

# SECURITIES AND EXCHANGE COMMISSION

## FORM SC 13D/A

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities [amend]

Filing Date: **2013-01-09**  
SEC Accession No. [0001144204-13-001524](#)

(HTML Version on [secdatabase.com](#))

### SUBJECT COMPANY

#### **TORM A/S**

CIK: **1168351** | IRS No.: **000000000**

Type: **SC 13D/A** | Act: **34** | File No.: **005-78280** | Film No.: **13520651**

SIC: **4400** Water transportation

#### Mailing Address

*TUBORG HAVNEVEJ 18  
DK-2900 HELLERUP  
DENMARK G7 00000*

#### Business Address

*TUBORG HAVNEVEJ 18  
DK-2900 HELLERUP  
DENMARK G7 00000  
45 39 17 92 00*

### FILED BY

#### **DEUTSCHE BANK AG\**

CIK: **948046** | IRS No.: **132944988** | State of Incorpor.: **2M**

Type: **SC 13D/A**

#### Mailing Address

*TAUNUSANLAGE 12 D-60325  
FRANKFURT AM MAIN 2M  
00000*

#### Business Address

*TAUNUSANLAGE 12 D-60325  
FRANKFURT AM MAIN GE  
2M 00000  
212 250 1540*

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

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**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 1)\***

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**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.

**Jeffrey Ruiz  
Deutsche Bank AG  
60 Wall Street  
New York, NY 10005  
Tel: 212 250 3667**

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(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)

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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.

**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).

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CUSIP No. 891072100 (ADSs)

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1. Name of Reporting Person  
Deutsche Bank AG

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2. Check the Appropriate Box if a Member of a Group  
(a)   
(b)

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3. SEC Use Only

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4. Source of Funds  
OO

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5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) £

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6. Citizenship or Place of Organization  
Deutsche Bank AG is organized under the laws of the Federal Republic of Germany.

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Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

7. Sole Voting Power  
45,374,541

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8. Shared Voting Power  
None

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9. Sole Dispositive Power  
45,374,541

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10. Shared Dispositive Power  
None

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11. Aggregate Amount Beneficially Owned by Each Reporting Person  
45,374,541

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12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares £

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13. Percent of Class Represented by Amount in Row (11)  
6.2%

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14. Type of Reporting Person  
BK

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## **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 November 13, 2012 by the Reporting Person. 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.

## **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 Person disclaims membership in a "group" with the other parties to the Restructuring Agreement, filed as Exhibit 99.1 to the Original Schedule 13D. The Reporting Person is 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 Person continues to maintain that it is not the intent of the Reporting Person to control the Issuer following the EGM. The Reporting Person 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 Person is not party to any additional ongoing agreements with respect to the voting of Common Shares of the Issuer.

## **ITEM 5. INTEREST IN SECURITIES OF THE ISSUER**

### **Item 5(b) as previously filed is amended to state the following:**

- (b) As of January 9, 2013, the Reporting Person beneficially owns, and has the sole power to vote and dispose of, 45,374,541 Common Shares, representing 6.2% of the issued and outstanding Common Shares and the shared power to vote and dispose of, 45,374,541 Common Shares, representing 6.2% of the issued and 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: January 9, 2013

Deutsche Bank AG

By: /s/ Cesar Coy

Name: Cesar Coy

Title: Vice President

By: /s/ Daniela Pondeva

Name: Daniela Pondeva

Title: Assistant Vice President