

DHT Holdings, Inc.  
Form 424B5  
February 03, 2014

Filed Pursuant to Rule 424(b)(5)  
Registration No. 333-176669

PROSPECTUS SUPPLEMENT  
(To prospectus dated October 3, 2011)

30,300,000 Shares

DHT HOLDINGS, INC.

Common Stock

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We are offering 30,300,000 shares of our common stock pursuant to this prospectus supplement and the accompanying prospectus.

Our common stock is quoted on The New York Stock Exchange under the symbol "DHT". The last reported sale price of our common stock on January 30, 2014 was \$8.41 per share.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus are truthful or complete. Any representation to the contrary is a criminal offense.

Investing in our common stock involves risk. Before buying any shares you should carefully read the sections entitled "Risk Factors" beginning on page S-8 of this prospectus supplement and page 10 of the accompanying prospectus.

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|  | Per Share | Total          |
|--|-----------|----------------|
| Public offering price                          | \$ 7.50   | \$ 227,250,000 |
| Placement agent fees(1)                        | \$ 0.3375 | \$ 10,226,250  |
| Proceeds before expenses to DHT Holdings, Inc. | \$ 7.1625 | \$ 217,023,750 |

(1) See the section entitled "Plan of Distribution" for more information concerning placement agent compensation.

We have retained RS Platou Markets, Inc., DNB Markets, Inc. and RS Platou Markets AS to act as our placement agents, for whom RS Platou Markets, Inc. and DNB Markets, Inc. are acting as joint lead managers and placement agents and RS Platou Markets AS is acting as placement agent, for the shares offered by this prospectus supplement in connection with the sale of the shares to certain institutional investors. The placement agents have no commitment to buy any of the shares.

The shares of common stock will be ready for delivery on or about February 5, 2014. The delivery of shares to each investor is not conditioned upon the purchase of shares by any other investors. If one or more investors fail to fund the purchase price of their subscribed shares as required by the applicable subscription agreement, we intend to proceed with delivery on February 5, 2014 of the aggregate number of shares for which the purchase price has been received.

Joint Lead Managers and Placement Agents

RS Platou Markets, Inc.

DNB Markets, Inc.

Placement Agent

RS Platou Markets AS

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The date of this prospectus supplement is January 31, 2014.

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About This Prospectus Supplement

This prospectus supplement and the accompanying prospectus are part of a registration statement on Form F-3 that we filed with the Securities Exchange Commission (the “Commission”), using the shelf registration process. Under the shelf registration process, we may sell any combination of common stock, preferred stock or debt securities in one or more offerings from time to time. In the accompanying prospectus, we provide you a general description of the securities we may offer from time to time under our shelf registration statement. This prospectus supplement describes the specific details regarding this offering, including the price, the aggregate number of shares of common stock being offered and the risks of investing in our common stock, as well as certain other matters. This prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein include important information about us and our common stock and other information you should know in connection with this offering.

You should rely only on the information contained in this prospectus supplement and the accompanying prospectus. We are responsible only for the information contained in this prospectus supplement, the accompanying prospectus or incorporated by reference into this prospectus supplement or to which we have referred you. We have not authorized anyone to provide you with any other information, and we take no responsibility for any other information that others may provide you. You should assume that the information appearing in this prospectus supplement is accurate as of the date on the front cover of this prospectus supplement only. Our business, financial condition, results of operations and prospects may have changed since that date. We encourage you to consult your own counsel, accountant and other advisors for legal, tax, business, financial and related advice regarding an investment in our securities. The distribution of this prospectus supplement and sale of our common stock in certain jurisdictions may be restricted by law. We are not making an offer to sell our common stock in any jurisdiction where the offer or sale is not permitted.

For further information about us or the common stock offered hereby, you should refer to that registration statement, which you can obtain from the Commission as described in the section entitled “Where You Can Find Additional Information” on page S-47 of this prospectus supplement.

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## Prospectus Supplement Summary

This prospectus supplement summary highlights certain information about us and this offering. Because it is a summary, it may not contain all of the information that you should consider before deciding whether or not you should purchase our common stock. You should carefully read this prospectus supplement, the accompanying prospectus and the documents incorporated herein and therein by reference for a more complete understanding of our business, this offering and the other transactions described in this prospectus supplement. You should pay special attention to the sections entitled “Risk Factors” beginning on page S-8 of this prospectus supplement, page 10 of the accompanying prospectus and “Item 3. Key Information—D. Risk Factors” beginning on page 7 of our Annual Report on Form 20-F for the year ended December 31, 2012, filed with the Commission on April 29, 2013 (our “2012 Form 20-F”), our unaudited condensed consolidated financial statements as of and for the nine-months ended September 30, 2013 and the notes thereto included as Exhibit 99.1 to our Report on 6-K, filed with the Commission on January 28, 2014 (File No. 001-32640) (the “January 2014 6-K”) and incorporated herein by reference, and our consolidated audited financial statements and the notes thereto in our 2012 Form 20-F and incorporated herein by reference. Unless we specify otherwise, all references in this prospectus to “we”, “our”, “us”, “DHT” and “our company” refer to DHT Holdings, Inc. and its subsidiaries. All references in this prospectus to “DHT Maritime” refer to DHT Maritime, Inc., one of our subsidiaries. The shipping industry’s functional currency is the U.S. dollar and our company’s functional currency is the U.S. Dollar. All of our revenues and most of our operating costs are in U.S. dollars. All references in this prospectus supplement to “\$” and “dollars” refer to U.S. dollars.

## Our Company

We currently operate a fleet of eight crude oil tankers, of which all are wholly-owned by us. The fleet consists of four very large crude carriers (“VLCCs”), which are tankers ranging in size from 200,000 to 320,000 deadweight tons (“dwt”), two Suezmax tankers (“Suezmaxes”), which are tankers ranging in size from 130,000 to 170,000 dwt, and two Aframax tankers (“Aframaxes”), which are tankers ranging in size from 80,000 to 120,000 dwt. Six of the vessels are currently on time charters, one of the vessels operates in the spot market and one is employed in the Tankers International Pool. The vessels in our fleet principally operate on international routes and had a combined carrying capacity of 1,789,930 dwt and an average age of approximately 12.0 years as of December 2013. We operate out of Oslo, Norway, through our wholly-owned management company, DHT Management AS. For more information on our company, please see our 2012 Form 20-F.

