OMI CORP/M I
Form SC TO-T/A
June 06, 2007

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE TO
(Amendment No. 6)
TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934
OMI CORPORATION
(Name of subject company (Issuer))
TEEKAY CORPORATION
TEEKAY ACQUISITION HOLDINGS LLC
OMAHA, INC.
AKTIESELSKABET DAMPSKIBSSELSKABET TORM
(Names of Filing Persons (Offerors))

Common Stock, par value $0.50 per share (including the associated preferred stock purchase rights)	**Y6476W104**
(Title of classes of securities)	**(CUSIP number of common stock)**

Francelyn Bethel **Teekay Corporation** **Bayside House, Bayside Executive Park** **West Bay Street & Blake Road, P.O. Box** **AP 59212** **Nassau, Bahamas** **Telephone: (242) 502-8880**	**Klaus Kjærulff** **Aktieselskabet Dampskibsselskabet TORM** **Turborg Havnevej 18** **DK 2900 Hellerup** **Denmark** **Telephone: +45 39 17 92 00**

(Name, address, and telephone number of person authorized to receive notices and communications on behalf of Filing Persons)

Copies to:

David S. Matheson, Esq. **Gwyneth E. McAlpine, Esq.** **Perkins Coie LLP** **1120 N.W. Couch Street** **Tenth Floor** **Portland, Oregon 97209-4128** **Telephone: (503) 727-2000**	**John M. Reiss, Esq.** **Oliver C. Brahmst, Esq.** **White & Case LLP** **1155 Avenue of the Americas** **New York, New York 10036** **Telephone: (212) 819-8200**

CALCULATION OF FILING FEE

Transaction Valuation (1)	**Amount of Filing Fee (2)**
$1,814,140,575	$55,694.12

(1) Estimated for purposes of calculating the filing fee only. The transaction valuation was calculated

based on the offer to purchase all of the outstanding shares of common stock of OMI Corporation at a purchase price equal to $29.25 per share and 62,021,900 shares issued and outstanding (including 2,415,610 restricted shares and outstanding options with respect to 37,000 shares).

(2) The amount of filing fee, calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, is calculated by multiplying the transaction valuation by 0.0000307.

o Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

Amount Previously Paid:	$55,694.12	Filing Party:	Teekay Corporation, Teekay Acquisition Holdings, LLC, Omaha, Inc. and A/S Dampskibsselskabet TORM
Form of Registration No.:	Schedule TO	Date Filed:	April 27, 2007

o Check the box if the filing relates solely to preliminary communications made before the commencement of the tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- þ third party tender offer subject to Rule 14d-1
- o issuer tender offer subject to Rule 13e-4
- o going private transaction subject to Rule 13e-3
- o amendment to Schedule 13D under Rule 13d-2

Check the following box if the filing is a final amendment reporting the results of the tender offer: þ

This Amendment No. 6 to the Tender Offer Statement on Schedule TO (this Amendment), filed with the Securities and Exchange Commission (the SEC) on June 6, 2007, amends and supplements the Tender Offer Statement on Schedule TO filed on April 27, 2007 (as previously amended, the Schedule TO) by (i) Omaha, Inc., a corporation organized under the laws of the Republic of The Marshall Islands (the Purchaser) and a jointly owned subsidiary of Teekay Corporation (Teekay), through its wholly owned subsidiary Teekay Acquisition Holdings LLC (Teekay Acquisition Holdings), and A/S Dampskibsselskabet TORM (TORM), (ii) Teekay, (iii) Teekay Acquisition Holdings, and (iv) TORM. The Schedule TO relates to the offer by the Purchaser to purchase all outstanding shares of common stock, par value $0.50 per share (the Common Stock), including the associated preferred stock purchase rights issued pursuant to the Rights Agreement dated November 19, 1998, as amended, between the Company and American Stock Transfer and Trust Company, as Rights Agent thereunder (the Rights and, together with the shares of Common Stock, the Shares), of OMI Corporation, a corporation organized under the laws of the Republic of The Marshall Islands (the Company), at a purchase price of $29.25 per Share, net to the seller in cash, without interest thereon, less any required withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase dated April 27, 2007 (the Offer to Purchase) and the related Letter of Transmittal, copies of which are attached to the Schedule TO as Exhibits (a)(1)(i) and (a)(1)(ii), respectively (which, together with any amendments or supplements thereto, collectively constitute the Offer). Capitalized terms used and not defined herein shall have the meanings assigned such terms in the Offer to Purchase.

The information in the Offer to Purchase and the related Letter of Transmittal is incorporated into this Amendment by reference to all of the applicable items in the Schedule TO, except that such information is hereby amended and supplemented to the extent specifically provided herein.

Items 8 and 11. Interest in Securities of the Subject Company; Additional Information

Items 8 and 11 of the Schedule TO are hereby amended and supplemented by adding the following text thereto:

On June 6, 2007, Teekay and TORM announced that the subsequent offering period of the Offer expired at 5:00 p.m., New York City time, on Tuesday, June 5, 2007, and the Purchaser has accepted for payment all of the additional Shares that had been validly tendered during the subsequent offering period. Approximately 3,248,506 additional Shares, representing approximately 5.45% of the outstanding Shares, were tendered during the subsequent offering period. Following the purchase of these Shares, the Purchaser beneficially owns a total of approximately 53,207,143 Shares (excluding Shares that had previously been tendered pursuant to guaranteed delivery procedures and that were not actually delivered), representing approximately 89.32% of the outstanding Shares.

The full text of the press release issued by Teekay and TORM and announcing the completion of the tender offer is attached hereto as Exhibit (a)(5)(vii) and is incorporated herein by reference.

Items 12. Exhibits

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibits:

(a)(5)(vii) Joint Press Release issued by Teekay and TORM on June 6, 2007

After due inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

TEEKAY CORPORATION

By: */s/ Bjorn Moller*
Name: Bjorn Moller
Title: President and Chief Executive Officer

A/S DAMPSKIBSSELSKABET TORM

By: */s/ Klaus Kjærulff*
Name: Klaus Kjærulff
Title: Chief Executive Officer

TEEKAY ACQUISITION HOLDINGS LLC

By: */s/ Bjorn Moller*
Name: Bjorn Moller
Title: President and Chief Executive Officer of Teekay Corporation, its sole member

OMAHA, INC.

By: */s/ Bjorn Moller*
Name: Bjorn Moller
Title: Director

By: */s/ Jesper Holmark*
Name: Jesper Holmark
Title: Director

Dated: June 6, 2007