

Edgar Filing: Eagle Bulk Shipping Inc. - Form 8-K/A

Eagle Bulk Shipping Inc.
Form 8-K/A
November 16, 2017

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

FORM 8-K/A

CURRENT REPORT

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

Date of Report (Date of earliest event reported): November 16, 2017

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 (Commission File Number) (IRS employer identification no.)
incorporation or organization)

300 First Stamford Place,
5th Floor
Stamford, CT 06902
(Address of principal executive offices, including zip code)

(Registrant's telephone number, including area code): (203) 276-8100

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

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Explanatory Note

This Current Report on Form 8-K/A (this “Amendment”) amends the Current Report on Form 8-K dated November 16, 2017, filed by Eagle Bulk Shipping Inc. (the “Company”) with the U.S. Securities and Exchange Commission (the “Original Form 8-K”). The sole purpose of this Amendment is to correct a typographical error in the heading of the press release filed as Exhibit 99.1 to the Original Form 8-K. No other changes have been made to the Original Form 8-K.

Item 8.01. Other Events.

On November 16, 2017, Eagle Bulk Shipping Inc. (the “Company”) announced that Eagle Bulk Shipco LLC, a wholly-owned subsidiary of the Company, has priced USD 200 million in aggregate principal amount of senior secured bonds (the “Bonds”) which will carry a coupon of 8.25% and be due in November 2022.

In addition, the Company announced that Eagle Shipping LLC, the Company’s wholly-owned subsidiary, has received a loan commitment from certain of its existing lenders in the amount of USD 65 million for a senior secured credit facility (the “Facility”) which will bear an interest rate of LIBOR plus 3.50% and have a maturity date of November 2022.

The net proceeds from the bond offering and loan will be used to repay the outstanding amounts (at par) on both the existing first and second lien facilities at Eagle Shipping LLC.

The Bonds, which are being placed in the Norwegian bond markets, are being sold only to qualified institutional buyers in reliance on an exemption from registration under the U.S. Securities Act of 1933, as amended (the “Securities Act”) and, outside the United States, only to non-U.S. investors pursuant to Regulation S under the Securities Act. The bond offering is expected to close on or about November 28, 2017, subject to customary closing conditions.

The Bonds will not be registered under the Securities Act or the securities laws of any other jurisdiction and may not be offered or sold in the United States absent an effective registration statement or an applicable exemption from registration requirements or a transaction not subject to the registration requirements of the Securities Act or any state securities laws.

The Facility is expected to close on or about December 7 2017, subject to customary definitive documentation and closing conditions.

This Current Report on Form 8-K/A and Exhibit 99.1 hereto contain forward-looking statements within the meaning of the federal securities laws. These forward looking statements are based on current expectations and are not guarantees of future performance. Further, the forward-looking statements are subject to the limitations listed in Exhibit 99.1 and in the other reports of the Company filed with the Securities and Exchange Commission

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
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99.1	<u>Press release, issued by Eagle Bulk Shipping Inc., dated November 16, 2017(corrected).</u>
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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: November 16, 2017 By: /s/ Frank De Costanzo
Name: Frank De Costanzo
Title: Chief Financial Officer