## Our Fleet

The following table presents certain information regarding our vessels:

| Vessel      | Year Built | Yard     | Dwt     | Current Flag     | Technical Manager |
|-------------|------------|----------|---------|------------------|-------------------|
| VLCC        |            |          |         |                  |                   |
| DHT Ann     | 2001       | Hyundai* | 309,327 | Marshall Islands | Goodwood****      |
| DHT Chris   | 2001       | Hyundai* | 309,285 | Marshall Islands | Goodwood****      |
| DHT Phoenix | 1999       | Daewoo** | 307,151 | Marshall Islands | Goodwood****      |

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|            |      |            |         |                               |
|------------|------|------------|---------|-------------------------------|
| DHT Eagle  | 2002 | Samsung*** | 309,064 | Marshall Islands Goodwood**** |
| Suezmax    |      |            |         |                               |
| DHT Target | 2001 | Hyundai*   | 164,626 | Marshall Islands Goodwood**** |
| DHT Trader | 2000 | Hyundai*   | 152,923 | Marshall Islands Goodwood**** |
| Aframax    |      |            |         |                               |
| DHT Cathy  | 2004 | Hyundai*   | 111,928 | Marshall Islands Goodwood**** |
| DHT Sophie | 2003 | Hyundai*   | 115,000 | Marshall Islands Goodwood**** |

\* Hyundai Heavy Industries Co., South Korea

\*\* Daewoo Heavy Industries Co., South Korea

\*\*\* Samsung Heavy Industries Co., South Korea

\*\*\*\* Goodwood Ship Management Pte Ltd, Singapore

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## Employment

The following table presents certain features of our charters as of December 31, 2013:

| Vessel      | Type of Employment | Charter Rate (\$/Day) | Expiry           | Extension Period* | Charter Rate in Extension Period (\$/day) |
|-------------|--------------------|-----------------------|------------------|-------------------|---|
| VLCC        |                    |                       |                  |                   |   |
| DHT Ann     | Time Charter       | Market related        | July 7, 2015     |                   |   |
| DHT Chris   | Time Charter       | \$ 16,843             | March 31, 2014   |                   |   |
| DHT Eagle   | Spot               |                       |                  |                   |   |
| DHT Phoenix | Pool**             |                       |                  |                   |   |
| Suezmax     |                    |                       |                  |                   |   |
| DHT Target  | Time Charter       | \$ 12,739             | March 24, 2014   | + 6 months        | \$ 14,713                                 |
| DHT Trader  | Time Charter       | \$ 14,409             | August 27, 2014  |                   |   |
| Aframax     |                    |                       |                  |                   |   |
| DHT Cathy   | Time Charter       | \$ 12,344             | January 15, 2014 | + 6 months        | \$ 12,344                                 |
| DHT Sophie  | Time Charter       | \$ 12,800             | April 8, 2014    | + 8 months        | \$ 13,282                                 |

\* At charterer's option

\*\* Tankers International Pool

## Technical Management of Our Fleet

The following is a summary of how we organize our ship management activities. The summary does not purport to be complete and is subject to, and qualified in its entirety by reference to, all the provisions of the ship management agreements. Because the following is only a summary, it does not contain all information that you may find useful.

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We uphold a policy of high quality operations. Our management company in Norway, DHT Management AS, supervises the third-party technical managers. The third-party technical managers are responsible for the technical operation and upkeep of the vessels, including crewing, maintenance, repairs and dry-dockings, maintaining required vetting approvals and relevant inspections, and ensuring our fleet complies with the requirements of classification societies as well as relevant governments, flag states, environmental and other regulations. Under the ship management agreements, each vessel subsidiary pays the actual cost associated with the technical management and an annual management fee for the relevant vessel. We currently have one ship management provider: Goodwood Ship Management Pte Ltd in Singapore (“Goodwood”).

We place the insurance requirements related to our fleet with mutual clubs and underwriters through insurance brokers. Such requirements include, but are not limited to, marine hull and machinery insurance, protection and indemnity insurance (including pollution risks and crew insurances), war risk insurance and loss of hire insurance. Each vessel subsidiary pays the actual cost associated with the insurance placed for the relevant vessel.

Our Credit Facilities

For detail on our credit facilities, please see the section entitled “Secured Credit Facilities” in our 2012 Form 20-F. We are a holding company and have no significant assets other than cash and the equity interests in our subsidiaries. Our subsidiaries own all of our vessels and payments under the charters and from commercial pools are made to our subsidiaries.

The table below illustrates the scheduled repayment structure for our outstanding credit facilities (dollars in thousands) as of December 31, 2013:

| Year         | RBS Credit Facility | DHT Phoenix Credit Facility | DHT Eagle Credit Facility | Total Bank Borrowings |
|--------------|---------------------|-----------------------------|---------------------------|-----------------------|
| 2014         | –                   | –                           | –                         | –                     |
| 2015         | –                   | 2,437                       | 2,500                     | 4,937                 |
| 2016         | *                   | 15,922                      | 22,250                    | 38,172                |
| Thereafter   | 113,275             | –                           | –                         | 113,275               |
| <b>Total</b> | <b>\$ 113,275</b>   | <b>\$ 18,359</b>            | <b>\$ 24,750</b>          | <b>\$ 156,384</b>     |

\*Commencing with the second quarter of 2016, installment payments under our secured credit facility, as amended, with The Royal Bank of Scotland plc (the “RBS Credit Facility”) will be equal to free cash flow for DHT Maritime during the preceding quarter capped at \$7.5 million per quarter. Free cash flow is defined as an amount calculated as of the last day of each quarter equal to the positive difference, if any, between: the sum of the earnings of the vessels during the quarter and the sum of (1) ship operating expenses, (2) voyage expenses, (3) estimated capital expenses for the following two quarters, (4) general & administrative expenses, (5) interest expenses and (6) change in working capital.



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### Recent Developments

#### Results of Operations for the Three and Twelve Months Ended December 31, 2013

On January 23, 2014, we announced preliminary financial results for the three and twelve months ended December 31, 2013. We intend to file our Annual Report on Form 20-F for the year ended December 31, 2013 (the “2013 Form 20-F”) with the Commission in early March 2014. Our financial results for the three and twelve months ended December 31, 2013 presented herein are preliminary and remain subject to completion of the review (for the three months ended December 31, 2013) or audit (for the twelve months ended December 31, 2013) by our independent registered public accounting firm in connection with the filing of our 2013 Form 20-F. As a result, our financial results could be different from those set forth below and those differences could be material.

Our net revenues for the fourth quarter of 2013 were \$30.9 million, a \$10.3 million, or 50.0%, increase over the fourth quarter of 2012. The increase was due to the \$15.4 million payment from Citigroup Financial Products Inc. (“Citigroup”) related to final settlement of the sale of the Overseas Shipholding Group, Inc. (“OSG”) claims in the fourth quarter of 2013 offset by vessels coming off fixed rate charters and a fleet reduction from nine to eight vessels. For additional detail on the OSG claims, please see “—OSG Bankruptcy and Claims” below.

We had net income in the fourth quarter of 2013 of \$11.5 million, or \$0.48 per diluted share, compared to a loss of \$6.3 million, or \$0.41 per diluted share (as adjusted for the Reverse Stock Split (as defined below)), in the fourth quarter of 2012. The improvement was mainly due to the \$15.4 million payment from Citigroup related to the sale of the OSG claims. This payment was recorded as shipping revenues in the fourth quarter of 2013.

