

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

FORM 8-K

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

Date of Report (Date of earliest event reported): June 7, 2019

Eagle Bulk Shipping Inc.

(Exact name of registrant as specified in its charter)

Republic of the Marshall Islands

(State or other jurisdiction of incorporation
or organization)

001-33831

(Commission File Number)

98-0453513

(IRS employer identification no.)

**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

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	EGLE	The Nasdaq Stock Market LLC

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. ☐

Item 5.07 Submission of Matters to a Vote of Security Holders.

On June 7, 2019, Eagle Bulk Shipping Inc., a Republic of the Marshall Islands corporation (the “**Company**”) held its 2019 Annual Meeting of Shareholders (the “**Annual Meeting**”). There were a total of 73,149,114 shares of Common Stock outstanding and entitled to vote at the Annual Meeting. A total of 67,278,805 shares of Common Stock, constituting a majority of the outstanding shares of Common Stock entitled to vote at the Annual Meeting, were represented at the Annual Meeting either in person or by proxy, and accordingly a quorum was present. At the Annual Meeting, the Company’s shareholders voted on the following matters and cast their votes as described below.

1. The following persons were elected as directors of the Company to serve until the Company’s 2020 Annual Meeting of Shareholders and until his or her respective successor is elected and qualified or until his or her earlier death, resignation, retirement, disqualification or removal, by the following number of votes:

Nominee	Votes For	Votes Withheld	Broker Non-Votes
Paul M. Leand, Jr.	56,349,982	5,359,800	5,569,023
Randee E. Day	61,081,965	627,817	5,569,023
Justin A. Knowles	61,106,251	603,531	5,569,023
Bart Veldhuizen	56,343,085	5,366,697	5,569,023
Gary Vogel	61,104,491	605,291	5,569,023
Gary Weston	56,262,776	5,447,006	5,569,023

2. The ratification of the appointment of Deloitte & Touche LLP as the independent registered public accounting firm to audit the financial statements of the Company and its subsidiaries for the fiscal year ending December 31, 2019 was approved by the following number of votes:

Votes For	Votes Against	Abstentions
66,887,297	364,619	26,889

3. The compensation of the Company’s named executive officers, as disclosed in the proxy statement for the Annual Meeting, was approved, on an advisory, non-binding basis, by the following number of votes:

Votes For	Votes Against	Abstentions	Broker Non-Votes
45,645,431	13,361,702	2,702,649	5,569,023

4. The Company’s Amended and Restated 2016 Equity Incentive Plan, as disclosed in the proxy statement for the Annual Meeting, was approved by the following number of votes:

Votes For	Votes Against	Abstentions	Broker Non-Votes
52,552,235	9,095,014	62,533	5,569,023

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: June 7, 2019

By:	<u>/s/ Frank De Costanzo</u>
Name:	Frank De Costanzo
Title:	Chief Financial Officer