

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

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FILER

OSG America L.P.

CIK: **1409134** | IRS No.: **113812936** | State of Incorporation: **DE** | Fiscal Year End: **1231**
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Mailing Address

*TWO HARBOUR PLACE, 302
KNIGHTS RUN AVE
SUITE 1200
TAMPA FL 33602*

Business Address

*TWO HARBOUR PLACE, 302
KNIGHTS RUN AVE
SUITE 1200
TAMPA FL 33602
(813) 209-0600*

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

FORM 8-K

CURRENT REPORT

**PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

January 20, 2009

Date of Report (Date of earliest event reported)

OSG AMERICA L.P.

(Exact Name of Registrant as Specified in Charter)

001-33806

Commission File Number

Delaware

(State or other jurisdiction of incorporation or organization)

11-3812936

(I.R.S. Employer Identification Number)

Two Harbour Place, 302 Knights Run Avenue, Suite 1200

Tampa, FL 33602

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code **(813) 209-0600**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Section 5 – Corporate Governance and Management

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On January 20, 2009, Jonathan P. Whitworth, the President and Chief Executive Officer and a director of OSG America LLC, a Delaware limited liability company and the general partner (the “General Partner”) of OSG America L.P., a Delaware master limited partnership (the “Partnership”), resigned from such positions. Mr. Whitworth was replaced as President and Chief Executive Officer of the General Partner by Myles R. Itkin, formerly the Chief Financial Officer of the General Partner. Henry P. Flinter, Vice President, Corporate Finance of OSG Ship Management, Inc., an affiliate of the General Partner, was elected a director of the General Partner, replacing Mr. Whitworth in such position, and was also elected Chief Financial Officer of the General Partner, replacing Mr. Itkin. Mr. Flinter, 44 years old, has served as an Assistant Vice President or Vice President of OSG Ship Management, Inc. for more than the past five years.

Mr. Itkin, 61 years old, is the Executive Vice President, Chief Financial Officer and Treasurer of Overseas Shipholding Group, Inc., a Delaware corporation (“OSG”) which has a 77.1% interest in the Partnership. Mr. Itkin has served in such capacities for more than the past five years, having been promoted from Senior Vice President to Executive Vice President of OSG in June 2006. Mr. Itkin is a director of Danaos Corporation, a container ship company.

A copy of the press release the Partnership issued on January 20, 2009 announcing these changes in officers and the director of the General Partner is attached to this Report as Exhibit 99.1 and is hereby incorporated by reference.

Section 9 - Financial Statements and Exhibits.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of the Partnership dated January 20, 2009

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

OSG AMERICA L.P.
(Registrant)

By: OSG America LLC, its general partner

Date: January 26, 2009

By /s/Myles R. Itkin

Name: Myles R. Itkin

Title: President and Chief Executive Officer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of the Partnership dated January 20, 2009



OSG America L.P.

PRESS RELEASE

For Immediate Release

OSG AMERICA L.P. ANNOUNCES MANAGEMENT CHANGES

TAMPA, FL – January 20, 2009 – OSG America L.P. (OSG America or the Company) (NYSE: OSP) the largest operator of U.S. Flag product carriers and ocean-going barges transporting refined petroleum products, today announced executive management changes, effective immediately.

Myles R. Itkin, previously Chief Financial Officer of OSG America, was appointed President and Chief Executive Officer, replacing Jonathan P. Whitworth, who resigned from the Company. Mr. Itkin retains his current position as Executive Vice President, Chief Financial Officer and Treasurer of Overseas Shipholding Group, Inc., (NYSE: OSG), which owns a 77.1% interest in OSG America. Henry P. Flinter, previously Vice President, Corporate Finance at OSG Ship Management, Inc., has been promoted to Chief Financial Officer of OSG America L.P., filling the position vacated by Mr. Itkin. Mr. Flinter was also appointed to the Board of Directors of OSG America LLC.

Myles R. Itkin, 61, brings extensive experience to his new role. In his capacity as Executive Vice President, Chief Financial Officer and Treasurer of OSG, he has directed a disciplined financial strategy as the Company more than doubled its operating and newbuild fleet in the last five years. Most recently, he led company-wide process improvement and cost reduction initiatives.

Prior to his promotion, Henry P. Flinter, 44, was Vice President Corporate Finance, responsible for treasury, corporate finance and capital market transactions at OSG. Most recently in this role, he represented OSG in completing \$500 million in financing for a joint venture with Euronav NV (EURONEXT BRUSSELS: EURN) to convert two ULCCs to FSO (Floating Storage Offloading) service vessels. Mr. Flinter joined OSG in 2002 and has nearly 20 years experience in senior finance and accounting positions. Mr. Flinter will relocate to Tampa, Florida.

Additional information about OSG America's management team can be found on www.osgamerica.com.

ABOUT OSG AMERICA L.P.

OSG America L.P. (NYSE: OSP) is the largest operator of U.S. Flag product carriers and ocean-going barges transporting refined petroleum products, based on barrel-carrying capacity. OSP has an operating fleet of 22 Handysize product carriers and tug barges that trade primarily in the Jones Act market and its newbuild program, including option vessels, totals 13 vessels that deliver through 2011. OSG America L.P.'s limited partner units are listed on the New York Stock Exchange and trade under the symbol "OSP." More information is available at www.osgamerica.com.

CONTACT

For more information contact Jennifer L. Schlueter, Vice President Investor Relations & Corporate Communications, OSG Ship Management, Inc. at +1 212.578.1634 or jschlueter@osg.com.

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