

TOP SHIPS INC.

Form POS AM

August 05, 2016

As filed with the U.S. Securities and Exchange Commission on August 5, 2016.

Registration No. 333 -194690

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 4

TO

FORM F-1/A

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

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TOP SHIPS INC.

(Exact name of Registrant as specified in its charter)

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Republic of The Marshall Islands	4412	N/A
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification No.)

1 Vas. Sofias and Meg. Alexandrou Str, 15124 Maroussi, Greece 011 30 210 8128180	Seward & Kissel LLP Attention: Gary J. Wolfe, Esq. One Battery Park Plaza New York, New York 10004 (212) 574-1223
(Address and telephone number of Registrant's principal executive offices)	(Name, address and telephone number of agent for service)

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Copies to:

Gary J. Wolfe, Esq.  
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New York, New York 10004  
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Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this Form are being offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act, check the following box.

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If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, or the SEC, acting pursuant to said Section 8(a), may determine.

Explanatory Note

This Post-Effective Amendment No. 4, or the Post-Effective Amendment, to TOP Ship Inc.'s Registration Statement on Form F-1 (File No. 333-194690), or the Registration Statement, is being filed to update and supplement the information contained in the Registration Statement, which was originally declared effective by the Securities and Exchange Commission, or the SEC, on June 6, 2014.

The information included in this filing updates and supplements the Registration Statement and the prospectus contained therein. No additional securities are being registered under this Post-Effective Amendment. Accordingly, this Post-Effective Amendment concerns only the exercise of the Warrants (defined below) registered under the Registration Statement that the SEC previously declared effective. All applicable registration fees were paid at the time of the original filing of the Registration Statement.

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The information in this prospectus is not complete and may be changed. We may not sell these securities until this Post-Effective Amendment No. 4 to the Registration Statement filed with the Securities and Exchange Commission is declared effective. This prospectus is not an offer to sell these securities and we are not soliciting offers to buy these securities in any state where the offer or sale is not permitted.

PROSPECTUS SUBJECT TO COMPLETION, DATED AUGUST 5, 2016

Up to 4,693,700 Common Shares Issuable Upon Exercise of  
Outstanding Warrants

This prospectus relates to up to 4,693,700 common shares, par value \$0.01 per share, which, as of the date of this Prospectus, are issuable upon the exercise of the warrants originally issued on June 11, 2014, or the Warrants. As of the date of this Prospectus, each Warrant has an exercise price of \$2.80 and entitles its holder to purchase 0.89 common shares, as may be further adjusted (see "Description of Warrants" section). The Warrants were issued as part of a registered public offering that closed on June 11, 2014, or the Offering.

Our common stock is currently listed on the Nasdaq Capital Market under the symbol "TOPS." On August 4, 2016, the reported closing price per share of our common stock was \$5.30.

Investing in our securities involves certain risks. See risk factors beginning on page 5 of this prospectus for a discussion of information that should be considered in connection with an investment in our common shares.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

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You should rely only on information contained in this prospectus. We have not authorized anyone to give any information or to make any representations other than those contained in this prospectus. We take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. This prospectus is not an offer to sell, and it is not soliciting an offer to buy, (1) any securities other than our common shares and Warrants or (2) our common shares and Warrants in any circumstances in which such an offer or solicitation is unlawful. The information contained in this prospectus may change after the date of this prospectus. Do not assume after the date of this prospectus that the information contained in this prospectus is still correct. Information contained on our website, [www.topships.org](http://www.topships.org), does not constitute part of this prospectus.

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## PROSPECTUS SUMMARY

This section summarizes some of the information that is contained in this prospectus. As an investor or prospective investor, you should review carefully the more detailed information that appears later in this prospectus and the information incorporated by reference in this prospectus. Unless otherwise indicated, the information presented in this prospectus gives effect to a one-for-ten reverse stock split of our issued and outstanding common shares effective on February 22, 2016.

