

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

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13A-16 OR 15D-16 OF THE SECURITIES EXCHANGE ACT OF 1934

For the month of January 2019

Commission File Number: 001-34677

**Scorpio Tankers Inc.**  
(Translation of registrant's name into English)

**9, Boulevard Charles III, Monaco 98000**  
(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F ☒ Form 40-F ☐

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): ☐.

**Note:** Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): ☐.

**Note:** Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's "home country"), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

---

## INFORMATION CONTAINED IN THIS FORM 6-K REPORT

On January 18, 2019, Scorpio Tankers Inc. (the "Company") effected a one-for-ten reverse stock split (the "RSS") and related reduction in authorized share capital.

Effective as of the open of business on January 18, 2019, the conversion rates of the Company's Convertible Senior Notes due 2019 (the "2019 Notes") and Convertible Senior Notes due 2022 (the "2022 Notes") have been adjusted to reflect the RSS, as follows:

- The new conversion rate for the 2019 Notes will be 10.0534 shares of the Company's common shares per \$1,000 principal amount of the 2019 Notes; prior to the RSS the conversion rate for the 2019 Notes was 100.5396 shares for each \$1,000 principal amount of the 2019 Notes.
- The new conversion rate for the 2022 Notes will be 25.33617 shares of the Company's common shares per \$1,000 principal amount of the 2022 Notes; prior to the RSS the conversion rate for the 2019 Notes was 253.3617 shares for each \$1,000 principal amount of the 2022 Notes.

The adjustments to the conversion rates were made pursuant to section 14.04(a) of the indentures for the 2019 Notes and 2022 Notes, which applies to stock splits of the Company's common shares. In accordance with section 14.04(a), the Company has adjusted the conversion rates for the 2019 Notes and 2022 Notes due to the RSS pursuant to the following formula:

$$CR_1 = CR_0 \times \frac{OS_1}{OS_0}$$

where,

- $CR_0$  = the conversion rate in effect immediately prior to the open of business on the ex-dividend date of such dividend or distribution, or immediately prior to the open of business on the effective date of such share split or share combination, as applicable;
- $CR_1$  = the conversion rate in effect immediately after the open of business on such ex-dividend date or effective date;
- $OS_0$  = the number of shares of our common stock outstanding immediately prior to the open of business on such ex-dividend date or effective date; and
- $OS_1$  = the number of shares of our common stock outstanding immediately after giving effect to such dividend, distribution, share split or share combination.

Attached to this Report on Form 6-K (the "Report") as Exhibit 3.3 is a copy of the Articles of Amendment to the Amended and Restated Articles of Incorporation of the Company, as amended, filed with the Registrar of Corporations of the Republic of the Marshall Islands, to effect the RSS and related reduction in authorized share capital on January 18, 2019.

Attached to this Report as Exhibit 4.1 is a copy of the new form of share certificate for the Company's post-RSS shares of common stock.

This Report and the exhibits attached hereto are hereby incorporated by reference into the Company's Registration Statement on Form F-3 (Registration No. 333-210284) that was filed with the U.S. Securities and Exchange Commission with an effective date of March 18, 2016.

---

## 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, thereunto duly authorized.

**SCORPIO TANKERS INC.**  
(registrant)

Dated: January 18, 2019

By: /s/ Brian Lee  
Brian Lee  
Chief Financial Officer



# ARTICLES OF AMENDMENT

OF

**SCORPIO TANKERS INC.**

Reg. No. 36141

## REPUBLIC OF THE MARSHALL ISLANDS

REGISTRAR OF CORPORATIONS

DUPLICATE COPY

The original of this Document was filed in  
accordance with Section 5 of the  
Business Corporations Act on

NON RESIDENT

January 17, 2019

---

/s/ Cynthia Ro

---

Cynthia Ro  
Deputy Registrar



**ARTICLES OF AMENDMENT TO THE  
AMENDED AND RESTATED ARTICLES OF INCORPORATION OF  
SCORPIO TANKERS INC. PURSUANT TO SECTION 90 OF  
THE MARSHALL ISLANDS BUSINESS CORPORATIONS ACT**

The undersigned, Emanuele A. Lauro, as the Chief Executive Officer of Scorpio Tankers Inc., a corporation incorporated under the laws of the Republic of the Marshall Islands on July 1, 2009 (the "Corporation"), for the purpose of amending the Amended and Restated Articles of Incorporation, as amended, of said Corporation pursuant to Section 90 of the Business Corporations Act, as amended, hereby certifies that:

1. The name of the Corporation is: Scorpio Tankers Inc.
2. The Articles of Incorporation were filed with the Registrar of Corporations on the 1<sup>st</sup> day of July, 2009.
3. The Articles of Amendment were filed with the Registrar of Corporations on the 9<sup>th</sup> day of December, 2009 to change the name of the Corporation to Scorpio Tankers Inc.
4. The Amended and Restated Articles of Incorporation were filed with the Registrar of Corporations on the 17<sup>th</sup> day of March 2010.
5. The Articles of Amendment to the Amended and Restated Articles of Incorporation were filed with the Registrar of Corporations on the 23<sup>rd</sup> day of June 2014.
6. The Articles of Amendment to the Amended and Restated Articles of Incorporation, as amended, were filed with the Registrar of Corporations on the 1<sup>st</sup> day of June 2018.
7. Section D of the Amended and Restated Articles of Incorporation, as amended, is hereby amended and restated in its entirety to read as follows:

"D. Effective with the commencement of business on January 18, 2019, the Corporation has effected a one-for-ten reverse stock split as to its issued common stock, pursuant to which the number of issued shares of common stock shall decrease from 577,468,565 to 57,746,827, as adjusted for the cancellation of fractional shares and which may be further adjusted for the cancellation of fractional shares. The reverse stock split shall not change the par value of the common stock. The stated capital of the Corporation is hereby reduced from \$5,774,685.65 to \$577,468.27, as adjusted for the cancellation of the fractional shares and which may be further adjusted for the cancellation of fractional shares and the amount of \$5,197,217.38 , as adjusted for the cancellation of fractional

---

shares and which may be further adjusted for the cancellation of fractional shares, is allocated to surplus.

Concurrently with the effectiveness of the reverse stock split, effective January 18, 2019, the aggregate number of shares of stock that the Corporation is authorized to issue is One Hundred Seventy Five Million (175,000,000) registered shares, of which One Hundred Fifty Million (150,000,000) shall be designated common shares with a par value of one United States cent (U.S. \$0.01) per share, and Twenty Five Million (25,000,000) shall be designated preferred shares with a par value of one United States cent (U.S. \$0.01) per share. The Board of Directors shall have the authority to authorize the issuance from time to time of one or more classes of preferred shares with one or more series within any class thereof, with such voting powers, full or limited, or without voting powers and with such designations preferences and relative, participating, optional or special rights and qualifications, limitations or restrictions thereon as shall be set forth in the resolution or resolutions adopted by the Board of Directors providing for the issuance of such preferred shares."

8. All of the other provisions of the Amended and Restated Articles of Incorporation, as amended, shall remain unchanged.
  9. This amendment to the Amended and Restated Articles of Incorporation, as amended, was authorized by vote of the holders of a majority of all outstanding shares of the Corporation with a right to vote thereon at the special meeting of shareholders of the Corporation held on January 15, 2019, and the Corporation's Board of Directors on November 13, 2018 and January 15, 2019.
-

**IN WITNESS WHEREOF**, I have executed this Amendment to the Amended and Restated Articles of Incorporation of the Corporation on this 17<sup>th</sup> day of January, 2019.

/s/ Emanuele A. Lauro  
\_\_\_\_\_  
Name: Emanuele A. Lauro  
Title: Chief Executive Officer

ZQ|CERT#|COY|CLS|RGSTRY|ACCT#|TRANSTYPE|RUN#|TRANS#

COMMON STOCK

PAR VALUE \$ 0.01

COMMON STOCK

Certificate  
Number

ZQ00000000

Shares

\*\*\*\*\*  
\*\*\*\*\*  
\*\*\*\*\*  
\*\*\*\*\*  
\*\*\*\*\*

SCORPIO TANKERS INC.

INCORPORATED UNDER THE LAWS OF THE REPUBLIC OF THE MARSHALL ISLANDS

THIS CERTIFIES THAT

MR. SAMPLE & MRS. SAMPLE  
MR. SAMPLE & MRS. SAMPLE

SEE REVERSE FOR CERTAIN DEFINITIONS

CUSIP Y7542C 13 0

is the owner of

ZERO HUNDRED THOUSAND  
ZERO HUNDRED AND ZERO

THIS CERTIFICATE IS TRANSFERABLE IN  
CITIES DESIGNATED BY THE TRANSFER  
AGENT, AVAILABLE ONLINE AT  
[www.computershare.com](http://www.computershare.com)

FULLY-PAID AND NON-ASSESSABLE SHARES OF THE COMMON STOCK OF

Scorpio Tankers Inc. (hereinafter called the "Company"), transferable on the books of the Company in person or by duly authorized attorney, upon surrender of this Certificate properly endorsed. This Certificate and the shares represented hereby, are issued and shall be held subject to all of the provisions of the Articles of Incorporation, as amended, and the By-Laws, as amended, of the Company (copies of which are on file with the Company and with the Transfer Agent), to all of which each holder, by acceptance hereof, assents. This Certificate is not valid unless countersigned and registered by the Transfer Agent and Registrar.

Witness the facsimile seal of the Company and the facsimile signatures of its duly authorized officers.

