

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): **October 8, 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.

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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 8.01 Other Events

On October 8, 2018, the Company issued a press release entitled "Dorian LPG Responds to BW's Withdrawal of Proposal to Acquire Dorian."

#### Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit Number	Description
<a href="#">99.1</a>	<a href="#">Press release dated October 8, 2018</a>

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: October 9, 2018

**DORIAN LPG LTD.**  
(registrant)

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

# Dorian LPG Responds to BW's Withdrawal of Proposal to Acquire Dorian

STAMFORD, Conn., Oct. 8, 2018 /PRNewswire/ -- Dorian LPG (NYSE: LPG) today sent the following letter to Andreas Sohlen-Pao, Chairman of the Board of Directors of BW LPG, responding to BW's withdrawal of its proposal to acquire Dorian:

October 8, 2018

Mr. Andreas Sohlen-Pao  
Chairman of the Board of Directors  
BW LPG Limited  
10 Pasir Panjang Road  
# 17-02 Mapletree Business City  
Singapore 117438

Dear Andreas,

Thank you for sending us your letter, dated today, withdrawing your proposal and the slate of directors you nominated in support of that proposal.

As you know, but failed to note in your letter, we extensively engaged with your team over the past few months. In addition to our initial meeting and your presentation to our Board, two weeks ago we had a meeting that lasted multiple hours (with your and our advisors) where we extensively commented on your proposal and indicated the valuation parameters implied by a fair assessment of both companies. In particular, your proposal:

- Undervalued our company on a relative Net Asset Value basis as your calculations overvalue your older, less fuel-efficient vessels and undervalue our young, fuel-efficient vessels
- Unlike precedent transactions, did not provide a premium to NAV
- Significantly increased risk through high leverage
- Was highly dilutive to cash flow
- Imposed the burden of BW's IMO 2020 compliance and BWTS capital expenditures on Dorian LPG shareholders

To explore the full range of value-creating opportunities available to Dorian LPG, we asked several times if you could improve your proposal, and left the door open to further discussion and a response to the issues that we outlined in our latest meeting. Instead, you have refused to consider improving your proposal and, most recently, have withdrawn your proposal.

Dorian LPG's Board, whose members beneficially own more than 25% of Dorian LPG's stock, and Dorian LPG's management are singularly focused on maximizing value for our shareholders.

Sincerely,

John Hadjipateras  
Chairman, President and Chief Executive Officer

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### **About Dorian LPG Ltd.**

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

Dorian has retained Evercore as its financial advisor and Wachtell, Lipton, Rosen & Katz and Seward & Kissel LLP as legal advisors.

### **Additional Information and Where to Find It**

Dorian LPG intends to file with the SEC a proxy statement in connection with the 2018 Annual Meeting with an associated BLUE proxy card. The definitive proxy statement will be mailed to Dorian shareholders. INVESTORS AND SECURITY HOLDERS OF DORIAN ARE URGED TO READ CAREFULLY AND IN THEIR ENTIRETY THE PROXY STATEMENT AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. Investors and security holders may obtain a free copy of the proxy statement (when it is available) and other documents filed with the SEC at the SEC's website at [www.sec.gov](http://www.sec.gov).

### **Certain Information Concerning Potential Participants**

Dorian, its directors and certain of its executive officers will be participants in the solicitation of proxies from shareholders in respect of the 2018 Annual Meeting. Detailed information regarding the identity of potential participants, and their respective interests in Dorian by security holdings or otherwise, will be set forth in the definitive proxy statement for the 2018 Annual Meeting. Additional information can be found in Dorian's most recent annual report on Form 10-K. These documents may be obtained for free at the SEC's website at [www.sec.gov](http://www.sec.gov) or by calling Dorian's proxy solicitor, Innisfree M&A Incorporated, toll-free at 1-(888) 750-5834.

### **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," "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 a discussion of some of the risks and important factors that could affect future results, see the discussion in the Company's Annual Report on Form 10-K, under the heading "Risk Factors." The Company does not assume any obligation to update the information contained in this press release.

For further information:

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