Unless the context otherwise requires, as used in this prospectus, the terms "Company," "we," "us," and "our" refer to TOP SHIPS INC. and all of its subsidiaries, and "TOP SHIPS INC." refers only to TOP SHIPS INC. and not to its subsidiaries. We use the term deadweight ton, or dwt, in describing the size of vessels. Dwt, expressed in metric tons each of which is equivalent to 1,000 kilograms, refers to the maximum weight of cargo and supplies that a vessel can carry. Our reporting currency is in the U.S. dollar and all references in this prospectus to "\$" or "dollars" are to U.S. dollars. Throughout this prospectus, the conversion from Euros to U.S. dollars is based on the U.S. dollar/Euro exchange rate of 1.093 as of December 31, 2015, unless otherwise specified.

### Our Company

We are an international owner and operator of modern, fuel efficient eco medium range, or MR, tanker vessels focusing on the transportation of crude oil, petroleum products (clean and dirty) and bulk liquid chemicals. As of the date of this prospectus, our fleet consists of two chartered-in 50,000 dwt product/chemical tankers vessels, the M/T Stenaweco Energy and the M/T Stenaweco Evolution, two 39,000 dwt product/chemical tankers vessels, the M/T Eco Fleet and the M/T Eco Revolution, one 50,000 dwt product/chemical tanker, the M/T Stenaweco Excellence, and one 50,000 dwt product/chemical tanker scheduled for delivery from Hyundai Mipo Dockyard Co., Ltd., in the third quarter of 2016.

We intend to continue to review the market in order to identify potential acquisition targets on accretive terms. We believe we have established a reputation in the international ocean transport industry for operating and maintaining vessels with high standards of performance, reliability and safety. We have assembled a management team comprised of executives who have extensive experience operating large and diversified fleets of tankers and who have strong ties to a number of national, regional and international oil companies, charterers and traders.

### The Fleet

The following tables present our fleet list as of the date of this prospectus:

#### Chartered-in fleet:

Name	Deadweight	Charterer	Charter Duration	Gross Rate fixed period/ options
M/T Stenaweco Energy	49,737	Stena Weco A/S	4+1+1 years	\$16,500 / \$17,350 / \$18,100
M/T Stenaweco Evolution	49,760	Stena Weco A/S	4+1+1 years	\$16,200 (first 3 years) and \$16,350 (4th year) / \$17,200 / \$18,000

#### Operating fleet:

Name	Deadweight	Charterer	Charter Duration	Gross Rate fixed period/ options
M/T Eco Fleet	39,208	BP Shipping Limited	3+1+1 years	\$15,200 / \$16,000 / \$16,750
M/T Eco Revolution	39,208	BP Shipping Limited	3+1+1 years	\$15,200 / \$16,000 / \$16,750
M/T Stenaweco Excellence	49,737	Stena Weco A/S	3+1+1 years	\$16,200 / \$17,200 / \$18,000



Newbuilding fleet:

Name	Deadweight	Expected Delivery	Charterer	Charter Duration	Gross Rate fixed period/options
Hull No S417 (tbn Nord Valiant)	50,000	Q3 2016	DS Norden A/S	5+1+1 years	\$16,800 / \$17,600 / \$18,400

## Recent Developments

On March 24, 2016, we drew down \$1.5 million under our revolving credit facility with Family Trading Inc., or Family Trading.

On May 11, 2016, our subsidiary entered into a senior debt facility of up to \$23.2 million with Norddeutsche Landesbank Girozentrale bank of Germany, or the NORD/LB Bank Facility, to partially finance the delivery of the M/T Stenaweco Excellence. The facility bears interest at LIBOR plus a margin of 3.43%.