Chief Executive Officer

Corporate Secretary

DATED DD-MM-YYYY

COUNTERSIGNED AND REGISTERED:  
COMPUTERSHARE TRUST COMPANY, N.A.  
TRANSFER AGENT AND REGISTRAR,

By

AUTHORIZED SIGNATURE

1234567

**ECORPIO**  
Tankers

PO BOX 42904 Providence, RI 02946-2004

MR. SAMPLE  
DESIGNATION (if any)  
AO 1  
AO 2  
AO 3  
AO 4

CUSIP IDENTIFIER	Holder ID	Insurance Policy	Number of Shares	DTC	Certificate Numbers	NumIn. Demom.	Total
XXXXXX XX X	XXXXXXXXXX	1,000,000.00	1234567	12345678901234567890	1	1	1
XXXXXX XX X	XXXXXXXXXX	1,000,000.00	1234567	12345678901234567890	2	2	2
XXXXXX XX X	XXXXXXXXXX	1,000,000.00	1234567	12345678901234567890	3	3	3
XXXXXX XX X	XXXXXXXXXX	1,000,000.00	1234567	12345678901234567890	4	4	4
XXXXXX XX X	XXXXXXXXXX	1,000,000.00	1234567	12345678901234567890	5	5	5
XXXXXX XX X	XXXXXXXXXX	1,000,000.00	1234567	12345678901234567890	6	6	6
XXXXXX XX X	XXXXXXXXXX	1,000,000.00	1234567	12345678901234567890	7	7	7

SCORPIO TANKERS INC.

THE COMPANY WILL FURNISH WITHOUT CHARGE TO EACH SHAREHOLDER WHO SO REQUESTS, A SUMMARY OF THE POWERS, DESIGNATIONS, PREFERENCES AND RELATIVE, PARTICIPATING, OPTIONAL OR OTHER SPECIAL RIGHTS OF EACH CLASS OF STOCK OF THE COMPANY AND THE QUALIFICATIONS, LIMITATIONS OR RESTRICTIONS OF SUCH PREFERENCES AND RIGHTS, AND THE VARIATIONS IN RIGHTS, PREFERENCES AND LIMITATIONS DETERMINED FOR EACH SERIES, WHICH ARE FIXED BY THE ARTICLES OF INCORPORATION OF THE COMPANY, AS AMENDED, AND THE RESOLUTIONS OF THE BOARD OF DIRECTORS OF THE COMPANY, AND THE AUTHORITY OF THE BOARD OF DIRECTORS TO DETERMINE VARIATIONS FOR FUTURE SERIES. SUCH REQUEST MAY BE MADE TO THE OFFICE OF THE SECRETARY OF THE COMPANY OR TO THE TRANSFER AGENT. THE BOARD OF DIRECTORS MAY REQUIRE THE OWNER OF A LOST OR DESTROYED STOCK CERTIFICATE, OR HIS LEGAL REPRESENTATIVES, TO GIVE THE COMPANY A BOND TO INDEMNIFY IT AND ITS TRANSFER AGENTS AND REGISTRARS AGAINST ANY CLAIM THAT MAY BE MADE AGAINST THEM ON ACCOUNT OF THE ALLEGED LOSS OR DESTRUCTION OF ANY SUCH CERTIFICATE.

The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM - as tenants in common	UNIF GIFT MIN ACT - .....Custodian .....(Cust) (Minor)
TEN ENT - as tenants by the entireties	under Uniform Gifts to Minors Act .....(State)
JT TEN - as joint tenants with right of survivorship	UNIF TRF MIN ACT - .....Custodian (until age .....)(Cust) (Minor) under Uniform Transfers to Minors Act .....(State)

Additional abbreviations may also be used though not in the above list.

For value received, \_\_\_\_\_ hereby sell, assign and transfer unto

PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER OF ASSIGNEE

(PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS, INCLUDING POSTAL ZIP CODE, OF ASSIGNEE)

\_\_\_\_\_ Shares  
of the common stock represented by the within Certificate, and do hereby irrevocably constitute and appoint \_\_\_\_\_ Attorney  
to transfer the said stock on the books of the within-named Corporation with full power of substitution in the premises.

Dated: \_\_\_\_\_ 20 \_\_\_\_\_

Signature: \_\_\_\_\_

Signature: \_\_\_\_\_

Notice: The signature to this assignment must correspond with the name as written upon the face of the certificate, in every particular, without alteration or enlargement, or any change whatever.

Signature(s) Guaranteed: Medallion Guarantee Stamp  
THE SIGNATURE(S) SHOULD BE GUARANTEED BY AN ELIGIBLE GUARANTOR INSTITUTION (Banks, Stockbrokers, Savings and Loan Associations and Credit Unions) WITH MEMBERSHIP IN AN APPROVED SIGNATURE GUARANTEE MEDALLION PROGRAM, PURSUANT TO S.E.C. RULE 17Ad-15.

SECURITY INSTRUCTIONS

THIS IS WATERMARKED PAPER. DO NOT ACCEPT WITHOUT NOTING WATERMARK. HOLD TO LIGHT TO VERIFY WATERMARK.



The IRS requires that we report the cost basis of certain shares acquired after January 1, 2011. If your shares were covered by the legislation and you have sold or transferred the shares and requested a specific cost basis calculation method, we have processed as requested. If you did not specify a cost basis calculation method, we have defaulted to the first in, first out (FIFO) method. Please visit our website or consult your tax advisor if you need additional information about cost basis.

If you do not keep in contact with us or do not have any activity in your account for the time periods specified by state law, your property could become subject to state unclaimed property laws and transferred to the appropriate state.

1534201