

Eagle Bulk Shipping Inc.
Form PRER14A
July 11, 2016
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934 (Amendment No. 2)

Filed by the Registrant
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Under Rule 14a-12

EAGLE BULK SHIPPING INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
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1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

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1) Amount previously paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

Eagle Bulk Shipping Inc.

300 First Stamford Place, 5th Floor

Stamford, Connecticut 06902

(203) 276-8100

, 2016

Dear Shareholder:

You are cordially invited to attend a Special Meeting of Shareholders of Eagle Bulk Shipping Inc., which will be held at the offices of Akin Gump Strauss Hauer & Feld LLP, 44th Floor, One Bryant Park, New York, New York 10036 at 10:00 a.m., local time, on , 2016 (the “*Special Meeting*”). On the following pages you will find the formal Notice of Special Meeting of Shareholders and proxy statement.

The actions expected to be taken at the Special Meeting are described in detail in the accompanying Notice of Special Meeting of Shareholders and proxy statement.

Whether or not you plan to attend the Special Meeting in person, it is important that your shares be represented and voted at the Special Meeting. Accordingly, please sign, date and mail the enclosed proxy card as soon as possible in the envelope provided or vote using the toll-free telephone number or via the Internet by following the instructions included on the enclosed proxy card. If you decide to attend the Special Meeting in person, you will be able to vote in person, even if you have previously submitted a proxy.

I hope that you will attend the Special Meeting, and I look forward to seeing you there.

Sincerely,

/s/ Paul M. Leand, Jr.
Paul M. Leand, Jr.
Chairman of the Board

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Eagle Bulk Shipping Inc.

300 First Stamford Place, 5th Floor

Stamford, Connecticut 06902

(203) 276-8100

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

TO BE HELD ON , 2016

NOTICE IS HEREBY GIVEN that a Special Meeting of Shareholders (the “*Special Meeting*”) of Eagle Bulk Shipping Inc., a Republic of the Marshall Islands corporation (“*Eagle Bulk Shipping*,” the “*Company*,” “*we*,” “*us*,” or “*our*”), will be held on , 2016, at 10:00 a.m., local time, at the offices of Akin Gump Strauss Hauer & Feld LLP, 44th Floor, One Bryant Park, New York, New York 10036, for the following purposes:

To ratify, for purposes of complying with The NASDAQ Stock Market LLC (“*NASDAQ*”) Listing Rule 5635(d), the issuance of shares of our common stock, par value US\$0.01 per share (“*Common Stock*”), in connection with the entry into a Second Lien Loan Agreement (the “*Second Lien Loan Agreement*”), dated as of March 30, 2016, by and among Eagle Shipping LLC, a limited liability company organized under the laws of the Republic of the Marshall Islands and a wholly-owned subsidiary of the Company (“*Eagle Shipping*”), as borrower, certain of its subsidiaries, as guarantors, certain lenders thereunder (the “*Second Lien Lenders*”) and Wilmington Savings Fund Society, FSB as agent for the Second Lien Lenders (the “*Agent*”), in an amount equal to 20% or more of our Common Stock outstanding before the issuance of such shares;

To ratify, for purposes of complying with NASDAQ Listing Rule 5635(c), the issuance of shares of our Common Stock, in connection with the entry into the Second Lien Loan Agreement, to certain directors and officers of the Company;

3.

To approve an amendment to Article FOURTH of the Company's Second Amended and Restated Articles of Incorporation (the "**Articles of Incorporation**") to increase the number of authorized shares of Common Stock from 150,000,000 to 700,000,000;

4. To approve an amendment to Article FOURTH of the Articles of Incorporation to effect a reverse stock split of the Company's issued and outstanding shares of Common Stock by a ratio of between 1-for-10 and 1-for-50, inclusive;

To approve, for purposes of complying with NASDAQ Listing Rule 5635(d), the issuance of shares of our Common Stock, in connection with the entry into Common Stock Purchase Agreements (collectively, the "**Common Stock Purchase Agreements**"), dated as of July 1, 2016 and July 10, 2016, respectively, each by and among the Company and the purchasers party thereto, in an amount equal to 20% or more of our Common Stock outstanding before the issuance of such shares;

To approve, for purposes of complying with NASDAQ Listing Rule 5635(c), the issuance of shares of our
6. Common Stock, in connection with the entry into the Common Stock Purchase Agreements, to certain directors and officers of the Company;

7. To approve an amendment to Article FOURTH of the Articles of Incorporation to authorize 25,000,000 shares of our preferred stock, par value US\$0.01 per share (“*Preferred Stock*”); and

To approve one or more adjournments to the Special Meeting, if necessary or appropriate, to establish a quorum or
8. to permit further solicitation of proxies if there are not sufficient votes at the time of the Special Meeting cast in favor of Proposals No. 1, No. 2, No. 3, No. 4, No. 5, No. 6 or No. 7.

The Board of Directors has fixed the close of business on _____, 2016 as the record date for the determination of shareholders entitled to notice of, and to vote at, the Special Meeting (the “*Record Date*”). Only shareholders of record as of the Record Date will be entitled to vote at the Special Meeting or any adjournments or postponements thereof. A list of such shareholders will be available at the Special Meeting.

Important Notice Regarding the Availability of Proxy Materials for the

Special Meeting to be Held on _____, 2016:

Pursuant to the proxy rules of the Securities and Exchange Commission (the “*SEC*”), the Company is required to post its proxy materials on the Internet, and we are permitted to provide only a Notice of Internet Availability of Proxy Materials to shareholders. However, for this Special Meeting, we have chosen to follow the SEC’s “full set” delivery option, and therefore, although we are posting a full set of our proxy materials on the Internet, we are also sending a full set of our proxy materials to our shareholders by mail.