The NORD/LB Bank Facility contains various covenants, including (i) an asset cover ratio of 125% for the first three years and 143% thereafter, (ii) a ratio of total net debt to the aggregate market value of our fleet, current or future, of no more than 75% and (iii) minimum free liquidity of \$0.8 million per vessel and \$0.5 million per bareboated chartered-in vessel. The NORD/LB Bank Facility also contains restrictions on our and our shipowning subsidiary's ability to incur further indebtedness or guarantees and restricts us and our shipowning subsidiary from paying dividends if such a payment would result in an event of default or in a breach of covenants under the loan agreement. Additionally, it is an event of default under the NORD/LB Bank Facility if, among other things, without prior written consent from our lenders, (i) any member of Mr. Evangelos J. Pistiolis' family (either directly or through trusts or foundations) ceases to own less than 20% of our common shares, (ii) Mr. Evangelos J. Pistiolis ceases to be our Chairman or our Chief Executive Officer, or (iii) our shares cease to be listed on Nasdaq.

On May 13, 2016, we drew down \$23.2 million under the NORD/LB Bank Facility and on May 20, 2016, we took delivery of the M/T Stenaweco Excellence, a 50,000 dwt product/chemical tanker. On May 23, 2016, the M/T Stenaweco Excellence commenced its time charter with Stena Weco A/S.

On May 17, 2016, we drew down \$0.6 million under our revolving credit facility with Family Trading.

On August 1, 2016, we amended the ABN Facility to increase the borrowing limit to \$64.4 million and added another tranche to the loan, "Tranche C", which is secured by M/T Nord Valiant. This additional \$20 million of Tranche C will be used to partly finance the remaining shipyard installments of M/T Nord Valiant due for delivery on August 10, 2016. Tranche C is repayable in 12 consecutive quarterly installments of \$0.55 million each and 12 consecutive quarterly installments of \$0.36 million each, commencing on November 2016 plus a balloon installment of \$9.05 million payable together with the last installment in August 2022. Apart from the inclusion of M/T Nord Valiant as a collateralized vessel, no other material changes were made to the ABN Facility.

On August 4, 2016, we drew down \$20.0 million under the ABN Facility.

## Nasdaq Listing

On January 26, 2016, we received a notification from Nasdaq stating that because the market value of our publicly held shares for the previous 30 consecutive business days was below the minimum \$5 million requirement for continued listing on the Nasdaq Global Select Market, we were not in compliance with Nasdaq Listing Rule 5450(b)(1)(C). The applicable grace period to regain compliance was 180 calendar days from the date of the notice.

On July 27, 2016, we transferred our Nasdaq listing from the Nasdaq Global Select Market to the Nasdaq Capital Market. Our common shares continue to trade on Nasdaq under the symbol "TOPS". The Nasdaq Capital Market is a continuous trading market that operates in substantially the same manner as the Nasdaq Global Select Market. The Company currently fulfills the listing requirements of the Nasdaq Capital Market and the approval of the transfer cured our deficiency under Nasdaq Listing Rule 5450(b)(1)(C).

## Corporate Structure

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Our predecessor, Ocean Holdings Inc., was formed as a corporation in January 2000 under the laws of the Republic of the Marshall Islands and renamed Top Tankers Inc. in May 2004. In December 2007, Top Tankers Inc. was renamed Top Ships Inc.

Our common stock is currently listed on the Nasdaq Capital Market under the symbol "TOPS." The current address of our principal executive office is 1 Vasilisis Sofias and Megalou Alexandrou Str, 15124 Maroussi, Greece. The telephone number of our registered office is +30 210 812 8000. Our corporate website address is [www.topships.org](http://www.topships.org). The information contained on our website does not constitute part of this prospectus.

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### Risk Factors

We face a number of risks associated with our business and industry and must overcome a variety of challenges to utilize our strengths and implement our business strategy. These risks include, among others, inability to finance newbuilding and other capital projects; inability to successfully employ our vessels; changes in the international shipping market, including supply and demand, charter hire and utilization rates, and commodity prices; increased costs of compliance with regulations affecting the international shipping industry; a downturn in the global economy; hazards inherent in the international shipping industry and marine operations resulting in liability for personal injury or loss of life, damage to or destruction of property and equipment, pollution or environmental damage; and inability to comply with loan covenants.

