

SCORPIO BULKERS INC.

Form 8-A12B/A

January 04, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-A

Amendment No 1.

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES

PURSUANT TO SECTION 12(b) OR (g) OF THE

SECURITIES EXCHANGE ACT OF 1934

Scorpio Bulkiers Inc.

(Exact Name of Registrant as Specified in Its Charter)

Republic of the Marshall Islands N/A

(State of Incorporation or Organization) (IRS Employer Identification No.)

9, Boulevard Charles III

MC 98000 Monaco

(Address of Principal Executive Offices) (Zip Code)

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

| Title of Each Class | Name of Each Exchange on Which |
|---------------------|--------------------------------|
|---------------------|--------------------------------|

| to be so Registered | Each Class is to be Registered |
|---------------------|--------------------------------|
|---------------------|--------------------------------|

|                                |                             |
|--------------------------------|-----------------------------|
| Common Stock, \$0.01 par value | The New York Stock Exchange |
|--------------------------------|-----------------------------|

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.

Securities Act registration statement file number to which this form relates: (if applicable)

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

None

(Title of Class)

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Explanatory Note

This Amendment No. 1 (this "Amendment") to Form 8-A amends the information set forth in Item 1 of the Registration Statement on Form 8-A, filed with the Securities and Exchange Commission (the "Commission") on December 10, 2013 (the "Form 8-A") by Scorpio Bulkiers Inc. (the "Company").

No new securities are being registered pursuant to this Amendment, which is being filed solely to update the description of the Company's common stock, par value \$0.01 per share (the "Common Stock"), included in the Form 8-A to reflect a reverse stock split of the Company's Common Stock at a ratio of one-for-twelve and the related reduction in the Company's authorized Common Stock.

Item 1. Description of Registrants Securities to be Registered.

A reverse stock split (the "Reverse Stock Split") of the Company's common stock, par value \$0.01 per share (the "Common Stock"), became effective on December 31, 2015 (the "Effective Date"). Pursuant to the Reverse Stock Split, every twelve shares of Common Stock issued and outstanding on the Effective Date was combined into one share of Common Stock, without any change to the par value per share, and the number of authorized shares of Common Stock was reduced from 450,000,000 to 56,250,000. After the Reverse Stock Split, the Company's Common Stock will have the same proportional voting rights and will be identical in all other respects to the Common Stock prior to the effectiveness of the Reverse Stock Split. The number of authorized preferred shares will remain unchanged at 50,000,000.

The foregoing summary of the Reverse Stock Split is not complete and is qualified in its entirety by reference to the full text of the Articles of Amendment to the Amended and Restated Articles of Incorporation of the Company, which was filed with the Commission on January 4, 2016 as Exhibit 3.3 to the Company's Report of Foreign Private Issuer on Form 6-K and is incorporated herein by reference.

Item 2. Exhibits.

The following exhibits are filed as part of this registration statement:

No. Exhibit

Amended and Restated  
Articles of  
Incorporation of the  
Company (incorporated  
herein by reference to  
Exhibit 3.1 to the  
3.1 Company's Registration  
Statement on Form F-1,  
File No. 333-192246,  
declared effective by the  
Commission on  
December 11, 2013)

Amended and Restated  
Bylaws of the Company  
(incorporated herein by  
reference to Exhibit 3.2  
to the Company's  
3.2 Registration Statement  
on Form F-1, File No  
333-192246, declared  
effective by the  
Commission on  
December 11, 2013)

Articles of Amendment  
to Amended and  
Restated Articles of  
Incorporation of the  
Company (incorporated  
herein by reference to

3.3 Exhibit 3.3 to the  
Company's Report of  
Foreign Private Issuer  
on Form 6-K, filed with  
the Commission on  
January 4, 2016)

Form of Common Share  
Certificate of the  
Company (incorporated  
herein by reference to

4.1 Exhibit 4.1 to the  
Company's Report of  
Foreign Private Issuer  
on Form 6-K, filed with  
the Commission on  
January 4, 2016)

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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: January 4, 2016 SCORPIO BULKERS INC.

/s/ Hugh Baker

By: Name: Hugh Baker  
Title: Chief Financial Officer