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EUROSEAS LTD.
Form 8-A12G
February 03, 2006

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

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

EUROSEAS LTD.

(Exact name of Issuer as specified in its charter)

REPUBLIC OF THE MARSHALL ISLANDS

N/A

(State of incorporation or organization)

(IRS Employer Identification No.)

Aethrion Center
40 Ag. Konstantinou Street
151 24 Maroussi, Greece

(Address of principal executive offices)

(Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective upon filing pursuant to General Instruction A.(c) please check the following box. []

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective upon filing pursuant to General Instruction A.(d), please check the following box. [X]

Securities Act registration statements file numbers to which this form relates:
NO. 333-129144 AND NO. 333-129145 (if applicable)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class
to be so registered

Name of each exchange on which
each class if to be registered

NONE

NONE

Securities to be registered pursuant to Section 12(g) of the Act:

COMMON STOCK, PAR VALUE \$0.01 PER SHARE

(Title of class)

INFORMATION REQUIRED IN REGISTRATION STATEMENT

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ITEM 1. DESCRIPTION OF REGISTRANTS SECURITIES TO BE REGISTERED.

The class of securities to be registered hereunder is Common Stock, \$0.01 par value per share, of Euroseas Ltd. (the "Registrant"). The descriptions of capital stock set forth under the caption "Description of Euroseas Securities" in the Prospectus included in the Registrant's Registration Statement on Form F-1 (No. 333-129145) and the Prospectus included in the Registrant's Registration Statement on Form F-4 (No. 333-129144), each as filed with the Securities and Exchange Commission on October 20, 2005 and amended on December 5, 2005, January 19, 2006, February 1, 2006 and February 3, 2006 (as amended, the "Registration Statements"), is incorporated herein by reference.

ITEM 2. EXHIBITS.

The following exhibits to this Form 8-A have been previously filed as exhibits to the Registrant's Registration Statements and are hereby incorporated by reference herein:

- 3.1 Articles of Incorporation of the Registrant
- 3.2 Bylaws of the Registrant
- 4.1 Specimen of Common Stock Certificate of the Registrant
- 4.2 Form of Securities Purchase Agreement
- 4.3 Form of Registration Rights Agreement
- 4.4 Form of Warrant
- 4.5 Registration Rights Agreement between the Registrant and Friends Investment Company Inc., dated November 2, 2005

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Dated: February 3, 2006

EUROSEAS LTD.

By: /s/ Aristides J. Pittas

Name: Aristides J. Pittas

Title: President