

TORM A/S  
Form SC 13D/A  
January 09, 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.

**Jesper Stahl**

**Nordea Bank AB (publ)**

**c/o Nordea Bank Danmark A/S**

**Christianbro, Standgade 3, PO Box 850**

**0900 Copenhagen, Denmark**

Tel: +45 33 33 67 78

(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

Nordea Bank  
AB (publ)  
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

6. Nordea Bank

AB (publ) is

a public

limited

company

legally

domiciled in

Sweden.

7. Sole Voting Power

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Number of 82,111,087  
Shares Shared Voting Power  
Beneficially 8.  
Owned by 82,111,087  
Each Sole Dispositive Power  
Reporting 9.  
Person With 82,111,087  
10. Shared Dispositive Power  
  
82,111,087

Aggregate Amount Beneficially Owned by Each Reporting Person

11.  
82,111,087  
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares ""  
Percent of Class Represented by Amount in Row (11)  
13.  
11.3%  
Type of Reporting Person  
14.  
BK

CUSIP No.  
891072100  
(ADSs)

1. Name of  
Reporting  
Person

Nordea Bank  
Danmark A/S  
Check the  
Appropriate

2. Box if a  
Member of a  
Group

(a) ..  
(b) x

3. SEC Use  
Only

4. Source of  
Funds

OO  
Check if  
Disclosure of  
Legal  
Proceedings

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

6. Nordea Bank  
Danmark A/S  
is  
incorporated  
and legally  
domiciled in  
the Kingdom  
of Denmark.

Number of 7. Sole Voting Power  
Shares

Beneficially	82,111,087
Owned by	Shared Voting Power
Each	8.
Reporting	82,111,087
Person With	Sole Dispositive Power
	9.
	82,111,087
	10. Shared Dispositive Power
	82,111,087

Aggregate Amount Beneficially Owned by Each Reporting Person

- 11. 82,111,087
- 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares “  
Percent of Class Represented by Amount in Row (11)
- 13. 11.3%  
Type of Reporting Person
- 14. BK

CUSIP No.  
891072100  
(ADSs)

1. Name of  
Reporting  
Person

Nordea Bank  
Finland Plc  
Check the  
Appropriate

2. Box if a  
Member of a  
Group

(a) ..  
(b) x

3. SEC Use  
Only

4. Source of  
Funds

OO  
Check if  
Disclosure of  
Legal  
Proceedings

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

6. Nordea Bank  
Finland Plc is  
legally  
domiciled in  
Finland.

Number of Shares	7.	Sole Voting Power
Beneficially Owned by Each	12,963,386	8. Shared Voting Power



Reporting Person With 12,963,386  
Sole Dispositive Power  
9.  
12,963,386  
10. Shared Dispositive Power  
12,963,386

Aggregate Amount Beneficially Owned by Each Reporting Person

11.  
12,963,386  
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares ""  
Percent of Class Represented by Amount in Row (11)  
13.  
1.8%  
Type of Reporting Person  
14.  
BK

## **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 and constitutes an exit filing by Nordea Bank Finland Plc. 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 as previously filed is amended to state the following:**

(b) **Nordea**

As of January 9, 2013, Nordea beneficially owns and has shared power to vote 82,111,087 Common Shares, representing 11.3% of the issued and outstanding Common Shares. Nordea has the sole power to vote and dispose of, 82,111,087 Common Shares, representing 11.3% of the issued and outstanding Common Shares. Both Nordea Denmark and Nordea Finland are wholly-owned subsidiaries of Nordea.

**Nordea Denmark**

As of January 9, 2013, Nordea Denmark beneficially owns and has shared power to vote 82,111,087 Common Shares, representing 11.3% of the issued and outstanding Common Shares. Nordea Denmark has the sole power to vote and dispose of, 82,111,087 Common Shares, representing 11.3% of the issued and outstanding Common Shares. Nordea Denmark is the Nominated Affiliate of Nordea Finland.

**Nordea Finland**

As of January 9, 2013, Nordea Finland beneficially owns and has shared power to vote 12,963,386 Common Shares, representing 1.8% of the issued and outstanding Common Shares. Nordea Finland has the sole power to vote and dispose of, 12,963,386 Common Shares, representing 1.8% of the issued and outstanding Common Shares. This Amendment constitutes an exit filing for Nordea Finland, who ceased to be the beneficial owner of more than 5.0% of the Common Shares on January 9, 2013, which terminates Nordea Finland's obligation to further amend the Schedule 13D.

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

Nordea Bank AB (publ)

By: /s/ Lotte Dueholm  
Name: Lotte Dueholm  
Title: Senior Legal Counsel

By: /s/ Jes Herbert  
Name: Jes Herbert  
Title: Senior Legal Counsel

Nordea Bank Danmark A/S

By: /s/ Jesper Stahl  
Name: Jesper Stahl  
Title: V.P.

By: /s/ Henrik P. Smidt  
Name: Henrik P. Smidt  
Title: V.P.

Nordea Bank Finland Plc

By: /s/ Jesper Stahl  
Name: Jesper Stahl  
Title: V.P.

By: /s/ Henrik P. Smidt  
Name: Henrik P. Smidt  
Title: V.P.

Exhibit index

**Exhibit**

No.	Description
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).
99.2	Power of Attorney