This is not a comprehensive list of risks to which we are subject, and you should carefully consider all the information in this prospectus in connection with your ownership of our common shares and Warrants. In particular, we urge you to carefully consider the risk factors set forth in the section of this prospectus entitled "Risk Factors" beginning on page 5.

THE OFFERING

Securities offered by us As of the date of this prospectus, up to 4,693,700 common shares are issuable from time to time upon exercise of the Warrants, as may be further adjusted. Each Warrant has an exercise price of \$2.80 and each Warrant entitles the holder to purchase 0.89 common shares, as may be further adjusted. The Warrants expire on June 11, 2019.

Common shares to be outstanding immediately after this offering 8,246,081 shares of our common stock if the Warrants are exercised in full.

Use of proceeds The net proceeds if all the warrant holders, as of the date of this prospectus, exercise their Warrants will be approximately \$13.1 million; however, we are unable to predict the timing or amount of potential Warrant exercises. As such we have not allocated any proceeds of such exercises to any particular purpose. Accordingly, all such proceeds will be used for general corporate purposes and working capital. It is possible that some or all of the Warrants may expire and may never be exercised.

Please see "Use of Proceeds."

Listing Our common shares are listed for trading on the Nasdaq Capital Market under the symbol "TOPS."

Risk Factors Investing in our Warrants and common shares involves substantial risk. You should carefully consider all of the information in this prospectus and any information incorporated by reference prior to investing in our common shares. In particular, we urge you to consider carefully the factors set forth in the section of this prospectus entitled "Risk Factors" beginning on page 5.

Unless we indicate otherwise, all information in this prospectus is based upon 3,552,381 common shares issued and outstanding as of August 5, 2016.

## RISK FACTORS

An investment in our common shares and Warrants involves risks and uncertainties. You should carefully consider the risks described below, as well as the other information included in this prospectus before deciding to invest in our common shares. Please also refer to the additional risk factors identified in our annual report on Form 20-F for the year ended December 31, 2015, filed with the SEC on April 26, 2016, and other documents of the Company incorporated by reference into this prospectus.

### RISKS RELATING TO OUR COMMON SHARES AND WARRANTS AND TO THE OFFERING

Holders of our Warrants have no rights as a shareholder until such holders exercise their Warrants and acquire our common shares.

Until you acquire our common shares upon exercise of your Warrants, you have no rights with respect to the common shares underlying such Warrants. Upon exercise of your Warrants, you will be entitled to exercise the rights of a shareholder only as to matters of which the record date occurs after the exercise date. The Warrants do not confer any rights of common share ownership on their holders, such as voting rights or the right to receive dividends, but rather merely represent the right to acquire common shares at the current exercise price of \$2.80 for a limited period of time. Specifically, each Warrant currently has an exercise price of \$2.80 and entitles its holder to purchase 0.89 common shares, as may be further adjusted, for up to five years from the date of issuance, after which date any unexercised Warrants will expire and have no further value. Moreover, the market value of the Warrants is uncertain. There can be no assurance that the market price of the common shares will ever equal or exceed the exercise price of the Warrants, and consequently, whether it will ever be profitable for holders of the Warrants to exercise the Warrants.

There is no public market for the Warrants.

The Warrants issued in the Offering are not listed for trading on any stock exchange. There is no established public trading market for the Warrants and we do not expect a market to develop. Without an active market, the liquidity of the Warrants is and will be limited. Further, the existence of the Warrants may act to reduce both the trading volume and the trading price of our common shares.

We may issue additional common shares or other equity securities without your approval, which would dilute your ownership interests and may depress the market price of our common shares.