For fiscal 2013, we had shipping revenues of \$87.0 million, compared to shipping revenues of \$97.2 million in fiscal 2012, a decrease of \$10.2 million, or 10.5%. The decrease in revenues was mainly due to a reduction in our fleet from twelve vessels at the beginning of 2012 to eight vessels as of May 2013 and vessels coming off fixed rate charters, offset by the \$15.4 million in revenue related to the sale of the OSG claim.

We had a net loss in fiscal 2013 of \$4.1 million, or \$0.24 per diluted share, compared to a net loss of \$94.1 million or \$7.83 per diluted share (as adjusted for the Reverse Stock Split) in fiscal 2012, a decrease of 95.6%. Our net loss in 2012 was driven by impairment charges of \$100.5 million, while, in 2013, our net loss was reduced by the \$15.4 million in revenue related to the sale of the OSG claims.

At the end of the fourth quarter of 2013, our cash balance was \$126.1 million, compared to \$71.3 million at the end of fourth quarter 2012.

### The Private Placement

In November 2013, we sold approximately \$110 million of our equity to institutional investors pursuant to a private placement (the “Private Placement”). The equity included 13,400,000 shares of our common stock and 97,579 shares of a new series of our preferred stock, the Series B Participating Preferred Stock, par value \$0.01 per share (the “Series B Participating Preferred Stock”). The Private Placement generated net proceeds to us of approximately \$106.7 million (after placement agent expenses, but before other transaction expenses).

On January 20, 2014, our shareholders approved an amendment to our articles of incorporation to increase the authorized number of shares of our common stock to 150,000,000 shares (the “Amendment”). As a result of this approval and pursuant to the terms of the Series B Participating Preferred Stock, on February 4, 2014, each share of our Series B Participating Preferred Stock will mandatorily convert into 100 shares of our common stock (the

“Mandatory Conversion”).

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The terms of the Private Placement were governed by a Stock Purchase Agreement attached as Exhibit 10.1 to our Report on 6-K filed with the Commission on November 26, 2013, and it is incorporated by reference into this prospectus supplement.

### HHI Ship Construction Agreements

On December 2, 2013, we announced that we reached an agreement pursuant to two contracts with Hyundai Heavy Industries Co. Ltd. (“HHI”) for the construction of two VLCCs with a contract price of \$92.7 million each, including certain additions and upgrades to the standard specification. The vessels are 300,000 dwt and are expected to be delivered in July and September 2016, respectively. In addition, On January 8, 2014, we announced that we exercised an option to construct a third VLCC with HHI with a contract price of \$92.7 million, including certain additions and upgrades to the standard specification, pursuant to a third contract with HHI. We estimate that the remaining capital expenditures associated with the agreements with HHI will be approximately \$222.5 million of which we assume that \$139.0 million will be financed by bank debt. The agreements with HHI are attached as Exhibits 10.3, 10.4, 10.5 and 10.6 to the January 2014 6-K, and each of these agreements is incorporated by reference into this prospectus supplement.

### Ship Purchase Agreements

On January 22, 2014, we announced that we reached an agreement to acquire a VLCC built in 2006 from Gulf Eyadah Corporation for \$47.5 million and an agreement to acquire a VLCC built in 2007 from Gulf Sheba Shipping Ltd (together, with Gulf Eyadah Corporation, the “Gulf Companies”) for \$50.5 million. Both VLCCs will be delivered during February 2014. We have obtained a financing commitment to fund the acquisition of the VLCCs through a secured term loan facility (the “Term Loan Facility”) that will be between DNB Bank ASA, as lender, two special purpose companies (each a direct wholly owned subsidiary of us, and collectively, the “Borrowers”), and us, as guarantor. The Borrowers will be permitted to borrow up to \$100.0 million under the Term Loan Facility, split equally between two tranches, Tranche A and Tranche B. Borrowings under Tranche A will bear interest at a rate equal to a margin of 325 basis points plus LIBOR and will mature in March 2019. Borrowings under Tranche B will bear interest at a rate equal to a margin of 450 basis points plus LIBOR and will mature in May 2014, subject to earlier repayment in certain circumstances. The agreements with the Gulf Companies are attached as Exhibits 10.1 and 10.2 to the January 2014 6-K, and each of these agreements is incorporated by reference into this prospectus supplement.

### OSG Bankruptcy and Claims

In connection with the Chapter 11 bankruptcy filing by OSG and certain of its affiliates commenced on November 14, 2012, OSG subsequently rejected our two long-term Suezmax bareboat charters with the approval of the presiding bankruptcy court. We and certain of our affiliates filed claims against OSG and certain of its affiliates, including two subsidiaries of OSG, Dignity Chartering Corporation (“Dignity”) and Alpha Suezmax Corporation (“Alpha” and together with Dignity and OSG, the “Debtors”), for damages arising from the Debtors’ rejection of the bareboat charter agreements for the Overseas Newcastle (now known as the DHT Target) and Overseas London (now known as the DHT Trader), respectively, and against OSG on account of its guarantees of the obligations of Dignity and Alpha, respectively, under each of the respective bareboat charter agreements (collectively, the “Claims”). We and certain of our affiliates and OSG and certain of its affiliates have agreed to a total claims amount of \$46.0 million in full settlement of the Claims.



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We entered into Assignment of Claims Agreements with Citigroup on March 14, 2013 in connection with the Claims whereby Citigroup agreed to purchase the undivided 100% interest in our right and title and interest in the Claims. We received an aggregate initial payment of approximately \$6.9 million from Citigroup and in January 2014 received an additional and final payment of approximately \$8.5 million from Citigroup. Court approval with respect to the final payment was granted by the U.S. Bankruptcy Court in December 2013. As a result, we recorded the total aggregate amount of approximately \$15.4 million received from Citigroup as revenue in the fourth quarter 2013 financial statements.

Also, we and certain of our affiliates and OSG and certain of its affiliates have separately agreed to settle six further claims in the amount of \$3.4 million plus attorneys' fees filed by various of our affiliates against various affiliates of OSG, and OSG as guarantor of each claim on or about May 30, 2013, for a total claim amount of \$1.5 million in full settlement of such claims. These claims have not been assigned to a third party and the amount, timing and form of any recovery remain pending.

Mandatory Exchange

Pursuant to the Certificate of Designation of our previously outstanding Series A Participating Preferred Stock dated May 1, 2012, each share of our Series A Participating Preferred Stock automatically and without any action on the part of the respective holders thereof, was exchanged for 17 shares of our common stock on June 30, 2013.

