Scorpio Tankers Inc. Form SC 13G/A February 13, 2012

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934 (Amendment No. 1)*

Scorpio Tankers Inc. (Name of Issuer)

Common Stock (Title of Class of Securities)

Y7542C106 (CUSIP Number)

December 31, 2011 (Date of Event Which Requires Filing of this Statement)

Check the appropriate	box to de	esignate th	ne rule j	pursuant i	to which	this S	Schedule	is t	iled:

[] Rule 13d-1(b) [X] Rule 13d-1(c) [] Rule 13d-1(d)

*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 the disclosures provided in a prior cover page.

The information required in 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. Y7542C106

1.	Names of Reporting Person	Kensico Capita	l Management Corporation	
		13-4079277		
	I.R.S. Identification Nos. of			
	Above Persons (entities only)		
2.	Check the Appropriate Box	(a) []		
	if a Member of a Group	(b) []		
3.	SEC Use Only			
4.	Citizenship or Place	Delaware		
	of Organization			
Number of		5.	Sole Voting	-0-
Shares Beneficial	ly		Power	
Owned by Each		6.	Shared Voting	
Reporting Person			Power	3,515,150
With		7.	Sole Dispositive	-0-
			Power	
		8.	Shared Dispositive Power	
				3,515,150
9.	Aggregate Amount			
	Beneficially Owned by Each			
	Reporting Person	3,515,150		
10.	Check Box if the Aggregate			
	Amount in Row (9) Excludes	S		
	Certain Shares	[]		
11.	Percent of Class Represented			
	by Amount in Row (9)	9.2%		
12.	Type of Reporting Person	CO		

CUSIP NO. Y7542C106

I.R.S. Identification Nos. of Above Persons (entities only) 2. Check the Appropriate Box (a) [] if a Member of a Group (b) [] 3. SEC Use Only 4. Citizenship or Place of Organization Number of Shares Beneficially Owned by Each Reporting Person With Power 9. Aggregate Amount Beneficially Owned by Each Reporting Person 9. Aggregate Amount Beneficially Owned by Each Reporting Person 10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares Certain Shares [] 11. Percent of Class Represented by Amount in Row (9) 9.2% 12. Type of Reporting Person In NHC	1.	Names of Reporting Person	Michael B. Low	venstein	
2. Check the Appropriate Box if a Member of a Group if a Member of a Group if a Member of a Group 4. (b) [] 3. SEC Use Only 4. Citizenship or Place of Organization United States of Organization Number of Organization Sole Voting -0- Shared Voting Reporting Person 7. Sole Dispositive Power -0- With 7. Sole Dispositive Power -0- Power 8. Shared Dispositive Power 3,515,150 9. Aggregate Amount Beneficially Owned by Each Reporting Person 3,515,150 10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares [] 11. Percent of Class Represented by Amount in Row (9) 9.2%)		
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8. Shared Dispositive Power 3,515,150 9. Aggregate Amount Beneficially Owned by Each Reporting Person 3,515,150 10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares [] 11. Percent of Class Represented by Amount in Row (9) 9.2%	With		7.	Sole Dispositive	-0-
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Beneficially Owned by Each Reporting Person 3,515,150 10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares [] 11. Percent of Class Represented by Amount in Row (9) 9.2%					3,515,150
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10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares [] 11. Percent of Class Represented by Amount in Row (9) 9.2%		Beneficially Owned by Each			
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Certain Shares [] 11. Percent of Class Represented by Amount in Row (9) 9.2%	10.				
Percent of Class Represented by Amount in Row (9) 9.2%					
by Amount in Row (9) 9.2%					
·	11.	_			
12. Type of Reporting Person IN, HC		•			
	12.	Type of Reporting Person	IN, HC		

CUSIP NO. Y7542C106

I.R.S. Identification Nos. of Above Persons (entities only) 2. Check the Appropriate Box (a) [] if a Member of a Group (b) []	1.	Names of Reporting Person	Thomas J. Cole	man	
Above Persons (entities only) 2. Check the Appropriate Box (a) []					
2. Check the Appropriate Box (a) []		I.R.S. Identification Nos. of			
		Above Persons (entities only))		
if a Member of a Group (b) []	2.	Check the Appropriate Box	(a) []		
in a intermed of a Group (b) []		if a Member of a Group	(b) []		
3. SEC Use Only	3.	SEC Use Only			
4. Citizenship or Place United States	4.	Citizenship or Place	United States		
of Organization		of Organization			
Number of 5. Sole Voting -0-			5.	Sole Voting	-0-
Shares Beneficially Power		ly		= + +=	
Owned by Each 6. Shared Voting	<u>*</u>		6.	<u>e</u>	
Reporting Person Power 3,515,150					3,515,150
With 7. Sole Dispositive -0-	With		7.		-0-
Power				= + +=	
8. Shared Dispositive Power			8.	Shared Dispositive Power	
3,515,150	_				3,515,150
9. Aggregate Amount	9.				
Beneficially Owned by Each		•			
Reporting Person 3,515,150	10		3,515,150		
10. Check Box if the Aggregate	10.				
Amount in Row (9) Excludes					
Certain Shares []	1.1				
11. Percent of Class Represented	11.	_			
by Amount in Row (9) 9.2%	10	· ·			
12. Type of Reporting Person IN, HC	12.	Type of Reporting Person	IN, HC		

CUSIP NO. Y7542C106

Amendment No. 1 to Schedule 13G

Reference is hereby made to the statement on Schedule 13G filed with the Securities and Exchange Commission (the "Commission") on behalf of the Reporting Persons on November 24, 2010 (the "Schedule 13G"). Terms defined in the Schedule 13G are used herein as so defined.

The following items of the Schedule 13G are hereby amended and restated as follows:

Item 4. Ownership.

For each Reporting Person:

(a) Amount beneficially owned:

Each of Kensico Capital Management, Mr. Lowenstein and Mr. Coleman may be deemed to beneficially own the 3,515,150 shares of Common Stock held for the accounts of the Funds as of December 31, 2011. Of such 3,515,150 shares of Common Stock, Kensico Partners directly beneficially owns 810,894 shares of Common Stock, Kensico Associates directly beneficially owns 1,232,929 shares of Common Stock, Kensico Offshore directly beneficially owns 1,013,027 shares of Common Stock, and Kensico Offshore II directly beneficially owns 458,300 shares of Common Stock.

(b) Percent of class:

9.2%

This percentage is based on 38,345,394 shares of Common Stock issued and outstanding as of December 7, 2011, as reported in the Issuer's Report of Foreign Issuer on Form 6-K filed with the Commission on December 7, 2011.

- (c) Number of shares to which each Reporting Person has:
- (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 3,515,150
- (iii) Sole power to dispose or to direct the disposition of: -0-
- (iv) Shared power to dispose of or direct the disposition of: 3,515,150

CUSIP NO. Y7542C106

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 13, 2012

KENSICO CAPITAL MANAGEMENT CORPORATION

By: /s/ Michael B. Lowenstein

Michael B. Lowenstein, Authorized Signatory

Name/Title

MICHAEL B. LOWENSTEIN

/s/ Michael B. Lowenstein

THOMAS J. COLEMAN

/s/ Thomas J. Coleman