We have authorized 1,000,000,000 common shares for issuance, and 3,552,381 common shares are issued and outstanding as of August 5, 2016. We may issue additional common shares or other equity securities of equal or senior rank in the future in connection with, among other things, future vessel acquisitions, repayment of outstanding indebtedness or our equity incentive plan, without shareholder approval, in a number of circumstances. Our existing shareholders may experience significant dilution if we issue shares in the future at prices significantly below the price at which previous shareholders invested.

Our issuance of additional common shares or other equity securities of equal or senior rank could have the following additional effects:

- our existing shareholders' proportionate ownership interest in us will decrease;
- decrease our earnings per share if we become profitable;
- the amount of cash available for dividends payable on our common shares may decrease;
- the relative voting strength of each previously outstanding common share may be diminished; and
- the market price of our common shares may decline.

In addition, future sales of our common shares or other securities in the public markets, or the perception that these sales may occur, could cause the market price of our common shares to decline, and could materially impair our ability to raise capital through the sale of additional securities.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This prospectus includes "forward-looking statements," as defined by U.S. federal securities laws, with respect to our financial condition, results of operations and business and our expectations or beliefs concerning future events. Words such as, but not limited to, "believe," "expect," "anticipate," "estimate," "intend," "plan," "targets," "projects," "likely," "will," "would," "could" and similar expressions or phrases may identify forward-looking statements.

All forward-looking statements involve risks and uncertainties. The occurrence of the events described, and the achievement of the expected results, depend on many events, some or all of which are not predictable or within our control. Actual results may differ materially from expected results.

The forward-looking statements in this prospectus are based upon various assumptions, many of which are based, in turn, upon further assumptions, including without limitation, management's examination of historical operating trends, data contained in our records and other data available from third parties. Although we believe that these assumptions were reasonable when made, because these assumptions are inherently subject to significant uncertainties and contingencies, which are difficult or impossible to predict and are beyond our control, we cannot assure you that we will achieve or accomplish these expectations, beliefs or projections.

In addition to these assumptions and matters discussed elsewhere herein, important factors that, in our view, could cause actual results to differ materially from those discussed in the forward-looking statements include the strength of world economies and currencies, general market conditions, including fluctuations in charterhire rates and vessel values, changes in demand in the shipping market, including the effect of changes in the Organization of the Petroleum Exporting Countries' petroleum production levels and worldwide oil consumption and storage, changes in regulatory requirements affecting vessel operations, changes in Top Ships Inc.'s operating expenses, including bunker prices, dry-docking and insurance costs, changes in governmental rules and regulations or actions taken by regulatory authorities, changes in the price of our capital investments, potential liability from pending or future litigation, general domestic and international political conditions, potential disruption of shipping routes due to accidents, political events, piracy or acts by terrorists, and other important factors described from time to time in the reports filed by us with the SEC.

See the section entitled "Risk Factors," beginning on page 5, for a more complete discussion of these risks and uncertainties and for other risks and uncertainties. Other unknown or unpredictable factors also could harm our results. Consequently, there can be no assurance that actual results or developments anticipated by us will be realized or, even if substantially realized, that they will have the expected consequences to, or effects on, us. Given these uncertainties, prospective investors are cautioned not to place undue reliance on such forward-looking statements.

USE OF PROCEEDS

The net proceeds if all the warrant holders, as of the date of this prospectus, exercise their Warrants will be approximately \$13.1 million; however, we are unable to predict the timing or amount of potential Warrant exercises. As such we have not allocated any proceeds of such exercises to any particular purpose. Accordingly, all such proceeds will be used for general corporate purposes and working capital. It is possible that some or all of the Warrants may expire and may never be exercised.

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**DIVIDEND POLICY**

The declaration and payment of any future dividends shall remain subject to the discretion of the Board of Directors and shall be based on general market and other conditions including our earnings, financial strength and cash requirements and availability, restrictions in our loan agreements, the provisions of Marshall Islands law affecting the payment of distributions to shareholders and other factors.

Further, our ABN Senior Credit Facility and NORD/LB Bank Facility restrict us and our shipowning companies from paying dividends if such a payment would result in an event of default or in a breach of covenants under the loan agreement.