The proxy statement for the Special Meeting, together with the accompanying form of proxy, are available on the Internet at www.proxyvote.com.

Whether or not you expect to attend the Special Meeting in person, and no matter how many shares you own, please vote your shares as promptly as possible. Submitting a proxy now will help assure a quorum.

If you plan to attend in person, please arrive at least 30 minutes before the meeting begins in order to check in with security, where you will be asked to present valid picture identification, such as a driver's license or passport.

By Order of the Board of Directors,

/s/ Adir Katzav
Adir Katzav
Chief Financial Officer and
Secretary

Stamford, Connecticut

, 2016

Eagle Bulk Shipping Inc.

300 First Stamford Place, 5th Floor

Stamford, Connecticut 06902

(203) 276-8100

PROXY STATEMENT

FOR THE SPECIAL MEETING OF SHAREHOLDERS

TO BE HELD , 2016

This proxy statement is furnished to shareholders of Eagle Bulk Shipping Inc. (“***Eagle Bulk Shipping***,” the “***Company***,” “***we***,” “***us***,” or “***our***”) in connection with the solicitation of proxies, in the accompanying form, by the Board of Directors of Eagle Bulk Shipping (the “***Board of Directors***”) for use in voting at the Special Meeting of Shareholders (the “***Special Meeting***”) to be held at the offices of Akin Gump Strauss Hauer & Feld LLP, 44th Floor, One Bryant Park, New York, New York 10036, on , 2016, at 10:00 a.m., local time, and at any adjournment or postponement thereof. If you plan to attend in person, please arrive at least 30 minutes before the meeting begins in order to check in with security, where you will be asked to present valid picture identification such as a driver’s license or passport.

This proxy statement for the Special Meeting, together with the accompanying form of proxy, are first being mailed or otherwise distributed to shareholders on or about , 2016.

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QUESTIONS AND ANSWERS ABOUT THE SPECIAL MEETING

Why did I receive a full set of proxy materials?

Pursuant to rules promulgated by the Securities and Exchange Commission (the “**SEC**”), we have chosen to follow the “full set” delivery option to disseminate our proxy materials, and therefore, although we are posting a full set of our proxy materials on the Internet, we are also sending a full set of our proxy materials, including a proxy card, to our shareholders by mail.

Why am I receiving these proxy materials?

Our Board of Directors has sent you this proxy statement and the enclosed proxy card because you owned shares of the Company’s common stock, par value US\$0.01 per share (“**Common Stock**”), as of the close of business on _____, 2016, the record date for the determination of shareholders entitled to notice of, and to vote at, the Special Meeting (the “**Record Date**”). Your proxy is being solicited by our Board of Directors for use at the Special Meeting. You are invited to attend the Special Meeting and are requested to vote on the proposals described in this proxy statement. However, you do not need to attend the Special Meeting in person to vote your shares. Instead, you may simply complete, sign and return the enclosed proxy card, as described below. If you vote by telephone or over the Internet, you do not need to mail back your proxy card.

What is included in these proxy materials?

These materials include:

this proxy statement for the Special Meeting; and

the proxy card for the Special Meeting.

Can I find additional information on the Company’s website?

Yes. Our website is www.eagleships.com. Although the information contained on our website is not part of this proxy statement, you can view additional information on the website, such as our Second Amended and Restated Articles of Incorporation (the “**Articles of Incorporation**”) and Second Amended and Restated By-Laws (the “**By-laws**”). The Company also makes available on its website its annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to these reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), as soon as reasonably practicable after the Company electronically files such material with, or furnishes it to, the SEC. You may read and copy any document we file with the SEC at the SEC's public reference facilities maintained by the SEC at 100 F Street, N.E., Room 1580, Washington, D.C. 20549. Please call the SEC at (800) SEC-0330 for further information on the public reference facilities. Our SEC filings are also available to the public at the SEC's web site at www.sec.gov. The information on our website is not incorporated by reference into this proxy statement.

What is the purpose of the Special Meeting?

At the Special Meeting, shareholders will be asked to consider and vote upon the following matters:

To ratify, for purposes of complying with The NASDAQ Stock Market LLC (“**NASDAQ**”) Listing Rule 5635(d), the issuance of shares of our Common Stock, in connection with the entry into a Second Lien Loan Agreement (the “**Second Lien Loan Agreement**”), dated as of March 30, 2016, by and among Eagle Shipping LLC, a limited liability company organized under the laws of the Republic of the Marshall Islands and a wholly-owned subsidiary of the Company (“**Eagle Shipping**”), as borrower, certain of its subsidiaries, as guarantors, certain lenders thereunder (the “**Second Lien Lenders**”) and Wilmington Savings Fund Society, FSB as agent for the Second Lien Lenders (the “**Agent**”), in an amount equal to 20% or more of our Common Stock outstanding before the issuance of such shares (“**Proposal No. 1**”);

To ratify, for purposes of complying with NASDAQ Listing Rule 5635(c), the issuance of shares of our Common Stock, in connection with the entry into the Second Lien Loan Agreement, to certain directors and officers of the Company (“**Proposal No. 2**”);

To approve an amendment to Article FOURTH of the Articles of Incorporation to increase the number of authorized shares of Common Stock from 150,000,000 to 700,000,000 (“**Proposal No. 3**”);