

Ship Finance International LTD
Form 6-K
December 02, 2014

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

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13A-16 OR 15D-16 UNDER
THE SECURITIES EXCHANGE ACT OF 1934
For the month of December 2014
Commission File Number: 001-32199

Ship Finance International Limited
(Translation of registrant's name into English)

Par-la-Ville Place
14 Par-la-Ville Road
Hamilton, HM 08, Bermuda
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.
Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Note: Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Note: Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's "home country"), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

INFORMATION CONTAINED IN THIS FORM 6-K REPORT

Attached hereto are the unaudited condensed interim financial statements and related Management's Discussion and Analysis of Financial Condition and Results of Operations of Ship Finance International Limited (the "Company") for the nine months ended September 30, 2014. Also, attached hereto as Exhibit 99.1 is a list of the Company's significant subsidiaries.

This report on Form 6-K is hereby incorporated by reference into the Company's Registration Statements on Form F-3 (Registration No. 333-170598) and on Form F-3 (Registration No. 333-191406), each filed with the U.S. Securities and Exchange Commission (the "SEC") on November 15, 2010 and September 26, 2013, respectively.

SHIP FINANCE INTERNATIONAL LIMITED

REPORT ON FORM 6-K FOR THE PERIOD ENDED SEPTEMBER 30, 2014

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Ship Finance International Limited

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

for the nine month periods ended September 30, 2014 and September 30, 2013

and the year ended December 31, 2013

(in thousands of \$, except per share amounts)

	Nine months ended		Year ended
	September 30,	September 30,	December 31,
	2014	2013	2013
Operating revenues			
Direct financing lease interest income - related parties	34,566	42,502	55,385
Direct financing lease interest income - other	—	4,231	4,231
Finance lease service revenues - related parties	35,490	39,806	52,390
Finance lease service revenues - other	—	1,846	1,846
Profit sharing revenues - related parties	22,338	283	770
Time charter revenues - related parties	7,446	3,706	5,647
Time charter revenues - other	57,511	58,609	77,778
Bareboat charter revenues - related parties	13,235	13,713	18,324
Bareboat charter revenues - other	38,973	31,941	42,705
Voyage charter revenues - other	26,426	1,308	9,724
Other operating income	2,840	1,216	2,060
Total operating revenues	238,825	199,161	270,860
Gain on sale of assets and termination of charters	20,101	18,025	18,025
Operating expenses			
Ship operating expenses - related parties	37,454	41,678	54,916
Ship operating expenses - other	50,858	32,797	50,618
Depreciation	48,892	43,044	58,436
Administrative expenses - related parties	718	350	439
Administrative expenses - other	5,117	5,349	7,110
Total operating expenses	143,039	123,218	171,519
Net operating income	115,887	93,968	117,366
Non-operating income / (expense)			
Interest income - related parties, associated companies	18,166	14,681	19,575
Interest income - related parties, other	2,774	—	482
Interest income - other	9,413	7,274	10,023
Interest expense - other	(64,019)	(65,327)	(87,225)
Loss on repurchase of bonds	(21)	(1,177)	(1,218)
Other financial items, net	(7,547)	(623)	2,003
Net income before equity in earnings of associated companies	74,653	48,796	61,006
Equity in earnings of associated companies	23,025	22,108	28,200
Net income	97,678	70,904	89,206
Per share information:			
Basic earnings per share	\$1.05	\$0.80	\$1.00
Diluted earnings per share	\$0.98	\$0.74	\$0.99

The accompanying notes are an integral part of these condensed consolidated financial statements.

Ship Finance International Limited

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
for the nine month periods ended September 30, 2014 and September 30, 2013
and the year ended December 31, 2013
(in thousands of \$)

	Nine months ended		Year ended
	September 30,		December 31,
	2014	2013	2013
Net income	97,678	70,904	89,206
Fair value adjustments to hedging financial instruments	8,822	32,558	41,827
Fair value adjustments to hedging financial instruments in associated companies	938	2,286	2,897
Reclassification into net income of previous fair value adjustments to hedging financial instruments	(5,196) 3,001	2,102
Fair value adjustments to available for sale securities	(688) 256	699
Other comprehensive (loss)/income	(52) (43) (58
Other comprehensive income/(loss)	3,824	38,058	47,467
Comprehensive income	101,502	108,962	136,673

The accompanying notes are an integral part of these condensed consolidated financial statements.

Ship Finance International Limited

UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEETS
as at September 30, 2014 and December 31, 2013
(in thousands of \$, except share data)

September 30,
2014