

TORM A/S
Form SC 13D/A
February 05, 2013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

TORM A/S
(Name of Issuer)

Common Shares, par value 0.01 Danish Kroner per share
(Title of Class of Securities)

891072100**
(CUSIP Number)

**CUSIP number of American Depositary Shares listed on the NASDAQ Stock Market.
The Common Shares are not publicly traded in the United States.

Michael Choo
UniCredit Bank AG
30 Cecil Street #25-01, Prudential Tower
Singapore 049712
Tel. +65 6413 3845
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

January 9, 2013
(Date of Event which Requires Filing of this Statement)

[Missing Graphic Reference]

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

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Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* 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 disclosures provided in a prior cover page.

The information required on 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). [Missing Graphic Reference]

[Missing Graphic Reference]
CUSIP No. 891072100 (ADSs)

1.	Name of Reporting Person	
	UniCredit Bank AG	
2.	Check the Appropriate Box if a Member of a Group	
	(a)	☐
	(b)	☒
3.	SEC Use Only	
4.	Source of Funds	
	OO	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)	☐
6.	Citizenship or Place of Organization	
	UniCredit Bank AG is organized under the laws of the Federal Republic of Germany.	
	7.	Sole Voting Power
Number of		24,568,643
Shares	8.	Shared Voting Power
Beneficially		24,568,643
Owned by	9.	Sole Dispositive Power
Each		24,568,643
Reporting	10.	Shared Dispositive Power
Person With		24,568,643
11.	Aggregate Amount Beneficially Owned by Each Reporting Person	
	24,568,643	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares	☐
13.	Percent of Class Represented by Amount in Row (11)	
	3.4%	
14.	Type of Reporting Person	
	BK	

CUSIP No. 891072100 (ADSs)

1. Name of Reporting Person
UniCredit S.p.A.
 2. Check the Appropriate Box if a Member of a Group
(a) ☐
(b) ☒
 3. SEC Use Only
 4. Source of Funds
OO
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ☐
 6. Citizenship or Place of Organization
UniCredit S.p.A. is organized under the laws of Italy.
- | | | |
|---|--|--|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 7. | Sole Voting Power
24,568,643 |
| | 8. | Shared Voting Power
24,568,643 |
| | 9. | Sole Dispositive Power
24,568,643 |
| | 10. | Shared Dispositive Power
24,568,643 |
| | 11. | Aggregate Amount Beneficially Owned by Each Reporting Person
24,568,643 |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares ☐ | |
| 13. | Percent of Class Represented by Amount in Row (11)
3.4% | |
| 14. | Type of Reporting Person
BK | |
-

ITEM 1. SECURITY AND ISSUER

This Amendment No. 1 (the “Amendment”) amends and supplements the Schedule 13D (the “Original Schedule 13D”) filed with the Securities and Exchange Commission (the “SEC”) on January 10, 2013 by the Reporting Persons. This Amendment, and the Original Schedule 13D, relate to the Common Shares, par value 0.01 Danish Kroner per share (the “Common Shares”) of Torm A/S, a Danish company with company registration number CVR 22460218 and registered address at Tuborg Havnevej 18, DK 2900 Hellerup, Denmark (the “Issuer”). The principal executive office and mailing address of the Issuer is Tuborg Havnevej 18, DK-2900 Hellerup, Denmark. Capitalized terms used but not otherwise defined in this Amendment have the meanings ascribed to such terms in the Original Schedule 13D. Except as amended and supplemented by this Amendment, the Original Schedule 13D is not amended or supplemented in any respect. This is the final amendment to the Schedule 13D and an exit filing for the Reporting Persons which terminates the Reporting Persons’ obligation to further amend the Schedule 13D.

ITEM 2. IDENTITY AND BACKGROUND

Item 2 as previously filed is amended to add the following:

Following the extraordinary general meeting (the “EGM”) to amend the Articles of Association of the Issuer, held on January 9, 2013, the Reporting Persons disclaim membership in a “group” with the other parties to the Restructuring Agreement, filed as Exhibit 99.2 to the Original Schedule 13D. The Reporting Persons are no longer subject to any obligation to vote in favor of the resolutions associated with amending the Issuer’s Articles of Association at the EGM as described in the Original Schedule 13D.

The Reporting Persons continue to maintain that it is not the intent of the Reporting Persons to control the Issuer following the EGM. The Reporting Persons and each of the parties to the Restructuring Agreement continue to agree that to the extent they remain Restructuring Shareholders, until the conclusion of the ordinary general meeting of the Issuer in 2014, each will use their respective influence as independent shareholders to achieve an independent board composition for the Board of Directors of the Issuer. The Reporting Persons are not party to any additional ongoing agreements with respect to the voting of Common Shares of the Issuer.

ITEM 4. PURPOSE OF TRANSACTION

Item 4 as previously filed is amended to state the following:

The Reporting Persons will continue to closely monitor and regularly review its investment in the Issuer and may engage in discussions with management and the Board of Directors of the Issuer and other holders of the Common Shares concerning the business and future plans of the Issuer generally. As a result of the disclaimer of group status, the Reporting Persons beneficially own less than five percent of the Issuer’s outstanding Common Shares, and, consequently, this Amendment represents the final amendment to the Original Schedule 13D and the Reporting Persons do not undertake to provide further updates of its intent.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

Item 5 as previously filed is amended to state the following:

(b) UniCredit

As of January 9, 2013, UniCredit beneficially owns and has shared power to vote 24,568,643 Common Shares, representing 3.4% of the issued and outstanding Common Shares. UniCredit has the sole power to vote and dispose of,

24,568,643 Common Shares, representing 3.4% of the issued and outstanding Common Shares. UniCredit is a wholly-owned subsidiary of UniCredit Italy.

UniCredit Italy

As of January 9, 2013, UniCredit Italy beneficially owns and has shared power to vote 24,568,643 Common Shares, representing 3.4% of the issued and outstanding Common Shares. UniCredit Italy has the sole power to vote and dispose of, 24,568,643 Common Shares, representing 3.4% of the issued and outstanding Common Shares.

(e) On January 9, 2013, the Reporting Persons ceased to be the beneficial owner of more than 5.0% of the Issuer's outstanding Common Shares.

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

Dated: February 5, 2013

UNICREDIT BANK AG

By: /s/Andrea Varese
Name: Andrea Varese
Title: Chief Risk Officer

By: /s/ Dr. Jochen Fischer
Name: Dr. Jochen Fischer
Title: Head of Shareholdings

UNICREDIT S.P.A.

By: /s/ Alessandro Maria Decio
Name: Alessandro Maria Decio
Title: Chief Risk Officer

By: /s/ Pasquale De Martino
Name: Pasquale De Martino
Title: Head of Shareholdings

EXHIBIT INDEX

Exhibit No.	Description
99.1	Joint Filing Agreement, dated as of January 10, 2013, by and among the Reporting Persons (incorporated by reference to Exhibit 99.1 to the Schedule 13D filed by the Reporting Persons with the SEC on January 10, 2013).
