

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

**Form S-8**  
REGISTRATION STATEMENT  
Under  
THE SECURITIES ACT OF 1933

**DHT HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

**Republic of the Marshall Islands**  
(State or other jurisdiction  
of incorporation or organization)

N/A  
(I.R.S. Employer Identification No.)

26 New Street  
St. Helier, Jersey JE2 3RA  
Channel Islands  
(Address of Principal Executive Offices)

**2005 Incentive Compensation Plan**  
(Full Title of the plan)

**C T Corporation**  
111 Eighth Avenue  
New York, New York 10011  
(212) 550-9100  
(Name, address and telephone number, including area code, of agent for service)

*Copies to:*  
**Erik R. Tavzel, Esq.**  
**Cravath, Swaine & Moore LLP**  
Worldwide Plaza  
825 Eighth Avenue  
New York, NY 10019  
(212) 474-1000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a small reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
Non-accelerated filer  Smaller reporting company   
(Do not check if a smaller reporting company)

**CALCULATION OF REGISTRATION FEE**

Title of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share(2)	Proposed maximum aggregate offering price(2)	Amount of registration fee(3)
Common Stock, par value \$.01 per share	300,000	\$4.19	\$1,257,000	\$89.62

(1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall include any additional shares of common stock that become issuable as a result of any stock split, stock dividend, recapitalization or other similar transaction that results in an increase in the number of the outstanding shares of the common stock of DHT Holdings, Inc. (the "Company").

(2) Pursuant to Rule 457(h)(1) and Rule 457(c) under the Securities Act, the offering price is estimated solely for the purpose of calculating the registration fee. The proposed maximum offering price per share is estimated to be \$4.19, based on the average of the high and low sales prices per share of the Company's common stock as reported on The New York Stock Exchange composite transaction tape on June 17, 2010.

(3) Pursuant to General Instruction E to Form S-8, a filing fee is only being paid with respect to the registration of additional securities under the Company's 2005 Incentive Compensation Plan (the "Plan"). A Registration Statement on Form S-8 has been filed previously on April 1, 2010 (File No. 333-165851) covering 700,000 shares of the Company's common stock reserved for issuance pursuant to awards granted under the Plan.

## EXPLANATORY STATEMENT

This Registration Statement is filed pursuant to General Instruction E to Form S-8. The contents of the Registration Statement on Form S-8 previously filed on April 1, 2010 (File No. 333-165851) are incorporated herein by reference and made a part hereof.

This Registration Statement on Form S-8 is filed by DHT Holdings, Inc. (the "Company") to register an additional 300,000 shares of the Company's common stock, par value \$0.01 per share, which may be awarded under the Company's 2005 Incentive Compensation Plan, as amended.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8, has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Oslo, Country of Norway, on June 18, 2010.

DHT Holdings, Inc.

By: /s/ Eirik Ubøe

Name: Eirik Ubøe

Title: Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
* _____ Randee Day	Acting Chief Executive Officer and Director (Principal Executive Officer)	June 18, 2010
* _____ Eirik Ubøe	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	June 18, 2010
* _____ Erik Lind	Chairman and Director	June 18, 2010
* _____ Rolf Wikborg	Director	June 18, 2010
* _____ Einar Michael Steimler	Director	June 18, 2010
* _____ Deborah Diaz CT Corporation	Authorized Representative in the United States	June 18, 2010
* _____ /s/ Eirik Ubøe		
*By: Eirik Ubøe Attorney-in-Fact		

## EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
10.1*	2005 Incentive Compensation Plan
10.2**	Amendment to the 2005 Incentive Compensation Plan
10.3	Second Amendment to the 2005 Incentive Compensation Plan
23.1	Consent of Ernst & Young AS

\* Incorporated herein by reference from the Company's Registration Statement on Form F-1 filed on September 21, 2005 (File No. 333-128460)

\*\* Incorporated herein by reference from the Company's Registration Statement on Form S-8 filed on October 9, 2009 (File No. 333-162416)

**SECOND AMENDMENT TO THE DHT HOLDINGS, INC.  
2005 INCENTIVE COMPENSATION PLAN**

This Amendment ("Amendment") to the DHT Holdings, Inc. 2005 Incentive Compensation Plan (the "Plan") is effective as of June 18, 2010.

WHEREAS, in accordance with Section 7(a) of the Plan, the board of directors (the "Board") of DHT Holdings, Inc. (the "Company") may, subject to the approval of the stockholders of the Company, amend the Plan to increase the maximum number of Shares with respect to which Awards may be granted under the Plan and to increase the maximum number of Shares with respect to which Awards may be granted to any Participant in any fiscal year of the Company;

WHEREAS, the Board adopted resolutions on May 11, 2010 approving, subject to the approval of the stockholders of the Company, a proposal to increase the number of Shares available for Awards under the Plan from 700,000 to 1,000,000 and to increase the maximum number of Shares with respect to which Awards may be granted to any Participant in the Plan in any fiscal year of the Company from 100,000 to 150,000 (the "Proposal");

WHEREAS, on June 17, 2010, in accordance with § 71(3) of the Business Corporations Act of the Republic of the Marshall Islands and Section 2.08 of the Bylaws of the Company, the stockholders of the Company approved the Proposal by the affirmative vote of a majority of the shares of the Company's common stock represented at the annual meeting of stockholders of the Company;

**NOW, THEREFORE**, the Plan is hereby amended as follows:

1. Amendments. (a) The first sentence of Section 4(a) of the Plan is hereby amended and restated in its entirety as follows:

"Subject to adjustment as provided in Section 4(b), (i) the aggregate number of Shares that may be delivered pursuant to Awards granted under the Plan shall be 1,000,000, of which the maximum number of Shares that may be delivered pursuant to Incentive Stock Options granted under the Plan shall be 150,000 and (ii) the maximum number of Shares with respect to which Awards may be granted to any Participant in any fiscal year of the Company shall be 150,000."

(b) Upon execution of this Amendment, the Plan shall be deemed to be amended and modified accordingly, and all references to the Plan in such document shall be read to include the Plan as amended and modified by this Amendment.

2. The Plan. Except as specifically amended hereby, all of the terms and other provisions of the Plan are hereby ratified and confirmed and shall continue to be in full force and effect in accordance with their respective terms on the date hereof. Capitalized terms used but not defined in this Amendment shall have the meanings assigned to them in the Plan.

3. Headings. The headings contained in this Amendment are for reference purposes only and shall not affect in any way the meaning or interpretation of this Amendment.
-

IN WITNESS WHEREOF, the undersigned, a duly authorized officer of the Company, has executed this amendment as of the date first written above.

by /s/ Eirik Ubøe  
Name: Eirik Ubøe  
Title: Chief Financial Officer

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement on Form S-8 pertaining to the 2005 Incentive Compensation Plan of DHT Holdings, Inc. of our reports dated March 25, 2010, with respect to the consolidated financial statements of DHT Maritime, Inc. included in its Annual Report (Form 20-F) for the year ended December 31, 2009, and the effectiveness of internal control over financial reporting of DHT Maritime, Inc. filed with the Securities and Exchange Commission.

/s/ Ernst & Young AS

Ernst & Young AS  
Oslo, Norway  
June 18, 2010