

Scorpio Tankers Inc.
Form SC 13G/A
February 14, 2014

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 3)*

Scorpio Tankers Inc.
(Name of Issuer)

Common Stock, \$0.01 par value
(Title of Class of Securities)

Y7542C106
(CUSIP Number)

December 31, 2013
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. Y7542C106

| | | | |
|-----|--|------------------------------|-------------------------------------|
| 1. | Names of Reporting Person | | Kensico Capital Management Corp. |
| | I.R.S. Identification Nos. of Above Persons (entities only) | 13-4079277 | |
| 2. | Check the Appropriate Box if a Member of a Group | (a) <input type="checkbox"/> | (b) <input type="checkbox"/> |
| 3. | SEC Use Only | | |
| 4. | Citizenship or Place of Organization | | Delaware |
| | Number of Shares Beneficially Owned by Each Reporting Person With | 5. | Sole Voting Power -0- |
| | | 6. | Shared Voting Power 10,116,500 |
| | | 7. | Sole Dispositive Power -0- |
| | | 8. | Shared Dispositive Power 10,116,500 |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person | | 10,116,500 |
| 10. | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares | | <input type="checkbox"/> |
| 11. | Percent of Class Represented by Amount in Row (9) | | 5.1% |
| 12. | Type of Reporting Person | | CO, IA |

CUSIP No. Y7542C106

| | | | |
|-----|---|--|--|
| 1. | Names of Reporting Person | Michael B. Lowenstein | |
| | I.R.S. Identification Nos. of Above Persons (entities only) | | |
| 2. | Check the Appropriate Box if a Member of a Group | (a) <input type="checkbox"/> | (b) <input type="checkbox"/> |
| 3. | SEC Use Only | | |
| 4. | Citizenship or Place of Organization | United States | |
| | Number of Shares Beneficially Owned by Each Reporting Person With | 5. Sole Voting Power 6. Shared Voting Power 7. Sole Dispositive Power 8. Shared Dispositive Power | -0- 10,116,500 -0- 10,116,500 |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person | | 10,116,500 |
| 10. | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares | | <input type="checkbox"/> |
| 11. | Percent of Class Represented by Amount in Row (9) | | 5.1% |
| 12. | Type of Reporting Person | | IN, HC |

CUSIP No. Y7542C106

| | | | |
|-----|---|--|--|
| 1. | Names of Reporting Person | Thomas J. Coleman | |
| | I.R.S. Identification Nos. of Above Persons (entities only) | | |
| 2. | Check the Appropriate Box if a Member of a Group | (a) <input type="checkbox"/> | (b) <input type="checkbox"/> |
| 3. | SEC Use Only | | |
| 4. | Citizenship or Place of Organization | United States | |
| | Number of Shares Beneficially Owned by Each Reporting Person With | 5. Sole Voting Power 6. Shared Voting Power 7. Sole Dispositive Power 8. Shared Dispositive Power | -0- 10,116,500 -0- 10,116,500 |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person | | 10,116,500 |
| 10. | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares | | <input type="checkbox"/> |
| 11. | Percent of Class Represented by Amount in Row (9) | | 5.1% |
| 12. | Type of Reporting Person | | IN, HC |

CUSIP No. Y7542C106

Amendment No. 3 to Schedule 13G

Reference is hereby made to the statement on Schedule 13G filed with the Commission on behalf of the Reporting Persons with respect to the Common Stock of the Issuer on November 24, 2010, Amendment No. 1 thereto filed on February 13, 2012 and Amendment No. 2 thereto filed on February 13, 2013 (as so amended, the "Schedule 13G"). Terms defined in the Schedule 13G are used herein as so defined.

The following items of the Schedule 13G are hereby amended and restated as follows:

Item 4. Ownership.

(a) through (c):

The information set forth in Items 5 through 9 and 11 of the cover pages to this Amendment No. 3 to Schedule 13G is incorporated herein by reference. Ownership is stated as of December 31, 2013 and ownership percentages are based on 198,791,502 shares of Common Stock outstanding as of December 30, 2013, which is the total of (i) 195,268,231 shares of Common Stock outstanding according to the Issuer's Prospectus Supplement on Form 424B7 filed with the Commission on November 20, 2013 and (ii) 3,523,271 shares of Common Stock issued on December 30, 2013 in connection with an acquisition by the Issuer as reported in Exhibit 99.1 to the Issuer's Report on Form 6-K filed with the Commission on December 30, 2013.

CUSIP No. Y7542C106

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 13, 2014

KENSICO CAPITAL
MANAGEMENT CORP.
By: /s/ Michael B.
Lowenstein
Michael B.
Lowenstein,
Authorized Signatory

MICHAEL B. LOWENSTEIN

/s/ Michael B. Lowenstein

THOMAS J. COLEMAN

/s/ Thomas J. Coleman