

## APOLLO SPECIAL OPPORTUNITIES MANAGED ACCOUNT LP

Form 4

January 06, 2017

**FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Apollo Management Holdings GP,  
LLC

2. Issuer Name **and** Ticker or Trading  
Symbol  
GENCO SHIPPING & TRADING  
LTD [GNK]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
9 W. 57TH STREET, 43RD FLOOR  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/04/2017

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

NEW YORK, NY 10019

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_X\_ Form filed by More than One Reporting  
Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock                       | 01/04/2017                              |                                                             | C                                    | 4,391,753                                                               | A<br>\$ 0<br>(1)                                                                                                   | 5,415,812                                                               | I                                       |
|                                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    |                                                                         | See<br>footnote<br>(2)                  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                     |                    |                 |                            |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|---------------------|--------------------|-----------------|----------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                      | (A)                                                            | (D)                                                                 | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>Number<br>Shares |
| Series A<br>Convertible<br>Preferred<br>Stock       | (1)                                                                   | 01/04/2017                              |                                                             | C                                       |                                                                                                        | 4,391,753                                                      |                                                                     | (1)                 | (1)                | Common<br>Stock | 4,391,                     |

## Reporting Owners

| Reporting Owner Name / Address                                                                                | Relationships |           |         |       |
|---------------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                               | Director      | 10% Owner | Officer | Other |
| Apollo Management Holdings GP, LLC<br>9 W. 57TH STREET<br>43RD FLOOR<br>NEW YORK, NY 10019                    |               | X         |         |       |
| Apollo Management Holdings, L.P.<br>9 W. 57TH STREET<br>NEW YORK, NY 10019                                    |               | X         |         |       |
| Apollo Capital Management GP, LLC<br>9 WEST 57TH STREET<br>NEW YORK, NY 10019                                 |               | X         |         |       |
| Apollo Capital Management, L.P.<br>9 WEST 57TH STREET<br>NEW YORK, NY 10019                                   |               | X         |         |       |
| Apollo Principal Holdings II GP, LLC<br>9 W. 57TH ST.<br>43RD FLOOR<br>NEW YORK, NY 10019                     |               | X         |         |       |
| Apollo SVF Management GP, LLC<br>9 WEST 57TH STREET<br>NEW YORK, NY 10019                                     |               | X         |         |       |
| Apollo SVF Management, L.P.<br>TWO MANHATTANVILLE ROAD<br>PURCHASE, NY 10577                                  |               | X         |         |       |
| APOLLO SPECIAL OPPORTUNITIES MANAGED ACCOUNT LP<br>ONE MANHATTANVILLE ROAD<br>SUITE 201<br>PURCHASE, NY 10577 |               | X         |         |       |

## Signatures

see signatures attached as  
Exhibit 99.2

01/06/2017

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

At a special meeting of the shareholders held on January 4, 2017, the Issuer's shareholders approved the issuance of up to 27,061,856 shares of the Issuer's common stock upon the conversion of shares of the Issuer's Series A Convertible Preferred Stock (the "Series A

(1) Preferred Stock"), which were purchased by the Reporting Person and certain other investors in certain private placement transactions. As a result of such shareholder approval, each share of Series A Preferred Stock held by the Reporting Person automatically and mandatorily converted into one share of the Issuer's common stock.

(2) See Exhibit 99.1.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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