

TORM A/S  
Form SC 13D/A  
January 10, 2013

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934**

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

**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.

**Markus Wenker**

**HSH Nordbank AG**

**Gerhart-Hauptmann-Platz 50**

**20095 Hamburg, Germany**

Tel: +49 40 3333-12165

(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)

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).



CUSIP No.  
891072100  
(ADSs)

1. Name of  
Reporting  
Person

HSH  
Nordbank  
AG

Check the  
Appropriate

2. Box if a  
Member of a  
Group

(a) ..

(b) x

SEC Use

3. Only

4. Source of  
Funds

OO

Check if  
Disclosure of  
Legal

5. Proceedings  
Is Required  
Pursuant to  
Items 2(d) or  
2(e) ..

Citizenship  
or Place of  
Organization

HSH  
Nordbank

6. AG is  
organized  
under the  
laws of the  
Federal  
Republic of  
Germany.

|              |     |                          |
|--------------|-----|--------------------------|
|              |     | Sole Voting Power        |
|              | 7.  |                          |
| Number of    |     | 99,370,920               |
| Shares       |     | Shared Voting Power      |
| Beneficially | 8.  |                          |
| Owned by     |     | 99,370,920               |
| Each         |     | Sole Dispositive Power   |
| Reporting    | 9.  |                          |
| Person With  |     | 99,370,920               |
|              |     | Shared Dispositive Power |
|              | 10. |                          |
|              |     | None                     |

Aggregate Amount Beneficially Owned by Each Reporting Person

11. 99,370,920

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

Percent of Class Represented by Amount in Row (11)

13. 13.7%

Type of Reporting Person

14. BK

CUSIP No.  
891072100  
(ADSs)

1. Name of  
Reporting  
Person

Free and  
Hanseatic  
City of  
Hamburg  
*(Freie und  
Hansestadt  
Hamburg)*

Check the  
Appropriate

2. Box if a  
Member of a  
Group

(a) ..  
(b) x

3. SEC Use  
Only  
Source of  
Funds

4. OO  
Check if  
Disclosure of  
Legal  
Proceedings

5. Is Required  
Pursuant to  
Items 2(d) or  
2(e) ..  
Citizenship  
or Place of  
Organization

6. Federal  
Republic of  
Germany

Number of      Sole Voting Power  
Shares      7.

Beneficially      99,370,920

Owned by      8. Shared Voting Power

Each 99,370,920  
Reporting Sole Dispositive Power  
Person With 9.  
99,370,920  
10. Shared Dispositive Power  
  
None

Aggregate Amount Beneficially Owned by Each Reporting Person

11. 99,370,920  
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares "  
Percent of Class Represented by Amount in Row (11)  
13. 13.7%  
Type of Reporting Person  
14. HC / OO

**The Free and Hanseatic City of Hamburg holds 75.8% of the shares of HSH Nordbank both directly and indirectly through a public-law institution, HSH Finandsfonds AöR, which is owned and controlled by Free and Hanseatic City of Hamburg and the State of Schleswig-Holstein.**

CUSIP No. 891072100  
(ADSs)

1. Name of Reporting Person  
  
State of  
Schleswig-Holstein  
Check the
2. Appropriate Box if a Member of a Group  
(a) ..  
(b) x
3. SEC Use Only Source of Funds
4. OO  
Check if Disclosure of Legal Proceedings Is
5. Required Pursuant to Items 2(d) or 2(e)  
..  
Citizenship or Place of Organization
6. Federal Republic of Germany  
Sole Voting Power
7. 99,370,920
- Number of Shares Beneficially Owned by Each Reporting Person With
8. 99,370,920
9. 99,370,920
10. None
- Aggregate Amount Beneficially Owned by Each Reporting Person
11. 99,370,920
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares ..
13. Percent of Class Represented by Amount in Row (11)



13.7%

Type of Reporting Person

14.

HC / OO

**The State of Schleswig-Holstein holds 74.6% of the shares of HSH Nordbank both directly and indirectly through a public-law institution, HSH Finandsfonds AöR, which is owned and controlled by Free and Hanseatic City of Hamburg and the State of Schleswig-Holstein.**

4

## **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 Persons. 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 Persons disclaim membership in a “group” with the other parties to the Restructuring Agreement, filed as Exhibit 99.2 to the Original Schedule 13D. The Reporting Persons are 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 Persons continue to maintain that it is not the intent of the Reporting Persons to control the Issuer following the EGM. The Reporting Persons 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 Persons are 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) **HSH Nordbank**

As of January 9, 2013, HSH Nordbank beneficially owns and has shared power to vote 99,370,920 Common Shares, representing 13.7% of the issued and outstanding Common Shares. HSH Nordbank has the sole power to vote and dispose of 99,370,920 Common Shares, representing 13.7% of the issued and outstanding Common Shares.

**Hamburg**

As of January 9, 2013, Hamburg holds 75.8% of the shares of HSH Nordbank both directly and indirectly through a public-law institution called HSH Finandsfonds AöR which is owned and controlled by Hamburg and Schleswig-Holstein. Through Hamburg's direct and indirect voting power at HSH Nordbank's general meetings, Hamburg and Schleswig-Holstein can determine the composition of HSH Nordbank's supervisory board of non-executive directors which appoints HSH Nordbank's executive management. As a result, Hamburg beneficially owns and has shared power to vote 99,370,920 Common Shares, representing 13.7% of the issued and outstanding Common Shares. Hamburg has the sole power to vote and dispose of 99,370,920 Common Shares, representing 13.7% of the issued and outstanding Common Shares.

**Schleswig-Holstein**

As of January 9, 2013, Schleswig-Holstein holds 74.6% of the shares of HSH Nordbank both directly and indirectly through a public-law institution called HSH Finandsfonds AöR which is owned and controlled by Hamburg and Schleswig-Holstein. Through Schleswig-Holstein's direct and indirect voting power at HSH Nordbank's general meetings, Hamburg and Schleswig-Holstein can determine the composition of HSH Nordbank's supervisory board of non-executive directors which appoints HSH Nordbank's executive management. As a result, Schleswig-Holstein beneficially owns and has shared power to vote 99,370,920 Common Shares, representing 13.7% of the issued and outstanding Common Shares. Schleswig-Holstein has the sole power to vote and dispose of 99,370,920 Common Shares, representing 13.7% 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 10, 2013

HSH Nordbank AG

By: /s/ Markus Wenker

Name: Markus Wenker

Title: Senior Vice President

By: /s/ Jörg Sievers

Name: Jörg Sievers

Title: Vice President

Free and Hanseatic City of  
Hamburg

By: /s/ Dr. Sibylle Roggencamp

Name: Dr. Sibylle Roggencamp

Title: Senatsdirektorin

The State of Schleswig-Holstein

By: /s/ Karin Reese-Cloosters

Name: Karin Reese-Cloosters

Title: Abteilungsleitung

Exhibit index

**Exhibit**

**Description**

| <b>No.</b> | <b>Description</b>  |
|------------|---|
| 99.1       | Joint Filing Agreement, dated as of November 13, 2012, by and among the Reporting Persons (incorporated by reference to Exhibit 99.1 to the Schedule 13D filed by the Reporting Persons with the SEC on November 13, 2012). |

8