Corporate Information

Our principal executive offices are located at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda and our telephone number at that address is +1 (441) 299-4912. Our website address is [www.dhtankers.com](http://www.dhtankers.com). The information on our website is not a part of this prospectus supplement. We own each of the vessels in our fleet through wholly-owned subsidiaries incorporated under the laws of the Republic of the Marshall Islands.

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The Offering

|  |  |
|--|--|
| Issuer   | DHT Holdings, Inc., a Marshall Islands corporation.  |
| Common Stock Offered in this Offering  | 30,300,000 shares.   |
| Common Stock to be Outstanding after this Offering   | 59,340,974 shares.   |
| Common Stock to be Outstanding after this Offering and after giving effect to the Mandatory Conversion | 69,098,874 shares.   |
| Use of Proceeds  | We estimate that the net proceeds from this offering, after deducting the placement agent fees and estimated expenses relating to this offering payable by us, will be approximately \$215.8 million. This amount is based on the public offering price of \$7.50. We plan to use the net proceeds from this offering to fund the expansion of our fleet, our pending vessel acquisitions and shipbuilding contracts and for other general corporate purposes. |
| Listing  | Shares of our common stock are listed on the New York Stock Exchange (the “NYSE”) under the symbol “DHT”.  |
| Tax Considerations   | You are urged to consult your own tax advisor regarding the specific tax consequences to you resulting from your acquisition, ownership and disposition of our common stock. See “Tax Considerations”.   |
| Transfer Agent and Registrar   | American Stock Transfer & Trust Company, LLC.  |
| Fees and Expenses  | We will pay all fees and expenses of the placement agents. You are responsible for paying any other commissions, fees, taxes or other expenses incurred in connection with the purchase of our common stock.   |
| Risk Factors   | Investing in our common stock involves a high degree of risk. You should carefully consider the risks described under “Risk Factors” beginning on page S-8 of this prospectus supplement, page 10 of the accompanying prospectus and “Item 3. Key Information—D. Risk Factors” beginning on page 7 of our 2012 Form 20-F for a discussion of factors you should carefully consider before deciding to invest in shares of our common stock.                    |

Unless we indicate otherwise, all information in this prospectus supplement is based on 29,040,974 shares of our common stock outstanding as of January 30, 2014, and excludes the 9,757,900 shares of our common stock that will be issued on February 4, 2014 pursuant to the Mandatory Conversion.

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Risk Factors

An investment in shares of our common stock involves a high degree of risk. You should carefully consider the risk factors below, those appearing under the heading “Risk Factors” in our 2012 Form 20-F, incorporated herein by reference, as well as the other information contained in this prospectus supplement, the accompanying prospectus and the other documents incorporated herein by reference, before making an investment in our common stock. Some of the risks relate principally to us and our business and the industry in which we operate. Other risks relate principally to the securities market and ownership of our shares. If any of the circumstances or events described below, in the 2012 Form 20-F, or elsewhere in this prospectus supplement actually arise or occur, our business, financial condition, results of operations and cash flows could be materially and adversely affected. In such a case, the market prices of our common stock could decline and you could lose all or part of your investment.

Risks Related to Our Business

You should read the section entitled “Item 3. Key Information—D. Risk Factors” in our 2012 Form 20-F, and similar sections in subsequent filings, which are incorporated by reference in this prospectus, for information on risks relating to our business.

Risks Related to Our Industry

You should read the section entitled “Item 3. Key Information—D. Risk Factors” in our 2012 Form 20-F, and similar sections in subsequent filings, which are incorporated by reference in this prospectus, for information on risks relating to our industry.

Risks Related to Our Capital Stock

You should read the section entitled “Item 3. Key Information—D. Risk Factors” in our 2012 Form 20-F, and similar sections in subsequent filings, which are incorporated by reference in this prospectus, for information on risks relating to our capital stock.

We have a large number of shares of common stock that are, or soon will be, available for resale.

In connection with our November 2013 equity offering, we issued 13,400,000 shares of our common stock and 97,579 shares of our Series B Participating Preferred Stock. On February 4, 2014, the shares of our Series B Participating Preferred Stock automatically will be exchanged for 9,757,900 shares of our common stock. The investors that purchased this equity have been subject to certain restrictions on resale of the equity. We expect that these restrictions on resale to terminate in the very near future. Consequently, over 23.0 million shares of our common stock are, or shortly will become, eligible for resale in the market. This may cause a sharp increase in the supply of our common stock in the market, which may have a material impact of the price at which our common stock trades.

Risks Related to Taxation

Certain adverse U.S. federal income tax consequences could arise for U.S. stockholders.

A non-U.S. corporation will be treated as a “passive foreign investment company” (a “PFIC”) for U.S. federal income tax purposes if either (i) at least 75% of its gross income for any taxable year consists of certain types of “passive income” or (ii) at least 50% of the average value of the corporation’s assets are “passive assets” or assets that produce or are held for the production of “passive income”. “Passive income” includes dividends, interest, gains from the sale or exchange of

investment property and rents and royalties other than rents and royalties which are received from unrelated parties in connection with the active conduct of a trade or business. For purposes of these tests, income derived from the performance of services does not constitute "passive income".

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We believe it is more likely than not that the gross income we derive or are deemed to derive from our time chartering activities is properly treated as services income, rather than rental income. Assuming this is correct, our income from our time chartering activities would not constitute “passive income”, and the assets we own and operate in connection with the production of that income would not constitute passive assets. Consequently, based on our actual and projected income, assets and activities, we believe that it is more likely than not that we are not currently a PFIC and will not become a PFIC in the foreseeable future.

There is substantial legal authority supporting the position that we are not a PFIC consisting of case law and U.S. Internal Revenue Service (the “IRS”) pronouncements concerning the characterization of income derived from time charters as services income for other tax purposes. Nonetheless, it should be noted that there is legal uncertainty in this regard because the U.S. Court of Appeals for the Fifth Circuit has held that, for purposes of a different set of rules under the U.S. Internal Revenue Code of 1986, as amended (the “Code”) income derived from certain time chartering activities should be treated as rental income rather than services income. However, the IRS has stated that it disagrees with the holding of this Fifth Circuit case, and that income derived from time chartering activities should be treated as services income. We have not sought, and we do not expect to seek, an IRS ruling on this matter. Accordingly, no assurance can be given that the IRS or a court of law will accept this position, and there is a risk that the IRS or a court of law could determine that we are a PFIC. No assurance can be given that this result will not occur. In addition, although we intend to conduct our affairs in a manner to avoid, to the extent possible, being classified as a PFIC with respect to any taxable year, no assurance can be given that the nature of our operations will not change in the future, or that we will be able to avoid PFIC status in the future.

