

Smith Steven David
Form 4
June 14, 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 *
Smith Steven David

(Last) (First) (Middle)

C/O AURORA CAPITAL
GROUP,, 10877 WILSHIRE
BLVD., SUITE 2100

(Street)

LOS ANGELES, CA 90024

(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)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	06/12/2018		D		6,264,594	D	<u>(1)</u> <u>(2)</u> 0
						I	See Footnotes <u>(3)</u> <u>(4)</u>

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
number.**

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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Smith Steven David C/O AURORA CAPITAL GROUP, 10877 WILSHIRE BLVD., SUITE 2100 LOS ANGELES, CA 90024	X

Signatures

/s/ Steven Smith 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).

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

- (1) "Merger"), with Gener8 as the surviving company and as a direct wholly owned subsidiary of Euronav ("Surviving Corporation"). At the effective time of the Merger (the "Effective Time"), Gener8 share issued and outstanding immediately prior to the Effective Time (other than certain specified shares) was canceled and automatically converted into the right to receive 0.7272 of a Euronav ordinary share in the following manner:

- (i) each Gener8 common share issued and outstanding immediately prior to the Effective Time (other than certain specified shares) was automatically 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 automatically exchanged for 0.7272 of a Euronav ordinary share.

The Reporting Person is one of two Managing Members of each of Aurora Resurgence Advisors II LLC, a Delaware limited liability company ("ARA II"), and Aurora Resurgence Capital Partners II LLC, a Delaware limited liability company ("ARCAP II"). ARCP II is the general partner of Aurora Resurgence Fund II L.P., a Delaware limited partnership, which owns ARF II Maritime Holdings LLC, a

- (3) Delaware limited liability company ("ARF II MH"). ARA II is the general partner of ARF II Maritime Equity Partners LP, a Delaware limited partnership ("ARF II MEP"), and is the non-member manager of ARF II Maritime Equity Co-Investors LLC, a Delaware limited liability company ("ARF II ME CO"). This Form lists 6,264,594 shares of Gener8's common stock, consisting of 4,054,054 shares held of record by ARF II MH, 48,378 shares held of record by ARF II MEP and 2,162,162 shares held of record by ARF II ME CO.

(4)

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The Reporting Person hereby disclaims beneficial ownership of any such shares beneficially owned by such entities except to the extent of any pecuniary interest therein and this Form shall not be deemed an admission that the Reporting Person is the beneficial owner of such shares for purposes of Section 16 or for any other purposes.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.