

GENCO SHIPPING & TRADING LTD  
Form SC 13D/A  
October 11, 2016

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

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**SCHEDULE 13D/A**

**Under the Securities Exchange Act of 1934**  
**(Amendment No. 3)\***

**Genco Shipping & Trading Limited**

(Name of Issuer)

**Common Stock, par value \$0.01**

(Title of Class of Securities)

**Y2685T115**

(CUSIP Number)

**John F. Hartigan, Esq.**

**Morgan, Lewis & Bockius LLP**

**300 S. Grand Avenue, 22nd Floor**

**Los Angeles, CA 90071**

**(213) 612-2500**

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

**October 6, 2016**

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(Date of Event Which Requires Filing of this Statement)

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

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 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 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. Y2685T115

13D/A

- |   |   |
|---|---|
| 1   | Name of Reporting Person<br>I.R.S. Identification of Above Person   |
|   | Apollo Centre Street Partnership, L.P.  |
| 2   | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |
| 3   | SEC Use Only  |
| 4   | Source of Funds<br>OO   |
| 5   | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>         |
| 6   | Citizenship or Place of Organization<br>Delaware  |
|   | 7 Sole Voting Power   |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8 Shared Voting Power<br>74,453 shares of Common Stock  |
|   | 9 Sole Dispositive Power  |
|   | 10 Shared Dispositive Power<br>74,453 shares of Common Stock  |
| 11  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>74,453 shares of Common Stock                         |
| 12  | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>            |
| 13  | Percent of Class Represented by Amount in Row (11)<br>1.0%  |
| 14  | Type of Reporting Person<br>PN  |

CUSIP No. Y2685T115

13D/A

- |   |   |
|---|---|
| 1   | Name of Reporting Person<br>I.R.S. Identification of Above Person   |
|   | Apollo Centre Street Management, LLC  |
| 2   | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |
| 3   | SEC Use Only  |
| 4   | Source of Funds<br>OO   |
| 5   | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>         |
| 6   | Citizenship or Place of Organization<br>Delaware  |
|   | 7 Sole Voting Power   |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8 Shared Voting Power<br>74,453 shares of Common Stock  |
|   | 9 Sole Dispositive Power  |
|   | 10 Shared Dispositive Power<br>74,453 shares of Common Stock  |
| 11  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>74,453 shares of Common Stock                         |
| 12  | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>            |
| 13  | Percent of Class Represented by Amount in Row (11)<br>1.0%  |
| 14  | Type of Reporting Person<br>OO  |

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CUSIP No. Y2685T115

13D/A

|   |   |
|---|---|
| 1   | Name of Reporting Person<br>I.R.S. Identification of Above Person   |
|   | Apollo Franklin Partnership, L.P.   |
| 2   | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |
| 3   | SEC Use Only  |
| 4   | Source of Funds<br>OO   |
| 5   | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>         |
| 6   | Citizenship or Place of Organization<br>Delaware  |
|   | 7 Sole Voting Power   |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8 Shared Voting Power<br>18,575 shares of Common Stock  |
|   | 9 Sole Dispositive Power  |
|   | 10 Shared Dispositive Power<br>18,575 shares of Common Stock  |
| 11  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>18,575 shares of Common Stock                         |
| 12  | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>            |
| 13  | Percent of Class Represented by Amount in Row (11)<br>0.3%  |
| 14  | Type of Reporting Person<br>PN  |

CUSIP No. Y2685T115

13D/A

- |   |   |
|---|---|
| 1   | Name of Reporting Person<br>I.R.S. Identification of Above Person   |
|   | Apollo Franklin Management, LLC   |
| 2   | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |
| 3   | SEC Use Only  |
| 4   | Source of Funds<br>OO   |
| 5   | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>         |
| 6   | Citizenship or Place of Organization<br>Delaware  |
|   | 7 Sole Voting Power   |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8 Shared Voting Power<br>18,575 shares of Common Stock  |
|   | 9 Sole Dispositive Power  |
|   | 10 Shared Dispositive Power<br>18,575 shares of Common Stock  |
| 11  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>18,575 shares of Common Stock                         |
| 12  | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>            |
| 13  | Percent of Class Represented by Amount in Row (11)<br>0.3%  |
| 14  | Type of Reporting Person<br>OO  |

CUSIP No. Y2685T115

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- |   |   |
|---|---|
| 1   | Name of Reporting Person<br>I.R.S. Identification of Above Person   |
|   | Apollo Credit Opportunity Trading Fund III LP   |
| 2   | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |
| 3   | SEC Use Only  |
| 4   | Source of Funds<br>OO   |
| 5   | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>         |
| 6   | Citizenship or Place of Organization<br>Delaware  |
|   | 7 Sole Voting Power   |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8 Shared Voting Power<br>427,986 shares of Common Stock   |
|   | 9 Sole Dispositive Power  |
|   | 10 Shared Dispositive Power<br>427,986 shares of Common Stock   |
| 11  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>427,986 shares of Common Stock                        |
| 12  | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>            |
| 13  | Percent of Class Represented by Amount in Row (11)<br>5.8%  |
| 14  | Type of Reporting Person<br>PN  |

CUSIP No. Y2685T115

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- |   |   |
|---|---|
| 1   | Name of Reporting Person<br>I.R.S. Identification of Above Person   |
|   | Apollo Credit Opportunity Fund III LP   |
| 2   | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |
| 3   | SEC Use Only  |
| 4   | Source of Funds<br>OO   |
| 5   | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>         |
| 6   | Citizenship or Place of Organization<br>Delaware  |
|   | 7 Sole Voting Power   |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8 Shared Voting Power<br>427,986 shares of Common Stock   |
|   | 9 Sole Dispositive Power  |
|   | 10 Shared Dispositive Power<br>427,986 shares of Common Stock   |
| 11  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>427,986 shares of Common Stock                        |
| 12  | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>            |
| 13  | Percent of Class Represented by Amount in Row (11)<br>5.8%  |
| 14  | Type of Reporting Person<br>PN  |



CUSIP No. Y2685T115

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|   |   |
|---|---|
| 1   | Name of Reporting Person<br>I.R.S. Identification of Above Person   |
|   | Apollo Credit Opportunity Fund (Offshore) III LP  |
| 2   | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |
| 3   | SEC Use Only  |
| 4   | Source of Funds<br>OO   |
| 5   | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>         |
| 6   | Citizenship or Place of Organization<br>Delaware  |
|   | 7 Sole Voting Power   |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8 Shared Voting Power<br>427,986 shares of Common Stock   |
|   | 9 Sole Dispositive Power  |
|   | 10 Shared Dispositive Power<br>427,986 shares of Common Stock   |
| 11  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>427,986 shares of Common Stock                        |
| 12  | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>            |
| 13  | Percent of Class Represented by Amount in Row (11)<br>5.8%  |
| 14  | Type of Reporting Person<br>PN  |

CUSIP No. Y2685T115

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|   |   |
|---|---|
| 1   | Name of Reporting Person<br>I.R.S. Identification of Above Person   |
|   | Apollo Credit Opportunity Management III LLC  |
| 2   | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |
| 3   | SEC Use Only  |
| 4   | Source of Funds<br>OO   |
| 5   | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>         |
| 6   | Citizenship or Place of Organization<br>Delaware  |
|   | 7 Sole Voting Power   |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8 Shared Voting Power<br>427,986 shares of Common Stock   |
|   | 9 Sole Dispositive Power  |
|   | 10 Shared Dispositive Power<br>427,986 shares of Common Stock   |
| 11  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>427,986 shares of Common Stock                        |
| 12  | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>            |
| 13  | Percent of Class Represented by Amount in Row (11)<br>5.8%  |
| 14  | Type of Reporting Person<br>OO  |

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- |   |   |
|---|---|
| 1   | Name of Reporting Person<br>I.R.S. Identification of Above Person   |
|   | AEC (Lux) S.à.r.l.  |
| 2   | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |
| 3   | SEC Use Only  |
| 4   | Source of Funds<br>OO   |
| 5   | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>         |
| 6   | Citizenship or Place of Organization<br>Luxembourg  |
|   | 7 Sole Voting Power   |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8 Shared Voting Power<br>55,545 shares of Common Stock  |
|   | 9 Sole Dispositive Power  |
|   | 10 Shared Dispositive Power<br>55,545 shares of Common Stock  |
| 11  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>55,545 shares of Common Stock                         |
| 12  | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>            |
| 13  | Percent of Class Represented by Amount in Row (11)<br>0.8%  |
| 14  | Type of Reporting Person<br>OO  |

CUSIP No. Y2685T115

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- |   |   |
|---|---|
| 1   | Name of Reporting Person<br>I.R.S. Identification of Above Person   |
|   | Apollo European Credit Management, L.P.   |
| 2   | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |
| 3   | SEC Use Only  |
| 4   | Source of Funds<br>OO   |
| 5   | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>         |
| 6   | Citizenship or Place of Organization<br>Delaware  |
|   | 7 Sole Voting Power   |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8 Shared Voting Power<br>55,545 shares of Common Stock  |
|   | 9 Sole Dispositive Power  |
|   | 10 Shared Dispositive Power<br>55,545 shares of Common Stock  |
| 11  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>55,545 shares of Common Stock                         |
| 12  | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>            |
| 13  | Percent of Class Represented by Amount in Row (11)<br>0.8%  |
| 14  | Type of Reporting Person<br>PN  |

CUSIP No. Y2685T115

13D/A

- |   |   |
|---|---|
| 1   | Name of Reporting Person<br>I.R.S. Identification of Above Person   |
|   | Apollo European Credit Management, LLC  |
| 2   | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |
| 3   | SEC Use Only  |
| 4   | Source of Funds<br>OO   |
| 5   | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>         |
| 6   | Citizenship or Place of Organization<br>Delaware  |
|   | 7 Sole Voting Power   |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8 Shared Voting Power<br>55,545 shares of Common Stock  |
|   | 9 Sole Dispositive Power  |
|   | 10 Shared Dispositive Power<br>55,545 shares of Common Stock  |
| 11  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>55,545 shares of Common Stock                         |
| 12  | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>            |
| 13  | Percent of Class Represented by Amount in Row (11)<br>0.8%  |
| 14  | Type of Reporting Person<br>OO  |

CUSIP No. Y2685T115

13D/A

|   |   |
|---|---|
| 1   | Name of Reporting Person<br>I.R.S. Identification of Above Person   |
|   | AES (Lux) S.à.r.l.  |
| 2   | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |
| 3   | SEC Use Only  |
| 4   | Source of Funds<br>OO   |
| 5   | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>         |
| 6   | Citizenship or Place of Organization<br>Luxembourg  |
|   | 7 Sole Voting Power   |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8 Shared Voting Power<br>95,363 shares of Common Stock  |
|   | 9 Sole Dispositive Power  |
|   | 10 Shared Dispositive Power<br>95,363 shares of Common Stock  |
| 11  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>95,363 shares of Common Stock                         |
| 1   | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>            |
| 13  | Percent of Class Represented by Amount in Row (11)<br>1.3%  |
| 14  | Type of Reporting Person<br>OO  |

CUSIP No. Y2685T115

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- |   |   |
|---|---|
| 1   | Name of Reporting Person<br>I.R.S. Identification of Above Person   |
|   | Apollo European Strategic Management, L.P.  |
| 2   | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |
| 3   | SEC Use Only  |
| 4   | Source of Funds<br>OO   |
| 5   | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>         |
| 6   | Citizenship or Place of Organization<br>Delaware  |
|   | 7 Sole Voting Power   |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8 Shared Voting Power<br>95,363 shares of Common Stock  |
|   | 9 Sole Dispositive Power  |
|   | 10 Shared Dispositive Power<br>95,363 shares of Common Stock  |
| 11  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>95,363 shares of Common Stock                         |
| 12  | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>            |
| 13  | Percent of Class Represented by Amount in Row (11)<br>1.3%  |
| 14  | Type of Reporting Person<br>PN  |

CUSIP No. Y2685T115

13D/A

|   |   |
|---|---|
| 1   | Name of Reporting Person<br>I.R.S. Identification of Above Person   |
|   | Apollo European Strategic Management, LLC   |
| 2   | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |
| 3   | SEC Use Only  |
| 4   | Source of Funds<br>OO   |
| 5   | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>         |
| 6   | Citizenship or Place of Organization<br>Delaware  |
|   | 7 Sole Voting Power   |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8 Shared Voting Power<br>95,363 shares of Common Stock  |
|   | 9 Sole Dispositive Power  |
|   | 10 Shared Dispositive Power<br>95,363 shares of Common Stock  |
| 11  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>95,363 shares of Common Stock                         |
| 12  | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>            |
| 13  | Percent of Class Represented by Amount in Row (11)<br>1.3%  |
| 14  | Type of Reporting Person<br>OO  |



CUSIP No. Y2685T115

13D/A

- |   |   |
|---|---|
| 1   | Name of Reporting Person<br>I.R.S. Identification of Above Person   |
|   | ANS U.S. Holdings Ltd.  |
| 2   | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |
| 3   | SEC Use Only  |
| 4   | Source of Funds<br>OO   |
| 5   | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>         |
| 6   | Citizenship or Place of Organization<br>Cayman Islands  |
|   | 7            Sole Voting Power  |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8            Shared Voting Power<br>38,425 shares of Common Stock   |
|   | 9            Sole Dispositive Power   |
|   | 10           Shared Dispositive Power<br>38,425 shares of Common Stock  |
| 11  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>38,425 shares of Common Stock                         |
| 12  | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>            |
| 13  | Percent of Class Represented by Amount in Row (11)<br>0.5%  |
| 14  | Type of Reporting Person<br>CO  |

CUSIP No. Y2685T115

13D/A

- |   |   |   |
|---|---|---|
| 1   | Name of Reporting Person<br>I.R.S. Identification of Above Person                       |   |
|   | Apollo SK Strategic Investments, L.P.   |   |
| 2   | Check the Appropriate Box if a Member of a Group  |   |
|   | (a) <input type="radio"/>   | o   |
|   | (b) <input checked="" type="radio"/>  | x   |
| 3   | SEC Use Only  |   |
| 4   | Source of Funds   |   |
|   | OO  |   |
| 5   | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | o   |
| 6   | Citizenship or Place of Organization  |   |
|   | Cayman Islands  |   |
|   | 7   | Sole Voting Power   |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8   | Shared Voting Power<br>38,425 shares of Common Stock      |
|   | 9   | Sole Dispositive Power                                    |
|   | 10  | Shared Dispositive Power<br>38,425 shares of Common Stock |
| 11  | Aggregate Amount Beneficially Owned by Each Reporting Person                            |   |
|   | 38,425 shares of Common Stock   |   |
| 12  | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*                  | x   |
| 13  | Percent of Class Represented by Amount in Row (11)                                      |   |
|   | 0.5%  |   |
| 14  | Type of Reporting Person  |   |
|   | PN  |   |

CUSIP No. Y2685T115

13D/A

- |   |   |
|---|---|
| 1   | Name of Reporting Person<br>I.R.S. Identification of Above Person   |
|   | Apollo SK Strategic Management, LLC   |
| 2   | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |
| 3   | SEC Use Only  |
| 4   | Source of Funds<br>OO   |
| 5   | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>         |
| 6   | Citizenship or Place of Organization<br>Delaware  |
|   | 7 Sole Voting Power   |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8 Shared Voting Power<br>38,425 shares of Common Stock  |
|   | 9 Sole Dispositive Power  |
|   | 10 Shared Dispositive Power<br>38,425 shares of Common Stock  |
| 11  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>38,425 shares of Common Stock                         |
| 12  | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>            |
| 13  | Percent of Class Represented by Amount in Row (11)<br>0.5%  |
| 14  | Type of Reporting Person<br>OO  |

CUSIP No. Y2685T115

13D/A

- |   |   |
|---|---|
| 1   | Name of Reporting Person<br>I.R.S. Identification of Above Person   |
|   | Apollo Special Opportunities Managed Account, L.P.  |
| 2   | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |
| 3   | SEC Use Only  |
| 4   | Source of Funds<br>OO   |
| 5   | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>         |
| 6   | Citizenship or Place of Organization<br>Delaware  |
|   | 7 Sole Voting Power   |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8 Shared Voting Power<br>235,283 shares of Common Stock   |
|   | 9 Sole Dispositive Power  |
|   | 10 Shared Dispositive Power<br>235,283 shares of Common Stock   |
| 11  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>235,283 shares of Common Stock                        |
| 12  | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>            |
| 13  | Percent of Class Represented by Amount in Row (11)<br>3.2%  |
| 14  | Type of Reporting Person<br>PN  |

CUSIP No. Y2685T115

13D/A

|   |   |
|---|---|
| 1   | Name of Reporting Person<br>I.R.S. Identification of Above Person   |
|   | Apollo SOMA Advisors, L.P.  |
| 2   | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |
| 3   | SEC Use Only  |
| 4   | Source of Funds<br>OO   |
| 5   | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>         |
| 6   | Citizenship or Place of Organization<br>Delaware  |
|   | 7 Sole Voting Power   |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8 Shared Voting Power<br>235,283 shares of Common Stock   |
|   | 9 Sole Dispositive Power  |
|   | 10 Shared Dispositive Power<br>235,283 shares of Common Stock   |
| 11  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>235,283 shares of Common Stock                        |
| 12  | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>            |
| 13  | Percent of Class Represented by Amount in Row (11)<br>3.2%  |
| 14  | Type of Reporting Person<br>PN  |

CUSIP No. Y2685T115

13D/A

- |   |   |  |
|---|---|--|
| 1   | Name of Reporting Person<br>I.R.S. Identification of Above Person                       |  |
|   | Apollo SOMA Capital Management, LLC   |  |
| 2   | Check the Appropriate Box if a Member of a Group  |  |
|   | (a) <input type="radio"/>   | o  |
|   | (b) <input checked="" type="radio"/>  | x  |
| 3   | SEC Use Only  |  |
| 4   | Source of Funds   |  |
|   | OO  |  |
| 5   | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | o  |
| 6   | Citizenship or Place of Organization  |  |
|   | Delaware  |  |
|   | 7   | Sole Voting Power  |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8   | Shared Voting Power<br>235,283 shares of Common Stock      |
|   | 9   | Sole Dispositive Power                                     |
|   | 10  | Shared Dispositive Power<br>235,283 shares of Common Stock |
| 11  | Aggregate Amount Beneficially Owned by Each Reporting Person                            |  |
|   | 235,283 shares of Common Stock  |  |
| 12  | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*                  | x  |
| 13  | Percent of Class Represented by Amount in Row (11)                                      |  |
|   | 3.2%  |  |
| 14  | Type of Reporting Person  |  |
|   | OO  |  |

CUSIP No. Y2685T115

13D/A

|   |   |
|---|---|
| 1   | Name of Reporting Person<br>I.R.S. Identification of Above Person   |
|   | Apollo Principal Holdings II, L.P.  |
| 2   | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |
| 3   | SEC Use Only  |
| 4   | Source of Funds<br>OO   |
| 5   | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>         |
| 6   | Citizenship or Place of Organization<br>Delaware  |
|   | 7 Sole Voting Power   |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8 Shared Voting Power<br>235,283 shares of Common Stock   |
|   | 9 Sole Dispositive Power  |
|   | 10 Shared Dispositive Power<br>235,283 shares of Common Stock   |
| 11  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>235,283 shares of Common Stock                        |
| 12  | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>            |
| 13  | Percent of Class Represented by Amount in Row (11)<br>3.2%  |
| 14  | Type of Reporting Person<br>PN  |

CUSIP No. Y2685T115

13D/A

- |   |   |
|---|---|
| 1   | Name of Reporting Person<br>I.R.S. Identification of Above Person   |
|   | Apollo Principal Holdings II GP, LLC  |
| 2   | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |
| 3   | SEC Use Only  |
| 4   | Source of Funds<br>OO   |
| 5   | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>         |
| 6   | Citizenship or Place of Organization<br>Delaware  |
|   | 7 <input type="checkbox"/> Sole Voting Power  |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8 <input type="checkbox"/> Shared Voting Power<br>235,283 shares of Common Stock                                      |
|   | 9 <input type="checkbox"/> Sole Dispositive Power   |
|   | 10 <input type="checkbox"/> Shared Dispositive Power<br>235,283 shares of Common Stock                                |
| 11  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>235,283 shares of Common Stock                        |
| 12  | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>            |
| 13  | Percent of Class Represented by Amount in Row (11)<br>3.2%  |
| 14  | Type of Reporting Person<br>OO  |



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13D/A

- |   |   |  |
|---|---|--|
| 1   | Name of Reporting Person<br>I.R.S. Identification of Above Person                       |  |
|   | Apollo SVF Management, L.P.   |  |
| 2   | Check the Appropriate Box if a Member of a Group  |  |
|   | (a) <input type="radio"/>   | o  |
|   | (b) <input checked="" type="radio"/>  | x  |
| 3   | SEC Use Only  |  |
| 4   | Source of Funds   |  |
|   | OO  |  |
| 5   | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | o  |
| 6   | Citizenship or Place of Organization  |  |
|   | Delaware  |  |
|   | 7   | Sole Voting Power  |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8   | Shared Voting Power<br>235,283 shares of Common Stock      |
|   | 9   | Sole Dispositive Power                                     |
|   | 10  | Shared Dispositive Power<br>235,283 shares of Common Stock |
| 11  | Aggregate Amount Beneficially Owned by Each Reporting Person                            |  |
|   | 235,283 shares of Common Stock  |  |
| 12  | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*                  | x  |
| 13  | Percent of Class Represented by Amount in Row (11)                                      |  |
|   | 3.2%  |  |
| 14  | Type of Reporting Person  |  |
|   | PN  |  |

CUSIP No. Y2685T115

13D/A

|   |   |
|---|---|
| 1   | Name of Reporting Person<br>I.R.S. Identification of Above Person   |
|   | Apollo SVF Management GP, LLC   |
| 2   | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |
| 3   | SEC Use Only  |
| 4   | Source of Funds<br>OO   |
| 5   | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>         |
| 6   | Citizenship or Place of Organization<br>Delaware  |
|   | 7 Sole Voting Power   |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8 Shared Voting Power<br>235,283 shares of Common Stock   |
|   | 9 Sole Dispositive Power  |
|   | 10 Shared Dispositive Power<br>235,283 shares of Common Stock   |
| 11  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>235,283 shares of Common Stock                        |
| 12  | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>            |
| 13  | Percent of Class Represented by Amount in Row (11)<br>3.2%  |
| 14  | Type of Reporting Person<br>OO  |

CUSIP No. Y2685T115

13D/A

- |   |   |   |
|---|---|---|
| 1   | Name of Reporting Person<br>I.R.S. Identification of Above Person                       |   |
|   | Apollo Zeus Strategic Investments, L.P.   |   |
| 2   | Check the Appropriate Box if a Member of a Group  |   |
|   | (a)   | o   |
|   | (b)   | x   |
| 3   | SEC Use Only  |   |
| 4   | Source of Funds   |   |
|   | OO  |   |
| 5   | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | o   |
| 6   | Citizenship or Place of Organization  |   |
|   | Cayman Islands  |   |
|   | 7   | Sole Voting Power   |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8   | Shared Voting Power<br>78,426 shares of Common Stock      |
|   | 9   | Sole Dispositive Power                                    |
|   | 10  | Shared Dispositive Power<br>78,426 shares of Common Stock |
| 11  | Aggregate Amount Beneficially Owned by Each Reporting Person                            |   |
|   | 78,426 shares of Common Stock   |   |
| 12  | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*                  | x   |
| 13  | Percent of Class Represented by Amount in Row (11)                                      |   |
|   | 1.1%  |   |
| 14  | Type of Reporting Person  |   |
|   | PN  |   |

CUSIP No. Y2685T115

13D/A

- |   |   |   |
|---|---|---|
| 1   | Name of Reporting Person<br>I.R.S. Identification of Above Person                       |   |
|   | Apollo Zeus Strategic Management, LLC   |   |
| 2   | Check the Appropriate Box if a Member of a Group  |   |
|   | (a) <input type="radio"/>   | o   |
|   | (b) <input checked="" type="radio"/>  | x   |
| 3   | SEC Use Only  |   |
| 4   | Source of Funds   |   |
|   | OO  |   |
| 5   | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | <input type="radio"/>                                     |
| 6   | Citizenship or Place of Organization  |   |
|   | Delaware  |   |
|   | 7   | Sole Voting Power   |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8   | Shared Voting Power<br>78,426 shares of Common Stock      |
|   | 9   | Sole Dispositive Power                                    |
|   | 10  | Shared Dispositive Power<br>78,426 shares of Common Stock |
| 11  | Aggregate Amount Beneficially Owned by Each Reporting Person                            |   |
|   | 78,426 shares of Common Stock   |   |
| 12  | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*                  | <input checked="" type="radio"/>                          |
| 13  | Percent of Class Represented by Amount in Row (11)                                      |   |
|   | 1.1%  |   |
| 14  | Type of Reporting Person  |   |
|   | OO  |   |

CUSIP No. Y2685T115

13D/A

|   |   |
|---|---|
| 1   | Name of Reporting Person<br>I.R.S. Identification of Above Person   |
|   | Apollo Capital Management, L.P.   |
| 2   | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |
| 3   | SEC Use Only  |
| 4   | Source of Funds<br>OO   |
| 5   | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>         |
| 6   | Citizenship or Place of Organization<br>Delaware  |
|   | 7 Sole Voting Power   |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8 Shared Voting Power<br>1,024,059 shares of Common Stock   |
|   | 9 Sole Dispositive Power  |
|   | 10 Shared Dispositive Power<br>1,024,059 shares of Common Stock   |
| 11  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>1,024,059 shares of Common Stock                      |
| 12  | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input type="radio"/>                          |
| 13  | Percent of Class Represented by Amount in Row (11)<br>13.9%   |
| 14  | Type of Reporting Person<br>PN  |

CUSIP No. Y2685T115

13D/A

|   |   |
|---|---|
| 1   | Name of Reporting Person<br>I.R.S. Identification of Above Person   |
|   | Apollo Capital Management GP, LLC   |
| 2   | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |
| 3   | SEC Use Only  |
| 4   | Source of Funds<br>OO   |
| 5   | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>         |
| 6   | Citizenship or Place of Organization<br>Delaware  |
|   | 7 Sole Voting Power   |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8 Shared Voting Power<br>1,024,059 shares of Common Stock   |
|   | 9 Sole Dispositive Power  |
|   | 10 Shared Dispositive Power<br>1,024,059 shares of Common Stock   |
| 11  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>1,024,059 shares of Common Stock                      |
| 12  | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input type="radio"/>                          |
| 13  | Percent of Class Represented by Amount in Row (11)<br>13.9%   |
| 14  | Type of Reporting Person<br>OO  |

CUSIP No. Y2685T115

13D/A

|   |   |
|---|---|
| 1   | Name of Reporting Person<br>I.R.S. Identification of Above Person   |
|   | Apollo Management Holdings, L.P.  |
| 2   | Check the Appropriate Box if a Member of a Group  |
|   | (a) <input type="radio"/>   |
|   | (b) <input checked="" type="radio"/>  |
| 3   | SEC Use Only  |
| 4   | Source of Funds<br>OO   |
| 5   | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6   | Citizenship or Place of Organization<br>Delaware  |
|   | 7 Sole Voting Power   |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8 Shared Voting Power<br>1,024,059 shares of Common Stock   |
|   | 9 Sole Dispositive Power  |
|   | 10 Shared Dispositive Power<br>1,024,059 shares of Common Stock   |
| 11  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>1,024,059 shares of Common Stock              |
| 12  | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input type="radio"/>                  |
| 13  | Percent of Class Represented by Amount in Row (11)<br>13.9%   |
| 14  | Type of Reporting Person<br>PN  |

CUSIP No. Y2685T115

13D/A

|   |   |
|---|---|
| 1   | Name of Reporting Person<br>I.R.S. Identification of Above Person   |
|   | Apollo Management Holdings GP, LLC  |
| 2   | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> |
| 3   | SEC Use Only  |
| 4   | Source of Funds<br>OO   |
| 5   | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>         |
| 6   | Citizenship or Place of Organization<br>Delaware  |
|   | 7 Sole Voting Power   |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8 Shared Voting Power<br>1,024,059 shares of Common Stock   |
|   | 9 Sole Dispositive Power  |
|   | 10 Shared Dispositive Power<br>1,024,059 shares of Common Stock   |
| 11  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>1,024,059 shares of Common Stock                      |
| 12  | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input type="radio"/>                          |
| 13  | Percent of Class Represented by Amount in Row (11)<br>13.9%   |
| 14  | Type of Reporting Person<br>OO  |



This Amendment No. 3 to Schedule 13D is filed by: (i) Apollo Centre Street Partnership, L.P., (ii) Apollo Franklin Partnership, L.P., (iii) Apollo Credit Opportunity Trading Fund III LP, (iv) AEC (Lux) S.à.r.l., (v) AES (Lux) S.à.r.l., (vi) ANS U.S. Holdings Ltd., (vii) Apollo Special Opportunities Managed Account, L.P., (viii) Apollo Zeus Strategic Investments, L.P., (ix) Apollo Centre Street Management, LLC, (x) Apollo Franklin Management, LLC, (xi) Apollo Credit Opportunity Fund III LP, (xii) Apollo Credit Opportunity Fund (Offshore) III LP, (xiii) Apollo Credit Opportunity Management III LLC, (xiv) Apollo European Credit Management, L.P., (xv) Apollo European Credit Management, LLC, (xvi) Apollo European Strategic Management, L.P., (xvii) Apollo European Strategic Management LLC, (xviii) Apollo SK Strategic Investments, L.P., (xix) Apollo SK Strategic Management, LLC, (xx) Apollo SOMA Advisors, L.P., (xxi) Apollo SOMA Capital Management, LLC, (xxii) Apollo Principal Holdings II, L.P., (xxiii) Apollo Principal Holdings II GP, LLC, (xxiv) Apollo SVF Management, L.P., (xxv) Apollo SVF Management GP, LLC, (xxvi) Apollo Zeus Strategic Management, LLC, (xxvii) Apollo Capital Management, L.P. ( Capital Management ), (xxviii) Apollo Capital Management GP, LLC, (xxix) Apollo Management Holdings, L.P., and (xxx) Apollo Management Holdings GP, LLC and supplements and amends the Statement on Schedule 13D filed on February 26, 2016, Amendment No. 1 thereto filed June 10, 2016, and Amendment No. 2 thereto filed June 30, 2016 (together, the Initial Schedule 13Ds ).

Unless otherwise indicated, capitalized terms used but not otherwise defined herein shall have the meaning assigned to such terms in the Initial Schedule 13Ds.

Responses to each item of this Statement on Schedule 13D/A are incorporated by reference into the response to each other item, as applicable.

#### **Item 1. Security and Issuer**

#### **Item 2. Identity and Background**

#### **Item 3. Source and Amount of Funds or Other Consideration**

Item 3 is hereby amended and supplemented with the following:

The source of funds for the Preferred Shares that may be acquired pursuant to the Purchase Agreement (each as defined in Item 4 of this Amendment No. 3 below) will be the working capital, or funds available for investment, of (i) Apollo Centre Street Partnership, L.P., (ii) Apollo Franklin Partnership, L.P., (iii) Apollo Credit Opportunity Trading Fund III LP, (iv) Apollo European Credit Fund, L.P., (v) AES (Lux) S.à.r.l., (vi) Apollo SK Strategic Investments, L.P., (vii) Apollo Special Opportunities Managed Account, L.P., and (viii) Apollo Zeus Strategic Investments, L.P. (collectively, the Funds ).

#### **Item 4. Purpose of Transaction**

Item 4 is hereby amended and supplemented with the following:

Effective as of October 6, 2016, the Funds entered into a securities purchase agreement (the Purchase Agreement ) with the Issuer. Pursuant to the terms of the Purchase Agreement, the Funds agreed to purchase up to 5,773,197 shares of Series A Preferred Stock of the Issuer ( Preferred Shares ) at a price of \$4.85 per share, including (i) a firm commitment to purchase 3,587,629 Preferred Shares and (ii) a Backstop Commitment (as defined in the Purchase Agreement) to purchase up to 2,185,568 Preferred Shares. Funds or related entities managed by Centerbridge Partners, L.P. or its affiliates (the Centerbridge Funds ) and funds or related entities managed by Strategic Value Partners, LLC or its affiliates (the SVP Funds ), and together with the Centerbridge Funds and the Funds, the Investors ) have entered into separate purchase agreements with the Issuer, each with substantially the same terms as the Purchase Agreement. The closing of the Purchase Agreement is subject to certain

customary closing conditions, including the satisfaction of the conditions precedent in the Issuer's Debt Commitment Letter (as defined in the Purchase Agreement), the refinancing and amendment of certain of the Issuer's debt agreements, and the execution of a registration rights agreement between the Issuer and the Investors. Upon closing of the Purchase Agreement, the Funds will receive a portion of an additional 500,000 Preferred Shares in consideration of the Backstop Commitment.

The relative rights, preferences, limitations and designations of the Preferred Shares are set forth in the Certificate of Designation attached as Exhibit A to the Purchase Agreement and are described in more detail below in Item 6 of this Amendment No. 3. Pursuant to the terms of the Certificate of Designation, the Preferred Shares will be converted into shares of Common Stock upon the approval of the Issuer's stockholders, at an initial conversion ratio of one share of Common Stock for each Preferred Share (the Conversion). Pursuant to the terms of the Purchase Agreement, the Issuer has committed to take all action necessary to hold a special meeting of its stockholders within 60 days of the close of the Purchase Agreement to seek stockholder approval of (i) the Conversion, and (ii) an increase in the size of the Issuer's board of directors from eight to nine members. Each of the Funds has committed to vote its shares in favor of the Conversion.

Pursuant to the terms of the Purchase Agreement, so long as the Funds beneficially own at least 12.5% of the outstanding shares of Common Stock, they shall have the right to nominate one individual to the Issuer's board, except that if the Funds beneficially own at least 25% of the outstanding shares of Common Stock and the size of the Issuer's board has been increased to nine members, the Funds shall have the right to designate two members to the Issuer's board.

The description of the Purchase Agreement in this Item 4 is qualified in its entirety by reference to the agreement, a copy of which is filed as Exhibit 4 hereto and incorporated by reference into this Item 4.

Other than as discussed above and in the Initial Schedule 13Ds, the Reporting Persons do not have any plans or proposals that would have any of the effects listed in Item 4(a)-(j) of Schedule 13D.

The Reporting Persons expressly disclaim the existence of any group within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, and Rule 13d-5 promulgated thereunder, between themselves or with the other Investors or any other stakeholders

in the Issuer, and the entry into the Purchase Agreement and this Schedule 13D/A shall not be construed as an admission that any Reporting Person is a member of a group with any such Investor or any other person, or that the Reporting Persons beneficially own any shares of Common Stock beneficially owned by any other Investor or any other person.

**Item 5. Interest in Securities of the Issuer**

Item 5 is hereby amended and supplemented with the following:

(a) (b) The information requested by this paragraph is incorporated by reference herein to the information provided on the cover pages of this Amendment No. 3. The number of shares reported by the Reporting Persons on the cover pages hereto and in this Item 5 reflect the effectuation of the Issuer's 1-for-10 reverse stock split on July 7, 2016.

**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer**

Item 6 is hereby amended and supplemented with the following:

The information provided above in Item 4 of this Schedule 13D/A is incorporated by reference into this Item 6.

The following summarizes the relative rights, preferences, limitations and designations of the Preferred Shares: (i) dividends will be payable on the Preferred Shares semiannually commencing on the 180th day following the day the Preferred Shares are issued, at the rate of per annum of 6% per share; (ii) upon liquidation, dissolution or winding up of the Issuer, holders of the Preferred Shares are entitled to the greater of the sum of the Liquidation Preference (as defined in the Certificate of Designation) and accrued and unpaid dividends, or the amount that would have been payable to holders of Common Stock; (iii) the Preferred Shares have no voting rights except as required by law, and except that the Preferred Shares have the right to vote as a separate class on certain proposals relating to powers, preferences, privileges or rights of the holders of the Preferred Shares, or the issuance or increase in the authorized amount of Preferred Shares; and (iv) the Preferred Shares will be converted into shares of Common Stock upon the approval of the Issuer's stockholders, at an initial ratio of one share of Common Stock for each Preferred Share, subject to adjustment pursuant to certain anti-dilution provisions.

The description of the relative rights, preferences, limitations and designations of the Preferred Shares in this Item 6 is qualified in its entirety by reference to the Certificate of Designation, a copy of which is included as Exhibit A to the Purchase Agreement which is filed as Exhibit 4 hereto and incorporated by reference into this Item 6.

**Item 7. Material to Be Filed as Exhibits**

Exhibit 4: Purchase Agreement, effective as of October 6, 2016, among the Funds and Genco Shipping and Trading Limited.

**SIGNATURES**

After reasonable inquiry and to the best knowledge and belief of each of the undersigned, each of the undersigned certifies that the information set forth in this statement with respect to such person is true, complete and correct.

Dated: October 11, 2016

APOLLO CENTRE STREET PARTNERSHIP, L.P.

By: Apollo Centre Street Advisors (APO DC), L.P.  
its general partner

By: Apollo Centre Street Advisors (APO DC-GP), LLC  
its general partner

By: /s/ Joseph D. Glatt  
Joseph D. Glatt  
Vice President

APOLLO CENTRE STREET MANAGEMENT, LLC

By: /s/ Joseph D. Glatt  
Joseph D. Glatt  
Vice President

APOLLO FRANKLIN PARTNERSHIP, L.P.

By: Apollo Franklin Advisors (APO DC), L.P.  
its general partner

By: Apollo Franklin Advisors (APO DC-GP), LLC  
its general partner

By: /s/ Joseph D. Glatt  
Joseph D. Glatt  
Vice President

APOLLO FRANKLIN MANAGEMENT, LLC

By: /s/ Joseph D. Glatt  
Joseph D. Glatt  
Vice President

APOLLO CREDIT OPPORTUNITY TRADING FUND III

By: Apollo Credit Opportunity Fund III LP  
its general partner

By: Apollo Credit Opportunity Advisors III (APO FC) LP  
its general partner

By: Apollo Credit Opportunity Advisors III  
(APO FC) GP LLC  
its general partner

By: /s/ Joseph D. Glatt  
Joseph D. Glatt  
Vice President

By: Apollo Credit Opportunity Fund (Offshore) III LP  
its general partner

By: Apollo Credit Opportunity Advisors III (APO FC) LP  
its general partner

By: Apollo Credit Opportunity Advisors III  
(APO FC) GP LLC  
its general partner

By: /s/ Joseph D. Glatt  
Joseph D. Glatt  
Vice President

APOLLO CREDIT OPPORTUNITY FUND III LP

By: Apollo Credit Opportunity Advisors III (APO FC) LP  
its general partner

By: Apollo Credit Opportunity Advisors III (APO FC) GP LLC  
its general partner

By: /s/ Joseph D. Glatt  
Joseph D. Glatt  
Vice President

APOLLO CREDIT OPPORTUNITY FUND (OFFSHORE) III LP

By: Apollo Credit Opportunity Advisors III (APO FC) LP  
its general partner

By: Apollo Credit Opportunity Advisors III (APO FC) GP LLC  
its general partner

By: /s/ Joseph D. Glatt  
Joseph D. Glatt  
Vice President

APOLLO CREDIT OPPORTUNITY MANAGEMENT III LLC

By: /s/ Joseph D. Glatt  
Joseph D. Glatt  
Vice President

AEC (LUX) S.À R.L.

By: Apollo European Credit Management, L.P.  
its investment manager

By: Apollo European Credit Management GP, LLC  
its general partner

By: /s/ Joseph D. Glatt  
Joseph D. Glatt  
Vice President

APOLLO EUROPEAN CREDIT MANAGEMENT, L.P.

By: Apollo European Credit Management GP, LLC  
its general partner

By: /s/ Joseph D. Glatt  
Joseph D. Glatt  
Vice President

APOLLO EUROPEAN CREDIT MANAGEMENT GP, LLC

By: /s/ Joseph D. Glatt  
Joseph D. Glatt  
Vice President



AES (LUX) S.À R.L.

By: Apollo European Strategic Management, L.P.  
its investment manager

By: Apollo European Strategic Management GP, LLC  
its general partner

By: /s/ Joseph D. Glatt  
Joseph D. Glatt  
Vice President

APOLLO EUROPEAN STRATEGIC MANAGEMENT, L.P.

By: Apollo European Strategic Management GP, LLC  
its general partner

By: /s/ Joseph D. Glatt  
Joseph D. Glatt  
Vice President

APOLLO EUROPEAN STRATEGIC MANAGEMENT GP, LLC

By: /s/ Joseph D. Glatt  
Joseph D. Glatt  
Vice President

APOLLO SPECIAL OPPORTUNITIES  
MANAGED ACCOUNT, L.P.

By: Apollo SOMA Advisors, L.P.  
its general partner

By: Apollo SOMA Capital Management, LLC  
its general partner

By: /s/ Joseph D. Glatt  
Joseph D. Glatt  
Vice President

APOLLO SOMA ADVISORS, L.P.

By: Apollo SOMA Capital Management, LLC  
its general partner

By: /s/ Joseph D. Glatt  
Joseph D. Glatt  
Vice President

APOLLO SOMA CAPITAL MANAGEMENT, LLC

By: /s/ Joseph D. Glatt  
Joseph D. Glatt  
Vice President

APOLLO PRINCIPAL HOLDINGS II, L.P.

By: Apollo Principal Holdings II GP, LLC  
its general partner

By: /s/ Joseph D. Glatt  
Joseph D. Glatt  
Vice President

APOLLO PRINCIPAL HOLDINGS II GP, LLC

By: /s/ Joseph D. Glatt  
Joseph D. Glatt  
Vice President

APOLLO SVF MANAGEMENT, L.P.

By: Apollo SVF Management GP, LLC  
its general partner

By: /s/ Joseph D. Glatt  
Joseph D. Glatt  
Vice President

APOLLO SVF MANAGEMENT GP, LLC

By: /s/ Joseph D. Glatt  
Joseph D. Glatt  
Vice President

ANS U.S. HOLDINGS LTD.

By: Apollo SK Strategic Investments, L.P.  
its sole shareholder

By: Apollo SK Strategic Advisors GP, L.P.  
its general partner

By: Apollo SK Strategic Advisors, LLC

By: /s/ Joseph D. Glatt  
Joseph D. Glatt  
Vice President

APOLLO SK STRATEGIC INVESTMENTS, L.P.

By: Apollo SK Strategic Advisors GP, L.P.  
its general partner

By: Apollo SK Strategic Advisors, LLC  
its general partner

By: /s/ Joseph D. Glatt  
Joseph D. Glatt  
Vice President

APOLLO SK STRATEGIC MANAGEMENT, LLC

By: Apollo Capital Management, L.P.  
its sole member

By: /s/ Joseph D. Glatt  
Joseph D. Glatt  
Vice President

APOLLO ZEUS STRATEGIC INVESTMENTS, L.P.

By: Apollo Zeus Strategic Advisors, L.P.  
its general partner

By: Apollo Zeus Strategic Advisors, LLC  
its general partner

By: /s/ Joseph D. Glatt  
Joseph D. Glatt  
Vice President

APOLLO ZEUS STRATEGIC MANAGEMENT, LLC

By: /s/ Joseph D. Glatt  
Joseph D. Glatt  
Vice President

APOLLO CAPITAL MANAGEMENT, L.P.

By: Apollo Capital Management GP, LLC  
its general partner

By: /s/ Joseph D. Glatt  
Joseph D. Glatt  
Vice President

APOLLO CAPITAL MANAGEMENT GP, LLC

By: /s/ Joseph D. Glatt  
Joseph D. Glatt  
Vice President

APOLLO MANAGEMENT HOLDINGS, L.P.

By: Apollo Management Holdings GP, LLC  
its general partner

By: /s/ Joseph D. Glatt  
Joseph D. Glatt  
Vice President

APOLLO MANAGEMENT HOLDINGS GP, LLC

By: /s/ Joseph D. Glatt  
Joseph D. Glatt  
Vice President