



DIVISION OF
CORPORATION FINANCE

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

November 13, 2012

Via Email

Mr. James I. Edelson
Senior Vice President
Overseas Shipholding Group, Inc.
666 Third Avenue
New York, New York 10017

Re: Overseas Shipholding Group, Inc.
Item 4.02 Form 8-K
Filed October 22, 2012
File No. 001-06479

Dear Mr. Edelson:

We have completed our review of your filing. We remind you that our comments or changes to disclosure in response to our comments do not foreclose the Commission from taking any action with respect to the company or the filing and the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States. We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/ Heather Clark

Heather Clark
Staff Accountant