If the IRS were to find that we are or have been a PFIC for any taxable year, our U.S. stockholders will face adverse U.S. federal income tax consequences. In particular, U.S. stockholders who are individuals would not be eligible for the maximum 20% preferential tax rate on qualified dividends. In addition, under the PFIC rules, unless U.S. stockholders make certain elections available under the Code, such stockholders would be liable to pay U.S. federal income tax at the then prevailing income tax rates on ordinary income upon the receipt of excess distributions and upon any gain from the disposition of our common stock, with interest payable on such tax liability as if the excess distribution or gain had been recognized ratably over the stockholder’s holding period of such stock. The maximum 20% preferential tax rate for individuals would not be available for this calculation.

Our operating income could fail to qualify for an exemption from U.S. federal income taxation, which will reduce our cash flow.

Under the Code, 50% of our gross income that is attributable to transportation that begins or ends, but that does not both begin and end, in the United States is characterized as U.S. source gross transportation income and is subject to a 4% U.S. federal income tax without allowance for any deductions, unless we qualify for exemption from such tax under Section 883 of the Code. Based on our review of the applicable Commission documents, we believe that we currently qualify for this statutory tax exemption and we will take this position for U.S. federal income tax return reporting purposes.

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However, there are factual circumstances that could cause us to lose the benefit of this tax exemption in the future, and there is a significant risk that those factual circumstances could arise in 2014 or future years. For instance, we might not qualify for this exemption if our common stock no longer represents more than 50% of the total combined voting power of all classes of our stock entitled to vote or of the total value of our outstanding stock. In addition, we might not qualify if holders of our common stock owning a 5% or greater interest in our stock were to collectively own 50% or more of the outstanding shares of our common stock on more than half the days during the taxable year. Finally, we may not qualify for the exemption under Section 883 of the Code after the conversion of certain of our Series B Participating Preferred Stock, and this conversion will happen in 2014.

If we are not entitled to this exemption for a taxable year, we would be subject in that year to a 4% U.S. federal income tax on our U.S. source gross transportation income. This could have a negative effect on our business and would result in decreased earnings available for distribution to our stockholders.

We may be subject to taxation in Norway, which could have a material adverse effect on our results of operations and would subject dividends paid by us to Norwegian withholding taxes.

If we were considered to be a resident of Norway or to have a permanent establishment in Norway, all or a part of our profits could be subject to Norwegian corporate tax. We operate in a manner so that we do not have a permanent establishment in Norway and so that we are not deemed to reside in Norway, including by having our principal place of business outside Norway. Material decisions regarding our business or affairs are made, and our board of directors meetings are held, outside Norway and generally at our principal place of business. However, because one of our directors resides in Norway and we have entered into a management agreement with our Norwegian subsidiary, DHT Management AS, the Norwegian tax authorities may contend that we are subject to Norwegian corporate tax. If the Norwegian tax authorities make such a contention, we could incur substantial legal costs defending our position and, if we were unsuccessful in our defense, our results of operations would be materially and adversely affected. In addition, if we are unsuccessful in our defense against such a contention, dividends paid to you would be subject to Norwegian withholding taxes.

The enactment of proposed legislation could affect whether dividends paid by us constitute “qualified dividend income” eligible for the preferential rates.

Legislation has been proposed in the U.S. Senate that would deny the preferential rates of U.S. federal income tax currently imposed on “qualified dividend income” with respect to dividends received from a non-U.S. corporation, unless the non-U.S. corporation either is eligible for benefits of a comprehensive income tax treaty with the United States or is created or organized under the laws of a foreign country which has a comprehensive income tax system. Because the Marshall Islands has not entered into a comprehensive income tax treaty with the United States and imposes only limited taxes on corporations organized under its laws, it is unlikely that we could satisfy either of these requirements. Consequently, if this legislation were enacted in its current form the preferential rates of U.S. federal income tax discussed in “Tax Considerations—U.S. Federal Income Tax Considerations—U.S. Federal Income Taxation of ‘U.S. Holders’—Distributions on our Common Stock” may no longer be applicable to dividends received from us. As of the date of this prospectus supplement, it is not possible to predict with certainty whether or in what form the proposed legislation will be enacted.

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Cautionary Statement Regarding Forward-Looking Statements

This prospectus supplement contains certain forward-looking statements and information relating to us that are based on beliefs of our management as well as assumptions made by us and information currently available to us. When used in this document, words such as “believe”, “intend”, “anticipate”, “estimate”, “project”, “forecast”, “plan”, “potential”, “should” and “expect” and similar expressions are intended to identify forward-looking statements, but are not the exclusive means of identifying such statements. These statements reflect our current views with respect to future events and are based on assumptions and subject to risks and uncertainties. Given these uncertainties, you should not place undue reliance on these forward-looking statements. We may also from time to time make forward-looking statements in our periodic reports that we will file with the Commission, other information sent to our security holders and other written materials. We caution that assumptions, expectations, projections, intentions and beliefs about future events may and often do vary from actual results and the differences can be material. The reasons for this include the risks, uncertainties and factors described under “Risk Factors” on page S-8 of this prospectus supplement, page 10 of the accompanying prospectus as well as those appearing under the heading “Item 3. Key Information—D. Risk Factors” in our 2012 Form 20-F.

These forward-looking statements represent our estimates and assumptions only as of the date of this prospectus supplement and are not intended to give any assurance as to future results. Factors that might cause results to differ include, but are not limited to, the following:

- future payments of dividends and the availability of cash for payment of dividends;
- future operating or financial results, including with respect to the amount of charter hire and freight revenue that we may receive from operating our vessels;
- statements about future, pending or recent acquisitions, business strategy, areas of possible expansion and expected capital spending or operating expenses;
- statements about tanker industry trends, including charter rates and vessel values and factors affecting vessel supply and demand;
- expectations about the availability of vessels to purchase, the time which it may take to construct new vessels or vessels’ useful lives;
  - expectations about the availability of insurance on commercially reasonable terms;
- our and our subsidiaries’ ability to comply with operating and financial covenants and to repay their debt under the secured credit facilities;
  - our ability to obtain additional financing and to obtain replacement charters for our vessels;
    - assumptions regarding interest rates;
  - changes in production of or demand for oil and petroleum products, either globally or in particular regions;
- greater than anticipated levels of new building orders or less than anticipated rates of scrapping of older vessels;
- changes in trading patterns for particular commodities significantly impacting overall tonnage requirements;

- changes in the rate of growth of the world and various regional economies;

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- risks incident to vessel operation, including discharge of pollutants; and
- unanticipated changes in laws and regulations.

We undertake no obligation to publicly update or revise any forward-looking statements contained in this prospectus supplement, whether as a result of new information, future events or otherwise, except as required by law. In light of these risks, uncertainties and assumptions, the forward-looking events discussed in this prospectus supplement might not occur, and our actual results could differ materially from those anticipated in these forward-looking statements.

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Use of Proceeds

We estimate that the net proceeds from this offering, after deducting the placement agent fees and estimated expenses relating to this offering payable by us, will be approximately \$215.8 million. This amount is based on the public offering price of \$7.50. We plan to use the net proceeds from this offering to fund the expansion of our fleet, our pending vessel acquisitions and shipbuilding contracts and for other general corporate purposes.

