

OMI CORP/M I  
Form SC TO-T/A  
May 24, 2007

**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**SCHEDULE TO**  
**(Amendment No. 3)**  
**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**  
**OMI CORPORATION**  
**(Name of subject company (Issuer))**  
**TEEKAY SHIPPING CORPORATION**  
**TEEKAY ACQUISITION HOLDINGS LLC**  
**OMAHA, INC.**  
**AKTIESELSKABET DAMPSKIBSSELSKABET TORM**  
**(Names of Filing Persons (Offerors))**

**Common Stock, par value \$0.50 per share**  
**(including the associated preferred stock**  
**purchase rights)**  
**(Title of classes of securities)**

**Y6476W104**  
**(CUSIP number of common stock)**

**Francelyn Bethel**  
**Teekay Shipping Corporation**  
**Bayside House, Bayside Executive Park**  
**West Bay Street & Blake Road, P.O.**  
**Box AP 59212**  
**Nassau, Bahamas**  
**Telephone: (242) 502-8880**

**Mikael Skov**  
**Aktieselskabet Dampskibsselskabet TORM**  
**Turborg Havnevej 18**  
**DK 2900 Hellerup**  
**Denmark**  
**Telephone: +45 39 17 92 00**

*(Name, address, and telephone number of person authorized to receive notices and communications on behalf of Filing Persons)*

*Copies to:*

**David S. Matheson, Esq.**  
**Gwyneth E. McAlpine, Esq.**  
**Perkins Coie LLP**  
**1120 N.W. Couch Street**  
**Tenth Floor**  
**Portland, Oregon 97209-4128**  
**Telephone: (503) 727-2000**

**John M. Reiss, Esq.**  
**Oliver C. Brahmst, Esq.**  
**White & Case LLP**  
**1155 Avenue of the Americas**  
**New York, New York 10036**  
**Telephone: (212) 819-8200**

**CALCULATION OF FILING FEE**

**Transaction Valuation (1)**  
\$1,814,140,575

**Amount of Filing Fee (2)**  
\$55,694.12

- (1) Estimated for purposes of calculating the filing fee only. The transaction valuation was calculated based on the offer to purchase all of the outstanding shares of common stock of OMI Corporation at a purchase price equal to \$29.25 per share and 62,021,900 shares issued and outstanding (including 2,415,610 restricted shares and outstanding options with respect to 37,000 shares).
  - (2) The amount of filing fee, calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, is calculated by multiplying the transaction valuation by 0.0000307.
- Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

Amount Previously Paid: \$55,694.12

Filing Party: Teekay Shipping Corporation, Teekay Acquisition Holdings, LLC, Omaha, Inc. and A/S Dampskibsselskabet TORM

Form of Registration No.: Schedule TO

Date Filed: April 27, 2007

- Check the box if the filing relates solely to preliminary communications made before the commencement of the tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third party tender offer subject to Rule 14d-1
- issuer tender offer subject to Rule 13e-4
- going private transaction subject to Rule 13e-3
- amendment to Schedule 13D under Rule 13d-2

Check the following box if the filing is a final amendment reporting the results of the tender offer:

---

This Amendment No. 3 to the Tender Offer Statement on Schedule TO (this Amendment), filed with the Securities and Exchange Commission (the SEC) on May 24, 2007, amends and supplements the Tender Offer Statement on Schedule TO filed on April 27, 2007 (as previously amended, the Schedule TO) by (i) Omaha, Inc., a corporation organized under the laws of the Republic of The Marshall Islands (the Purchaser) and a jointly owned subsidiary of Teekay Shipping Corporation (Teekay), through its wholly owned subsidiary Teekay Acquisition Holdings LLC (Teekay Acquisition Holdings), and A/S Dampskibsselskabet TORM (TORM), (ii) Teekay, (iii) Teekay Acquisition Holdings, and (iv) TORM. The Schedule TO relates to the offer by the Purchaser to purchase all outstanding shares of common stock, par value \$0.50 per share (the Common Stock), including the associated preferred stock purchase rights issued pursuant to the Rights Agreement dated November 19, 1998, as amended, between the Company and American Stock Transfer and Trust Company, as Rights Agent thereunder (the Rights and, together with the shares of Common Stock, the Shares), of OMI Corporation, a corporation organized under the laws of the Republic of The Marshall Islands (the Company), at a purchase price of \$29.25 per Share, net to the seller in cash, without interest thereon, less any required withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase dated April 27, 2007 (the Offer to Purchase) and the related Letter of Transmittal, copies of which are attached to the Schedule TO as Exhibits (a)(1)(i) and (a)(1)(ii), respectively (which, together with any amendments or supplements thereto, collectively constitute the Offer). Capitalized terms used and not defined herein shall have the meanings assigned such terms in the Offer to Purchase.

The information in the Offer to Purchase and the related Letter of Transmittal is incorporated into this Amendment by reference to all of the applicable items in the Schedule TO, except that such information is hereby amended and supplemented to the extent specifically provided herein.

**Item 11. Additional Information**

Item 11 of the Schedule TO is hereby amended and supplemented by adding the following text thereto:

On May 23, 2007, the waiting period for response from the NCA expired. On May 24, 2007, Teekay and TORM received oral confirmation of merger clearance from the NCA. Accordingly, the condition to the Offer relating to the expiration of the waiting period under the Norwegian Competition Act of March 2004 (No. 12) and the Regulation on Notification of Concentrations of April 2004 has been satisfied.

On May 24, 2007, Teekay and TORM issued a joint news release announcing the expiration of the waiting period applicable to the Offer under the Norwegian Competition Act of March 2004 (No. 12) and the Regulation on Notification of Concentrations of April 2004, a copy of which is filed as Exhibit (a)(5)(iv) hereto and is incorporated herein by reference.

**Items 12. Exhibits**

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibits:

(a)(5)(iv) Joint News Release issued by Teekay and TORM on May 24, 2007

---

After due inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

TEEKAY SHIPPING CORPORATION.

By: */s/ Bjorn Moller*  
Name: Bjorn Moller  
Title: President and Chief Executive  
Officer

A/S DAMPSKIBSSELSKABET TORM

By: */s/ Klaus Kjørulff*  
Name: Klaus Kjørulff  
Title: Chief Executive Officer

TEEKAY ACQUISITION HOLDINGS LLC

By: */s/ Bjorn Moller*  
Name: Bjorn Moller  
Title: President and Chief Executive Officer  
of Teekay Shipping Corporation, its  
sole member

OMAHA, INC.

By: */s/ Bjorn Moller*  
Name: Bjorn Moller  
Title: Director

By: */s/ Jesper Holmark*  
Name: Jesper Holmark  
Title: Director

Dated: May 24, 2007