

DHT Holdings, Inc.
Form SC 13G
December 18, 2013

SECURITIES
AND
EXCHANGE
COMMISSION
Washington,
D.C. 20549

SCHEDULE
13G

Under the
Securities
Exchange Act of
1934
(Amendment
No. __)*

DHT Holdings,
Inc.
(Name of
Issuer)

Common Stock,
par value of
\$0.01 per share
(Title of Class
of Securities)

Y2065G121
(CUSIP
Number)

November 25,
2013
(Date of Event
Which Requires
Filing of This
Statement)

Check the
appropriate box
to designate the
rule pursuant to
which this

Schedule is
filed:

“ Rule 13d-1(b)
ý Rule 13d-1(c)
“ Rule 13d-1(d)

(Page 1 of 8
Pages)

*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 the disclosures provided in a prior cover page.

The information required in 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).

4

3,500,500 (See Item
4)

CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..

10

ROW (9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
REPRESENTED BY
AMOUNT IN ROW
(9)

11

9.0% (See Item 4)
TYPE OF
REPORTING
PERSON

12

IA

1

NAME OF
REPORTING
PERSON

Claren Road Credit
Master Fund, Ltd.
CHECK
THE
APPROPRIATE

2

BOX IF A
MEMBER (b) "
OF A
GROUP

3

SEC USE ONLY
CITIZENSHIP OR
PLACE OF

4

ORGANIZATION

Cayman Islands
SOLE
VOTING
5 POWER

5

-0-
SHARED
VOTING
POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH:

6

3,500,500 (See
Item 4)
SOLE
DISPOSITIVE
POWER

7

-0-
SHARED
DISPOSITIVE
POWER

8

3,500,500 (See
Item 4)

9

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

3,500,500 (See Item
4)

CHECK BOX
IF THE
AGGREGATE
AMOUNT IN ..

10

ROW (9)
EXCLUDES

CERTAIN
SHARES

PERCENT OF
CLASS

REPRESENTED BY
AMOUNT IN ROW

11

(9)

9.0% (See Item 4)

TYPE OF
REPORTING

12

PERSON

OO

Item 1(a). NAME OF ISSUER

The name of the issuer is DHT Holdings, Inc. (the "Company").

Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

The Company's principal executive office is located at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda.

Item 2(a). NAME OF PERSON FILING

This statement is filed by the entities listed below, who are collectively referred to herein as the "Reporting Persons".

Claren Road Credit Master

(i) Claren Road Credit Master Fund, Ltd., a Cayman Islands exempted company, ("Claren Road Credit Master") to which the Investment Manager (as defined in clause (ii) below) serves as investment manager, with respect to the shares of Common Stock (as defined in Item 2(d) below) held by it and the shares of Common Stock underlying the Series B Preferred Stock (as defined in Item 4 below) held by it.

Investment Manager

(ii) Claren Road Asset Management, LLC, a Delaware limited liability company, (the "Investment Manager") with respect to the shares of Common Stock held by Claren Road Credit Master and the shares of Common Stock underlying the Series B Preferred Stock held by Claren Road Credit Master. Investment and voting decisions have been delegated to Messrs. John Eckerson, Sean Fahey, Brian Riano and Albert Marino, members of the Investment Manager.

None of the foregoing should be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of shares of Common Stock reported herein. Claren Road Credit Master expressly disclaims beneficial ownership of the shares of Common Stock reported herein.

Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE

The address of the business office of each Reporting Person is 900 Third Avenue, 29th Floor, New York, New York 10022.

Item 2(c). CITIZENSHIP

Citizenship is set forth in Row 4 of the cover page for each Reporting Person hereto and is incorporated herein by reference for each Reporting Person.

Item 2(d). TITLE OF CLASS OF SECURITIES

Common Stock, par value of \$0.01 per share (the "Common Stock").

Item 2(e). CUSIP NUMBER

Y2065G121

Item 3. IF THIS STATEMENT IS FILED PURSUANT TO Rules 13d-1(b), OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

- (a) "Broker or dealer registered under Section 15 of the Act;
- (b) "Bank as defined in Section 3(a)(6) of the Act;
- (c) "Insurance company as defined in Section 3(a)(19) of the Act;
- (d) "Investment company registered under Section 8 of the Investment Company Act of 1940;
- (e) "An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) "An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) "A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) "A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) "A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) "A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k) "Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please specify the type of institution:

Item 4. OWNERSHIP

The 3,500,500 shares of Common Stock reported herein is comprised of 2,026,000 shares of Common Stock and 1,474,500 shares of Common Stock underlying 14,745 shares of Series B Preferred Stock of the Company (the "Series B Preferred Stock") held by Claren Road Credit Master. According to a press release issued by the Company on November 24, 2013 disclosing the Company's private placement of shares of Common Stock and Series B Preferred Stock (the "Private Placement"), the Company intends to promptly call a special meeting of its shareholders to consider an amendment to the Company's amended and restated articles of incorporation to increase the number of authorized shares of Common Stock to 150,000,000. Each investor in the Private Placement, including Claren Road Credit Master, has agreed with the Company to vote all of its shares of

Common Stock in favor of such increase. If the Company's shareholders approve the increase, each share of Series B Preferred Stock will mandatorily convert into 100 shares of Common Stock.

The percentage set forth this Schedule 13G is calculated based upon an aggregate of 38,798,874 shares of Common Stock, which is comprised of (i) 15,640,974 shares of Common Stock issued and outstanding as of November 19, 2013, according to the Stock Purchase Agreement dated as of November 24, 2013 included as Exhibit 10.1 to the Company's Report of Foreign Private Issuer filed on November 26, 2013; (ii) 13,400,000 shares of Common Stock issued in the Private Placement and (iii) 9,757,900 shares of Common Stock underlying the 97,579 shares of Series B Preferred Stock issued in the Private Placement.

The information required by Items 4(a) - (c) is set forth in Rows 5 - 11 of the cover page for each Reporting Person hereto and is incorporated herein by reference for each Reporting Person.

Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Not applicable.

Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON

Not applicable.

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable.

Item 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

Item 10. CERTIFICATION

Each of the Reporting Persons hereby makes the following certification:

By signing below each Reporting Person certifies that, to the best of his or its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURES

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

DATE: December 18, 2013

CLAREN ROAD ASSET MANAGEMENT, LLC

/s/ Albert Marino

Name: Albert Marino

Title: COO

CLAREN ROAD CREDIT MASTER FUND, LTD.

By: Claren Road Asset Management, LLC, its investment manager

/s/ Albert Marino

Name: Albert Marino

Title: COO

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EXHIBIT 1

JOINT FILING AGREEMENT
PURSUANT TO RULE 13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained herein and therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

DATE: December 18, 2013

CLAREN ROAD ASSET MANAGEMENT, LLC

/s/ Albert Marino
Name: Albert Marino
Title: COO

CLAREN ROAD CREDIT MASTER FUND, LTD.
By: Claren Road Asset Management, LLC, its investment manager

/s/ Albert Marino
Name: Albert Marino
Title: COO