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## Market Price and Dividends on Common Stock

## Market Information

Our common stock is listed for trading on the NYSE and is traded under the symbol “DHT”. As of January 30, 2014, there were 29,040,974 shares of our common stock outstanding, not including the 9,757,900 shares to be issued upon the Mandatory Conversion of each outstanding share of our Series B Participating Preferred Stock into 100 shares of our common stock. See “Prospectus Supplement Summary—Recent Developments—The Private Placement”.

The following table sets forth, for the periods indicated, the high and low sales prices for our common stock, as reported on the NYSE composite transaction tape, and quarterly dividend paid per share of our common stock. The last reported sale price of our common stock on the NYSE on January 30, 2014 was \$8.41 per share.

In July 2012, we effected a 12-for-1 reverse stock split whereby each 12 shares of our common stock issued and outstanding as of close of trading on July 16, 2012, automatically and without any action on the part of the respective holders, was converted into one share of common stock (the “Reverse Stock Split”). The Reverse Stock Split affected all issued and outstanding shares of our common stock, as well as common stock underlying stock options and restricted stock awards outstanding prior to the effectiveness of the Reverse Stock Split. The following historical dividend information has been adjusted to account for the Reverse Stock Split.

|                               | Price Range |      | Dividend<br>per Share |
|-------------------------------|-------------|------|-----------------------|
|                               | High        | Low  |                       |
| Year ended December 31, 2012  |             |      |                       |
| First Quarter                 | 18.36       | 8.79 | 0.24                  |
| Second Quarter                | 12.00       | 7.20 | 0.24                  |
| Third Quarter                 | 8.46        | 5.36 | 0.02                  |
| Fourth Quarter                | 6.31        | 3.54 | 0.02                  |
| Year ending December 31, 2013 |             |      |                       |
| First Quarter                 | 4.90        | 4.01 | 0.02                  |
| Second Quarter                | 5.07        | 4.05 | 0.02                  |
| Third Quarter                 | 4.79        | 3.99 | 0.02                  |
| Fourth Quarter                | 6.95        | 4.36 | 0.02                  |
| Year ending December 31, 2014 |             |      |                       |
| First Quarter(1)              | 8.57        | 6.60 | —                     |

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|                     | Price Range |       |
|---------------------|-------------|-------|
|                     | High        | Low   |
| Year ended:         |             |       |
| December 31, 2009   | 84.60       | 40.20 |
| December 31, 2010   | 58.68       | 39.60 |
| December 31, 2011   | 62.28       | 7.92  |
| December 31, 2012   | 18.36       | 3.54  |
| December 31, 2013   | 6.95        | 3.99  |
| Month ended:        |             |       |
| July 31, 2013       | 4.79        | 4.15  |
| August 31, 2013     | 4.66        | 4.02  |
| September 30, 2013  | 4.54        | 3.99  |
| October 31, 2013    | 5.50        | 4.36  |
| November 30, 2013   | 5.74        | 4.97  |
| December 31, 2013   | 6.95        | 5.55  |
| January 31, 2014(1) | 8.57        | 6.60  |

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(1) For the period commencing January 1, 2014 through January 30, 2014.

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Dividend Policy

The following historical dividend information has been adjusted to account for the Reverse Stock Split. In January 2008, our board of directors approved a dividend policy to provide stockholders of record with an intended fixed quarterly dividend. Commencing with the first dividend payment attributable to the 2008 fiscal year, the dividend was \$3.00 per share. The dividends paid related to the four quarters of 2008 amounted to \$3.00, \$3.00, \$3.60 and \$3.60 per share, respectively. The dividend paid related to the first quarter of 2009 was \$3.00 per share. For the last three quarters related to 2009, we did not pay any dividend. For each of the four quarters related to 2010, we paid a dividend of \$1.20 per share. The dividends paid related to the four quarters of 2011 amounted to \$1.20, \$1.20, \$0.36 and \$0.36 per share, respectively. The dividends paid related to the four quarters of 2012 amounted to \$0.24, \$0.24, \$0.02 and \$0.02 per share, respectively. The dividends paid related to the four quarters of 2013 amounted to \$0.02, \$0.02, \$0.02 and \$0.02 per share, respectively.

The timing and amount of dividend payments will be determined by our board of directors and will depend on, among other things, our cash earnings, financial condition, cash requirements and other factors.

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Capitalization

The following table sets forth our capitalization on December 31, 2013, on:

- an actual basis;
- an as adjusted basis to give effect to the following:
  - (i) payments totaling \$18.5 million pursuant to the agreements with HHI paid by us on January 14, 2014;
  - (ii) payments totaling \$9.8 million pursuant to the agreements with the Gulf Companies paid by us on January 27, 2014; and
  - (iii) the effectiveness of the Amendment on January 20, 2014 authorizing an increase in the number of authorized shares of our common stock from 30,000,000 to 150,000,000; and
- an as further adjusted basis to give effective to the following:
  - (i) the Mandatory Conversion of each outstanding share of our Series B Participating Preferred Stock into 100 shares of our common stock on February 4, 2014; and
  - (ii) the issuance and sale of 30,300,000 shares of our common stock in this offering at the offering price of \$7.50 per share, after deducting the estimated offering expenses of \$1.2 million and placement agents' fees, resulting in net proceeds to us of approximately \$215.8 million.

See "Prospectus Supplement Summary—Recent Developments—The Private Placement" and "Use of Proceeds". Other than these adjustments, there have been no material changes in our capitalization between December 31, 2013 and the date of this prospectus.

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This table should be read in conjunction with our unaudited condensed consolidated financial statements as of and for the nine-months ended September 30, 2013 and the notes thereto as Exhibit 99.1 to the January 2014 6-K and incorporated herein by reference and our consolidated audited financial statements and the notes thereto in our 2012 Form 20-F and incorporated herein by reference. See “Where You Can Find Additional Information”.

| Dollars in thousands   | Actual     | As Adjusted | As Further Adjusted |
|--|------------|-------------|---------------------|
| Cash and cash equivalents  | \$ 126,065 | \$ 97,725   | \$ 313,543          |
| Total debt(1)  | 156,046    | 156,046     | 156,046             |
| Total long term liabilities  | 156,046    | 156,046     | 156,046             |
| Common stock, par value \$0.01 per share; 30,000,000 shares authorized and 29,040,974 shares issued and outstanding at December 31, 2013 on an actual historical basis; 150,000,000 shares authorized and 29,040,974 shares issued and outstanding on an as adjusted basis; and 150,000,000 shares authorized and 69,098,874 shares issued and outstanding on an as further adjusted basis | 290        | 290         | 691                 |
| Series B Participating Preferred Stock, par value \$0.01 per share; 1,000,000 shares authorized and 97,579 shares issued and outstanding at December 31, 2013 on an actual historical basis and an as adjusted basis; and 1,000,000 shares authorized and no shares issued or outstanding on an as further adjusted basis  | 1          | 1           | —                   |
| Additional paid-in capital   | 492,027    | 492,027     | 707,445             |
| Retained earnings/(deficit)  | (210,682 ) | (210,682 )  | (210,682 )          |
| Reserves   | 3,118      | 3,118       | 3,118               |
| Total stockholders' equity   | 284,754    | 284,754     | 500,572             |
| Total capitalization   | \$440,800  | \$440,800   | \$ 656,618          |

(1) All of our existing indebtedness is secured and guaranteed.

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Description of Capital Stock

The following is a description of the material terms of our amended and restated articles of incorporation and bylaws that are currently in effect. We refer you to our amended and restated articles of incorporation, a copy of which has been filed as Exhibit 3.1 to a Report on Form 6-K dated January 21, 2014, which is incorporated by reference into this prospectus supplement, and our amended and restated bylaws, a copy of which has been filed as Exhibit 3.1 to a Report on Form 6-K dated February 22, 2013, which is incorporated by reference into our 2012 Form 20-F.

Purpose

Our purpose, as stated in Article II of our amended and restated articles of incorporation, is to engage in any lawful act or activity for which corporations may now or hereafter be organized under the Business Corporations Act of the Marshall Islands (the “BCA”). Our amended and restated articles of incorporation and bylaws do not impose any limitations on the ownership rights of our stockholders.

Authorized Capitalization

Under our amended and restated articles of incorporation, our authorized capital stock consists of 150,000,000 shares of common stock, par value \$.01 per share, and 1,000,000 shares of preferred stock, par value \$.01 per share. As of the date of this prospectus supplement, we have outstanding 29,040,874 shares of common stock and 97,579 shares of Series B Participating Preferred Stock, and neither we nor our subsidiaries hold any shares of common stock or Series B Participating Preferred Stock in treasury.

Description of Common Stock

Each outstanding share of our common stock entitles the holder to one vote on all matters submitted to a vote of stockholders. Subject to preferences that may be applicable to any outstanding shares of preferred stock, holders of shares of common stock are entitled to receive ratably all dividends, if any, declared by our board of directors out of funds legally available for dividends. Upon our dissolution or liquidation or the sale of all or substantially all of our assets, after payment in full of all amounts required to be paid to creditors and to the holders of preferred stock having liquidation preferences, if any, the holders of our common stock will be entitled to receive pro rata our remaining assets available for distribution. Holders of our common stock do not have conversion, redemption or preemptive rights to subscribe to any of our securities. The rights, preferences and privileges of holders of our common stock are subject to the rights of the holders of any shares of preferred stock which we may issue in the future.

Description of Preferred Stock

Our amended and restated articles of incorporation authorize our board of directors to establish one or more series of preferred stock and to determine the terms of and rights attaching to such preferred stock, including with respect to, among other things, dividends, conversion, voting, redemption, liquidation, designation and the number of shares constituting any such series. The issuance of shares of preferred stock may have the effect of discouraging, delaying or preventing a change of control of us or the removal of our management. The issuance of shares of preferred stock with voting and conversion rights may adversely affect the voting power of the holders of shares of our common stock.

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### Series B Participating Preferred Stock

In connection with our Private Placement that closed in November 29, 2013, we designated and issued 97,579 shares of a new series of preferred stock, the Series B Participating Preferred Stock. Each share of Series B Participating Preferred Stock will mandatorily convert into 100 shares of our common stock on February 4, 2014. The terms of the Series B Participating Preferred Stock are governed by a Certificate of Designation attached as Exhibit 3.1 to our Report on 6-K filed with the Commission on December 2, 2013, and it is incorporated by reference into this prospectus supplement.

### Stockholder Meetings

Under our bylaws, annual stockholder meetings will be held at a time and place selected by our board of directors. The meetings may be held in or outside of the Marshall Islands. Special meetings may be called by stockholders holding not less than one-fifth of all the outstanding shares entitled to vote at such meeting. Our board of directors may set a record date between 15 and 60 days before the date of any meeting to determine the stockholders that will be eligible to receive notice and vote at the meeting.

### Dissenters' Rights of Appraisal and Payment

Under the BCA, our stockholders have the right to dissent from various corporate actions, including any merger or consolidation or sale of all or substantially all of our assets not made in the usual course of our business, and receive payment of the fair value of their shares. In the event of any further amendment of our amended and restated articles of incorporation, a stockholder also has the right to dissent and receive payment for his or her shares if the amendment alters certain rights in respect of those shares. The dissenting stockholder must follow the procedures set forth in the BCA to receive payment. In the event that we and any dissenting stockholder fail to agree on a price for the shares, the BCA procedures involve, among other things, the institution of proceedings in the high court of the Republic of the Marshall Islands or in any appropriate court in any jurisdiction in which our shares are primarily traded on a local or national securities exchange.

### Stockholders' Derivative Actions

Under the BCA, any of our stockholders may bring an action in our name to procure a judgment in our favor, also known as a derivative action, provided that the stockholder bringing the action is a holder of common stock both at the time the derivative action is commenced and at the time of the transaction to which the action relates.

### Limitations on Liability and Indemnification of Officers and Directors

The BCA authorizes corporations to limit or eliminate the personal liability of directors and officers to corporations and their stockholders for monetary damages for breaches of directors' fiduciary duties. Our bylaws include a provision that eliminates the personal liability of directors for monetary damages for actions taken as a director to the fullest extent permitted by law.

Our bylaws provide that we must indemnify our directors and officers to the fullest extent authorized by law. We are also expressly authorized to advance certain expenses (including attorneys' fees and disbursements and court costs) to our directors and officers and carry directors' and officers' insurance providing indemnification for our directors, officers and certain employees for some liabilities. We believe that these indemnification provisions and insurance are useful to attract and retain qualified directors and executive officers.

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The limitation of liability and indemnification provisions in our amended and restated articles of incorporation and bylaws may discourage stockholders from bringing a lawsuit against directors for breach of their fiduciary duty. These provisions may also have the effect of reducing the likelihood of derivative litigation against directors and officers, even though such an action, if successful, might otherwise benefit us and our stockholders. In addition, your investment may be adversely affected to the extent we pay the costs of settlement and damage awards against directors and officers pursuant to these indemnification provisions.

There is currently no pending material litigation or proceeding involving any of our directors, officers or employees for which indemnification is sought.

Insofar as indemnification for liabilities arising under the Securities Act of 1933, as amended (the “Securities Act”), may be permitted to directors, officers or persons controlling the registrant pursuant to the foregoing provisions, the registrant has been informed that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

### Anti-Takeover Effect of Certain Provisions of our Amended and Restated Articles of Incorporation and Bylaws

Several provisions of our amended and restated articles of incorporation and bylaws, which are summarized below, may have anti-takeover effects. These provisions are intended to avoid costly takeover battles, lessen our vulnerability to a hostile change of control and enhance the ability of our board of directors to maximize stockholder value in connection with any unsolicited offer to acquire us. However, these anti-takeover provisions, which are summarized below, could also discourage, delay or prevent (1) the merger or acquisition of our company by means of a tender offer, a proxy contest or otherwise that a stockholder may consider in its best interest and (2) the removal of incumbent officers and directors.

### Issuance of Capital Stock

Under the terms of our amended and restated articles of incorporation and the laws of the Republic of the Marshall Islands, our board of directors has authority, without any further vote or action by our stockholders, to issue any remaining authorized shares of blank check preferred stock and any remaining authorized shares of our common stock. Our board of directors may issue shares of preferred stock on terms calculated to discourage, delay or prevent a change of control of our company or the removal of our management.

### Classified Board of Directors

Our amended and restated articles of incorporation provide for the division of our board of directors into three classes of directors, with each class as nearly equal in number as possible, serving staggered, three year terms. Approximately one-third of our board of directors will be elected each year. This classified board provision could discourage a third party from making a tender offer for our shares or attempting to obtain control of us. It could also delay stockholders who do not agree with the policies of our board of directors from removing a majority of our board of directors for two years.

### Election and Removal of Directors

Our amended and restated articles of incorporation prohibit cumulative voting in the election of directors. Our bylaws require parties other than the board of directors to give advance written notice of nominations for the election of directors. Our articles of incorporation also provide that our directors may be removed only for cause and only upon the affirmative vote of a majority of the outstanding shares of our capital stock entitled to vote for those directors.

These provisions may discourage, delay or prevent the removal of incumbent officers and directors.

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Our bylaws provide that stockholders are required to give us advance notice of any person they wish to propose for election as a director if that person is not proposed by our board of directors. These advance notice provisions provide that the stockholder must have given written notice of such proposal not less than 90 days nor more than 120 days prior to the anniversary date of the immediately preceding annual general meeting. In the event the annual general meeting is called for a date that is not within 30 days before or after such anniversary date, notice by the stockholder must be given not later than 10 days following the earlier of the date on which notice of the annual general meeting was mailed to stockholders or the date on which public disclosure of the date of the annual general meeting was made.

In the case of a special general meeting called for the purpose of electing directors, notice by the stockholder must be given not later than 10 days following the earlier of the date on which notice of the special general meeting was mailed to stockholders or the date on which public disclosure of the date of the special general meeting was made. Any nomination not properly made will be disregarded.

A director may be removed only for cause by the stockholders, provided notice is given to the director of the stockholders meeting convened to remove the director and provided such removal is approved by the affirmative vote of a majority of the outstanding shares of our capital stock entitled to vote for those directors. The notice must contain a statement of the intention to remove the director and must be served on the director not less than fourteen days before the meeting. The director is entitled to attend the meeting and be heard on the motion for his removal.

### Limited Actions By Stockholders

Our amended and restated articles of incorporation and our bylaws provide that any action required or permitted to be taken by our stockholders must be effected at an annual or special meeting of stockholders or by the unanimous written consent of our stockholders. Our amended and restated articles of incorporation and our bylaws provide that, subject to certain exceptions, our chairman or chief executive officer, at the direction of the board of directors or holders of not less than one-fifth of all outstanding shares may call special meetings of our stockholders and the business transacted at the special meeting is limited to the purposes stated in the notice. Accordingly, a stockholder may be prevented from calling a special meeting for stockholder consideration of a proposal over the opposition of our board of directors and stockholder consideration of a proposal may be delayed until the next annual meeting.

### Transfer Agent

The registrar and transfer agent for our common stock is American Stock Transfer & Trust Company LLC.

### Listing

Our common stock is listed on the NYSE under the symbol "DHT".

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## Security Ownership of Certain Beneficial Owners and Management

The following tables set forth information with respect to the beneficial ownership of our common stock as of January 30, 2014, by:

- each person who is known by us to beneficially own 5% or more of any class of our outstanding shares of common stock or Series B Participating Preferred Stock;
- each member of our board of directors who beneficially owns any class of shares of our common stock or Series B Participating Preferred Stock;
- each of our executive officers; and
- all members of our board of directors and our executive officers as a group.

Beneficial ownership is determined in accordance with the Commission rules and includes voting or investment power with respect to the securities. Unless otherwise indicated and subject to applicable community property laws, to our knowledge, each shareholder named in the following table possesses sole voting and investment power over the shares listed, except for those jointly owned with that person's spouse.

Unless otherwise indicated, the address for all beneficial owners is c/o DHT Holdings, Inc., Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda. At the close of business on January 30, 2014, there were 29,040,974 shares of common stock outstanding, and 97,579 shares of the Series B Participating Preferred Stock outstanding. Unless otherwise indicated, this table does not give effect to any changes that may result from this offering or the Mandatory Conversion.

|   | Number of<br>Shares of<br>Common<br>Stock | Percentage<br>of<br>Shares<br>of<br>Common<br>Stock |   | Number<br>of<br>Shares<br>of<br>Series B<br>Participating<br>Preferred<br>Stock | Percentage<br>of<br>Shares<br>of<br>Series B<br>Participating<br>Preferred<br>Stock |   | Percentage<br>of Total<br>Voting<br>Securities<br>(a) |   |  |
|---|---|---|---|---|---|---|---|---|--|
| Persons owning more than 5% of a class of our equity securities       |   |   |   |   |   |   |   |   |  |
| Anchorage Capital Group, L.L.C. (1)                                   | 4,972,058                                 | 17.1  | % | 2,105   | 2.2   | % | 13.4  | % |  |
| Claren Road Credit Master Fund, Ltd. (2)                              | 2,026,000                                 | 7.0   | % | 14,745  | 15.1  | % | 9.0   | % |  |
| Tufton Oceanic (Isle of Man) Limited (3)                              | 1,827,000                                 | 6.3   | % | 13,305  | 13.6  | % | 8.1   | % |  |
| Canyon Capital Advisors LLC (4)                                       | 1,827,000                                 | 6.3   | % | 13,305  | 13.6  | % | 8.1   | % |  |
| DNB Asset Management (5)  | 1,461,000                                 | 5.0   | % | 10,640  | 10.9  | % | 6.5   | % |  |
| Warwick European Distressed & Special Situations Credit Fund L.P. (6) |   |   |   |   |   |   |   |   |  |
| QVT Financial LP (7)  | 1,218,000                                 | 4.2   | % | 8,870   | 9.1   | % | 5.4   | % |  |
| KLP Alfa Global Energi (8)  | 730,000                                   | 2.5   | % | 5,326   | 5.5   | % |   |   |  |