

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.)

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda
(Address of Principal Executive Offices)

2012 Incentive Compensation Plan
(Full Title of the plan)

C T Corporation System
111 Eighth Avenue
New York, New York 10011
(212) 550-9070
(Name, address and telephone number, including area code, of agent for service)

Copies to:
Erik R. Tavzel, Esq.
Cravath, Swaine & Moore LLP
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	620,000	\$4.20	\$2,604,000	\$355.19

(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 \$4.20, 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 August 15, 2013.

(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 2012 Incentive Compensation Plan, as amended (the "Plan"). A Registration Statement on Form S-8 has been filed previously on August 31, 2012 (File No. 333-183687) covering 455,000 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 August 31, 2012 (File No. 333-183687) 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 620,000 shares of the Company's common stock, par value \$0.01 per share, which may be awarded under the Company's 2012 Incentive Compensation Plan, as amended.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended (the "Securities Act"), the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and 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 August 20, 2013.

DHT Holdings, Inc.

By: /s/ Eirik Ubøe

Name: Eirik Ubøe

Title: Chief Financial Officer

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Eirik Ubøe his or her true and lawful attorney-in-fact and agent, with full powers of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any or all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, 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>
<u>/s/ Svein Moxnes Harfjeld</u> Svein Moxnes Harfjeld	Chief Executive Officer (Principal Executive Officer)	August 20, 2013
<u>/s/ Eirik Ubøe</u> Eirik Ubøe	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	August 20, 2013
<u>/s/ Erik Lind</u> Erik Lind	Chairman and Director	August 20, 2013
<u>/s/ Robert N. Cowen</u> Robert N. Cowen	Director	August 20, 2013
<u>/s/ Rolf Wikborg</u> Rolf Wikborg	Director	August 20, 2013
<u>/s/ Einar Michael Steimler</u> Einar Michael Steimler	Director	August 20, 2013
<u>/s/ Charles Tauber</u> Charles Tauber	Director	August 20, 2013
<u>/s/ Greg Lavelle</u> Greg Lavelle Managing Director Puglisi & Associates	Authorized Representative in the United States	August 20, 2013

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
4.1*	2012 Incentive Compensation Plan.
4.2	First Amendment to 2012 Incentive Compensation Plan.
5.1	Opinion of Reeder & Simpson PC, regarding the legality of the securities being offered.
23.1	Consent of Deloitte AS.
23.2	Consent of Reeder & Simpson PC (included in Exhibit 5.1).
24.1	Powers of Attorney (included on signature page to this Registration Statement).

* Incorporated herein by reference from the Company's Registration Statement on Form S-8 filed on August 31, 2012 (File No. 333-183687).

**FIRST AMENDMENT TO THE DHT HOLDINGS, INC.
2012 INCENTIVE COMPENSATION PLAN**

This First Amendment (this "Amendment") to the DHT Holdings, Inc. 2012 Incentive Compensation Plan (the "Plan") is effective as of August 20, 2013.

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 for which Awards may be granted under the Plan;

WHEREAS, the Board adopted resolutions on March 11, 2013 approving, subject to the approval of the stockholders of the Company, a proposal to increase the number of Shares that may be delivered pursuant to Awards granted under the Plan from 455,000 to 1,075,000 (the "Proposal");

WHEREAS, on June 13, 2013, 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 (as amended and restated), 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 1,075,000."

(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

REEDER & SIMPSON PC
ATTORNEYS AT LAW

P.O. Box 601
RRE Commercial Center
Majuro, MH 96960

Telephone: 011-692-625-3602
Email: dreeder@ntamar.net
r.simpson@simpson.gr

August 16, 2013

Ladies and Gentlemen:

Re: DHT Holdings, Inc. (the “Company”)

We are licensed to practice law in the Republic of the Marshall Islands (the “RMI”), and are members in good standing of the Bar of the RMI. We are acting as special RMI counsel for the Company in connection the Registration Statement on Form S-8 (the “**Registration Statement**”), being filed by the Company with the Securities and Exchange Commission (the “**Commission**”) under the Securities Act of 1933, as amended, relating to the increase from 455,000 to 1,075,000 shares of Common Stock, par value \$0.01 per share, of the Company (the “**Common Stock**”), which will be issued and issuable in respect of equity-based compensation awards granted under the 2012 Incentive Compensation Plan of the Company (as amended, the “**Plan**”).

In connection with this opinion, we have examined originals, facsimiles or electronic versions, certified or otherwise identified to our satisfaction, of the Registration Statement and such other documents, corporate records and other instruments as we have deemed necessary or appropriate for the purposes of this opinion, including, without limitation, a specimen certificate representing the Common Stock and minutes from the annual meeting of shareholders of the Company held on June 13, 2013. We have also made such examinations of matters of law as we deemed necessary in connection with the opinions expressed herein.

We express no opinion as to matters governed by, or the effect or applicability of any laws of any jurisdiction other than the laws of the RMI which are in effect as of the date hereof. This opinion speaks as of the date hereof, and it should be recognized that changes may occur after the date of this letter which may effect the opinions set forth herein. We assume no obligation to advise the parties, their counsel, or any other party seeking to rely upon this opinion, of any such changes, whether or not material, or of any other matter which may hereinafter be brought to our attention.

Based upon and subject to the assumptions, qualifications and limitations herein, we are of the opinion the shares of Common Stock covered by the Registration Statement when issued pursuant to the terms of the grants of equity-based compensation awards under the Plan will be duly authorized, validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion with the Commission as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not thereby admit that we are included in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Sincerely,

/s/ Dennis J. Reeder

Reeder & Simpson PC.
Dennis J. Reeder

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports relating to the consolidated financial statements of DHT Holdings, Inc. and the effectiveness of DHT Holdings, Inc.'s internal control over financial reporting dated April 29, 2013, appearing in the Annual Report on Form 20-F of DHT Holdings, Inc. for the year ended December 31, 2012.

/s/ Deloitte AS

Oslo, Norway
August 19, 2013