

APOLLO SPECIAL OPPORTUNITIES MANAGED ACCOUNT LP  
 Form 4  
 November 17, 2016

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Apollo Management Holdings GP, LLC

2. Issuer Name and Ticker or Trading Symbol  
 GENCO SHIPPING & TRADING LTD [GNK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 11/15/2016

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  
 10% Owner  
 \_\_\_\_ Other (specify below)

9 W. 57TH STREET, 43RD FLOOR

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 \_\_\_\_ Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

NEW YORK, NY 10019

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Code V Amount (D) Price   |  |                                   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3)                                    | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>Number<br>Shares |
|---|------------------------------------|------------------|------------|--|------|---|-----|-----|---------------------|--------------------|-----------------|----------------------------|
| Series A<br>Convertible<br>Preferred<br>Stock | (1)                                | 11/15/2016       | P          | 1,024,054  |      |   |     |     | (1)                 | (1)                | Common<br>Stock | 1,024,                     |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Apollo Management Holdings GP, LLC<br>9 W. 57TH STREET<br>43RD FLOOR<br>NEW YORK, NY 10019 |               | X         |         |       |
| Apollo Management Holdings, L.P.<br>9 W. 57TH STREET<br>NEW YORK, NY 10019                 |               | X         |         |       |
| Apollo Capital Management GP, LLC<br>9 WEST 57TH STREET<br>NEW YORK, NY 10019              |               | X         |         |       |
| Apollo Capital Management, L.P.<br>9 WEST 57TH STREET<br>NEW YORK, NY 10019                |               | X         |         |       |
| Apollo Principal Holdings II, L.P.<br>9 W. 57TH STREET<br>43RD FLOOR<br>NEW YORK, NY 10019 |               | X         |         |       |
| Apollo Principal Holdings II GP, LLC<br>9 W. 57TH ST.<br>43RD FLOOR<br>NEW YORK, NY 10019  |               | X         |         |       |
| Apollo SVF Management GP, LLC<br>9 WEST 57TH STREET<br>NEW YORK, NY 10019                  |               | X         |         |       |
| Apollo SVF Management, L.P.<br>TWO MANHATTANVILLE ROAD<br>PURCHASE, NY 10577               |               | X         |         |       |
| APOLLO SPECIAL OPPORTUNITIES MANAGED ACCOUNT LP<br>ONE MANHATTANVILLE ROAD<br>SUITE 201    |               | X         |         |       |

PURCHASE, NY 10577

## Signatures

see signatures attached as

Exhibit 99.2

11/17/2016

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The Series A Convertible Preferred Stock ("Preferred Shares") will be automatically converted into shares of the Issuer's common stock ("Common Stock") upon the approval of the Issuer's stockholders, at an initial ratio of one share of Common Stock for each Preferred

(1) Share, subject to adjustment pursuant to certain anti-dilution provisions. The Issuer has committed to take all action necessary to hold a special meeting of its stockholders to seek stockholder approval of the conversion within 60 days of the closing under the purchase agreement pursuant to which the Preferred Shares were issued.

(2) See Exhibit 99.1.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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