

GEORGIOPOULOS PETER C

Form 4

June 13, 2018

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GEORGIOPOULOS PETER C

(Last) (First) (Middle)

**C/O GENER8 MARITIME,
INC., 299 PARK AVENUE, 2ND
FLOOR**

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
Euronav MI II Inc. [GNRT]

3. Date of Earliest Transaction
(Month/Day/Year)
06/12/2018

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)
Chairman & Chief Exec. Officer

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) |
|---------------------------------------|---|---|---|---|--|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 06/12/2018 | | D | 865,103 | D | 11 | 0 |

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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SEC 1474
(9-02)

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

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| 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) | | | |
|---|---|---|---|---|---|--|-----|---|--------------------|-----------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Restricted Stock Units | (2) | 06/12/2018 | | D | | 216,276 | | (3) | (3) | Common Stock | 216,27 |
| Employee Stock Options (right to buy) | \$ 4.69 | 06/12/2018 | | D | | 500,000 | | (4)(5) | 01/05/2024 | Common Stock | 500,00 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|----------------------------------|
| | Director 10% Owner Officer Other |
| GEORGIOPOULOS PETER C C/O GENER8 MARITIME, INC. 299 PARK AVENUE, 2ND FLOOR NEW YORK, NY 10017 | X Chairman & Chief Exec. Officer |

Signatures

/s/ Peter

Georgiopoulos

06/12/2018

**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) Euronav NV, a Belgian corporation ("Euronav"), Euronav MI Inc., a Marshall Islands corporation and a direct wholly-owned subsidiary of Euronav ("Merger Sub"), and Gener8 Maritime, Inc., a Marshall Islands corporation ("Gener8"), are parties to the Agreement and Plan of Merger, dated as of December 20, 2017 (the "Merger Agreement"), pursuant to which Merger Sub merged with and into Gener8 (the "Merger"), with Gener8 as the surviving company and as a wholly owned subsidiary of Euronav ("Surviving Corporation"). At the effective time of the Merger (the "Effective Time"), each issued and outstanding Gener8 common share was canceled and exchanged for the right to receive 0.7272 of a Euronav ordinary share in the following manner: (i) each Gener8 common share was converted into one share of common stock, par value \$0.01 per share, of the Surviving Corporation and (ii) each such share of the Surviving Corporation was contributed to Euronav in exchange for 0.7272 of a Euronav ordinary share.
- (2) Each restricted stock unit represents a contingent right to receive one share of GNRT common stock, or in the sole discretion of GNRT's Compensation Committee, the cash value of a share of GNRT common stock on the date that the restricted stock unit vests.
- (3) Pursuant to the Merger Agreement, at the Effective Time each then outstanding Gener8 restricted stock unit became fully vested and was terminated and canceled in exchange for the right to receive 0.7272 of a Euronav ordinary share in the following manner: (i) each Gener8 restricted stock unit was converted into one share of common stock, par value \$0.01 per share, of the Surviving Corporation and (ii) each

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such share of the Surviving Corporation was contributed to Euronav in exchange for 0.7272 of a Euronav ordinary share.

At the Effective Time, each outstanding Gener8 stock option was terminated and canceled in exchange for the right of the holder to be paid by the Surviving Corporation, immediately after the Effective Time (and in no event later than five (5) calendar days following the

- (4) Effective Time), an amount in cash equal to the product of (a) the number of shares of Gener8 common stock subject to such Gener8 stock option immediately prior to the Closing Date (as defined in the Merger Agreement), and (b) the excess, if any, of the product of (i) the closing price per Euronav share on the New York Stock Exchange on the last trading day prior to the Effective Time and
- (ii) an amount equal to (I) the aggregate merger consideration of 60,815,764 Euronav shares divided by (II) the aggregate number of
- (5) Gener8 common shares issued and outstanding immediately prior to the Effective Time or subject to Gener8 restricted stock units issued and outstanding immediately prior to the Effective Time, over the exercise price applicable to such shares of Gener8 common stock subject to such option.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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