

Eagle Bulk Shipping Inc.  
Form 8-K  
May 17, 2016

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **May 17, 2016** (May 13, 2016)

**Eagle Bulk Shipping Inc.**

(Exact name of registrant as specified in its charter)

**Republic of the Marshall Islands**

**001-33831**

**98-0453513**

(State or other jurisdiction of incorporation) (Commission File Number) (IRS employer identification no.)

**300 First Stamford Place**

**5<sup>th</sup> Floor**

**Stamford, CT 06902**

(Address of principal executive offices, including zip code)

**(203) 276-8100**

(Registrant's telephone number, including area code)

(Former Name or Former Address, if Changed Since Last Report): None

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 1.01 Entry into a Material Definitive Agreement.**

In connection with the previously reported entry by Eagle Shipping LLC, a limited liability company organized under the laws of the Marshall Islands, and a wholly-owned subsidiary of Eagle Bulk Shipping Inc. (the “Company”), as borrower, and certain of its subsidiaries, as guarantors, into a Second Lien Loan Agreement (the “Second Lien Loan Agreement”) with certain lenders (the “Second Lien Lenders”) and Wilmington Savings Fund Society, FSB, as agent for the Second Lien Lenders, on March 30, 2016, the Company was required to enter into or amend, as applicable, a customary registration rights agreement with certain of the Second Lien Lenders.

On May 13, 2016, the Company entered into an Amended and Restated Registration Rights Agreement, (the “A&R Registration Rights Agreement”) with Oaktree Capital Management, L.P. and GoldenTree Asset Management LP (and their respective affiliates) (collectively, the “Holders”), which agreement provides such Holders, among other things, demand and piggyback registration rights with respect to certain securities of the Company held by them, subject to the requirement that such securities qualify as Registrable Securities, as defined therein. The A&R Registration Rights Agreement also provides such Holders with the right to demand an initial public offering and listing on the New York Stock Exchange or the Nasdaq Stock Market to be commenced at a time when the Company otherwise does not have a class of securities registered under Section 12 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) or a reporting obligation under Section 15(d) of the Exchange Act.

The foregoing summary of the A&R Registration Rights Agreement is not complete and is qualified in its entirety by reference to the full text of the A&R Registration Rights Agreement, which is filed as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) *Exhibits*

**Exhibit**

| <b><u>Number</u></b> | <b><u>Description</u></b>   |
|----------------------|---|
| 10.1                 | Amended and Restated Registration Rights Agreement, dated as of May 13, 2016, by and between Eagle Bulk Shipping Inc. and the Holders party thereto |



**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**EAGLE BULK SHIPPING INC.**  
(registrant)

Dated: May 17, 2016

By: /s/ Adir Katzav  
Name: Adir Katzav  
Title: Chief Financial Officer

**EXHIBIT INDEX**

**Exhibit**

**Description**

**Number**

10.1 Amended and Restated Registration Rights Agreement, dated as of May 13, 2016, by and between Eagle Bulk Shipping Inc. and the Holders party thereto