dorian LPG has offices in Stamford, Connecticut, USA, London, United Kingdom and Athens, Greece.

Forward-looking Statements

This press release contains "forward-looking statements." Statements that are predictive in nature, that depend upon or refer to future events or conditions, or that include words such as "expects," "anticipates," "intends," "plans," "believes," "estimates," "projects," "forecasts," "may," "will," "should" and similar expressions are forward-looking statements. These statements are not historical facts but instead represent only the Company's belief regarding future results, many of which, by their nature are inherently uncertain and outside of the Company's control. Actual results may differ, possibly materially, from those anticipated in these forward-looking statements. For more information about risks and uncertainties associated with Dorian LPG's business, please refer to the "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Risk Factors" sections of Dorian LPG's SEC filings, including, but not limited to, its annual report on Form 10-K and quarterly reports on Form 10-Q. The Company does not assume any obligation to update the information contained in this press release.

For further information:

Dorian LPG Ltd.
Ted Young
Chief Financial Officer
(203) 674-9900
IR@dorianlpg.com

Ruth Pachman/Mark Semer
Kekst
(212) 521-4802