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## CAPITALIZATION

The following table sets forth our consolidated capitalization at December 31, 2015:

- on an actual basis;
- on an adjusted basis to give effect to the following transactions, which occurred during the period from January 1, 2016 to August 5, 2016:
  - the issuance of 1,355,816 restricted common shares to Family Trading on January 12, 2016, as consideration for the assumption of an outstanding \$3.8 million balance payable on the early termination of the bareboat charter for the M/T Delos (the "Delos Termination Fee");
  - the drawdown of \$22.2 million under the ABN Senior Credit Facility on January 15, 2016, for the partial financing of vessel M/T Eco Revolution;
  - the issuance of 68,674 restricted common shares to Sovereign Holdings Inc., on February 25, 2016, pursuant to an one-off performance bonus granted to our CEO;
  - two issuances of 25,000 common shares upon the exercise of two equal increments of 28,090 Warrants on February 26, 2016, and March 2, 2016, respectively;
  - the drawdown of \$1.5 million and \$0.6 million under the revolving credit facility with Family Trading on March 24, 2016 and May 17, 2016, respectively;
    - \$1.5 million of scheduled debt repayments under the ABN Senior Credit facility (\$0.5 million on January 13, 2016, \$0.5 million on April 13, 2016, and \$0.5 million on April 15, 2016);
  - the drawdown of \$23.2 million under the NORD/LB Bank Facility on May 13, 2016, for the partial financing of vessel M/T Stenaweco Excellence; and
  - the drawdown of \$20.0 million under the ABN Facility on August 4, 2016, for the partial financing of vessel M/T Nord Valiant.
- on a further adjusted basis to give effect to:
  - the exercise of the remaining 5,273,820 Warrants at the current exercise price of \$2.80, which would result in an issuance of 4,693,700 common shares.



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The information set forth in the table gives effect to a one-for-ten reverse split of our common shares effective as of February 22, 2016.

(Expressed in thousands of U.S. Dollars, except number of shares and per share data)	As at December 31, 2015		
	Actual	As Adjusted	As Further Adjusted
Debt:(1)			
Current portion of long term debt	2,013	8,259	8,259
Debt from related parties	3,850	5,950	5,950
Non-current portion of long term debt	19,687	77,326	77,326
Total debt	25,550	91,535	91,535
Shareholders' equity:			
Preferred stock, \$0.01 par value; 20,000,000 shares authorized; none issued	—	—	-
Common stock, \$0.01 par value; 1,000,000,000 shares authorized; 2,077,895 shares issued and outstanding at December 31, 2015 3,552,381 shares issued and outstanding at December 31, 2015 as adjusted and 8,246,081 shares issued and outstanding at December 31, 2015 as further adjusted	21	36	83
Additional paid-in capital	318,425	322,539	335,634
Accumulated deficit	(284,293)	(284,485)	(284,485)
Total equity	34,153	38,090	51,232
Total capitalization	59,703	129,625	142,767

(1) Our long term indebtedness (both current and non-current portions), is secured by mortgages on our owned ships and is guaranteed by us. The related party indebtedness is unsecured.

#### DILUTION

Our net tangible book value as of December 31, 2015, was approximately \$22,660,000, or approximately \$10.91 per share. Net tangible book value per share represents our total tangible assets less total liabilities, divided by the number of shares of common stock outstanding as of December 31, 2015.

After giving effect to the exercise of 5,330,000 warrants sold in the offering that remained outstanding at December 31, 2015, at an exercise price of \$2.80 per warrant share which would have resulted in 4,743,700 shares of common stock being issued, our as adjusted net tangible book value as of December 31, 2015, would have been approximately \$35,942,000, or approximately \$5.27 per share. This represents an immediate decrease in net tangible book value of \$5.64 per share to existing stockholders of our Company and an immediate increase in the net tangible book value of \$2.47 per share to warrants exercised from this offering, as illustrated in the following table: