

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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 reported event): January 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)

001-36437
(Commission File Number)

66-0818228
(IRS Employer
Identification Number)

c/o Dorian LPG (USA) LLC, 27 Signal Road, Stamford, Connecticut 06902
(Address of Principal Executive Offices) (Zip Code)
(Registrant's telephone number, including area code): (203) 674-9900

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:

- 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.

Item 1.01. Entry into a Material Definitive Agreement.

On January 26, 2018, Dorian LPG Ltd. (the "Company") entered into Amendment No. 1 (the "Amendment") to the Rights Agreement (the "Rights Agreement"), dated as of December 16, 2016, by and between the Company and Computershare Inc., as rights agent.

The Amendment accelerates the expiration of the Company's preferred share purchase rights (the "Rights") from 5:00 p.m., New York City time, on August 31, 2018 to 5:00 p.m., New York City time, on January 26, 2018, and has the effect of terminating the Rights Agreement on that date. At the time of the termination of the Rights Agreement, all of the Rights distributed to holders of the Company's common stock pursuant to the Rights Agreement will expire.

The foregoing is a summary of the terms of the Amendment. The summary does not purport to be complete and is qualified in its entirety by reference to the Amendment, a copy of which is attached hereto as Exhibit 4.1 and incorporated herein by reference.

Item 1.02. Termination of a Material Definitive Agreement.

The information set forth under Item 1.01 is incorporated herein by reference

Item 3.03. Material Modification to Rights of Security Holders.

The information set forth under Item 1.01 is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

(b) Exhibits. The following exhibits are filed as part of this report:

4.1 Amendment No. 1 to Rights Agreement by and between Dorian LPG Ltd. and Computershare Inc., dated as of January 26, 2018

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: January 26, 2018

Dorian LPG Ltd.

By: /s/ John C. Hadjipateras

Name: John C. Hadjipateras

Title: Chairman, President and Chief Executive Officer

EXHIBIT INDEX

Exhibit
Number

Description

[4.1](#)

[Amendment No. 1 to Rights Agreement by and between Dorian LPG Ltd. and Computershare Inc., dated as of January 26, 2018](#)

AMENDMENT TO RIGHTS AGREEMENT

This Amendment No. 1 to the Rights Agreement (this "Amendment") is dated as of January 26, 2018 and amends the Rights Agreement, dated as of December 16, 2016 (the "Rights Agreement"), by and between Dorian LPG Ltd, a Marshall Islands corporation (the "Company") and Computershare Inc., as duly appointed rights agent (the "Rights Agent"). Capitalized terms used without other definition in this Amendment are used as defined in the Rights Agreement.

WHEREAS, the parties hereto desire to amend the Rights Agreement to advance the Final Expiration Date of the Rights Agreement to January 26, 2018; and

WHEREAS, pursuant to Section 27 of the Rights Agreement, the Company may from time to time supplement or amend the Rights Agreement without the approval of any holders of Right Certificates in order, among other things, make any other provisions with respect to the Rights which the Company may deem necessary or desirable.

NOW, THEREFORE, the parties hereto agree as follows:

1. The definition of "Final Expiration Date" set forth in Section 1 of the Rights Agreement is hereby amended and restated in its entirety as follows:
"Final Expiration Date" shall mean the Close of Business on January 26, 2018."
 2. Exhibits A and B to the Rights Agreement shall be deemed amended in a manner consistent with this Amendment.
 3. This Amendment shall be deemed to be a contract made under the laws of the State of New York and for all purposes shall be governed by and construed in accordance with the laws of such State applicable to contracts to be made and performed entirely within such State.
 4. The Rights Agreement will not otherwise be supplemented or amended by virtue of this Amendment.
 5. This Amendment may be executed in any number of counterparts and each of such counterparts shall for all purposes be deemed to be an original, and all such counterparts shall together constitute but one and the same instrument. A signature to this Amendment executed and/or transmitted electronically (including by fax or .pdf) shall have the same authority, effect, and enforceability as an original signature.
 6. This Amendment shall be effective as of the date first above written and all references to the Rights Agreement shall, from and after such time, be deemed to be references to the Rights Agreement as amended hereby. In the event of a conflict or inconsistency between this Amendment and the Rights Agreement and the exhibits thereto, the provisions of this Amendment will govern.
 7. The undersigned officer of the Company, being duly authorized on behalf of the Company, hereby certifies in his or her capacity as an officer on behalf of the Company to the Rights Agent that this Amendment is in compliance with the terms of Section 27 of the Rights Agreement.
 8. By its execution and delivery hereof, the Company directs the Rights Agent to execute this Amendment.
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IN WITNESS WHEREOF , this Amendment has been duly executed by the Company and the Rights Agent as of the effective time stated above.

Attest: DORIAN LPG LTD.

By: /s/ John C. Hadjipateras
Name: John C. Hadjipateras
Title: Chairman, President and Chief Executive Officer

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

Attest: COMPUTERSHARE INC.

By: /s/ Patrick Mullaly
Name: Patrick Mullaly
Title: Vice President

[*Signature Page to Amendment to Rights Agreement*]