

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): **August 8, 2018**

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

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 2.02. Results of Operations and Financial Condition.

On August 8, 2018, Eagle Bulk Shipping Inc., a Republic of the Marshall Islands corporation (the “**Company**”), posted to its website a corporate presentation including certain financial results and other information for the quarter ended June 30, 2018. A copy of the corporate presentation is attached as Exhibit 99.1 hereto.

The information in this Item 2.02 of this Current Report on Form 8-K, including the exhibit, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), or otherwise subject to the liabilities of such section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing. By filing this Current Report on Form 8-K and furnishing this information, the Company makes no statement or admission as to the materiality of any information in this Item 2.02 or the exhibit attached hereto.

Additionally, Exhibit 99.1 contains various non-GAAP financial measures as defined by Regulation G. Reconciliations of each non-GAAP financial measure to its comparable GAAP financial measure can be found in the attached corporate presentation.

This Current Report on Form 8-K 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, including that actual events or results may differ materially from those in the forward-looking statements.

Item 7.01. Regulation FD Disclosure.

On August 8, 2018, the Company posted to its website a corporate presentation described above in Item 2.02 of this Current Report on Form 8-K. A copy of the corporate presentation is attached hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

Exhibit Number	Description
99.1	Corporate presentation dated August 8, 2018

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: August 8, 2018

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



Second Quarter 2018
Earnings Presentation
8 August 2018

Disclaimer

This presentation contains certain statements that may be deemed to be “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, Section 21E of the Securities Exchange Act of 1934, as amended, and the Private Securities Litigation Reform Act of 1995, and are intended to be covered by the safe harbor provided for under these sections. These statements may include words such as “believe,” “estimate,” “project,” “intend,” “expect,” “plan,” “anticipate,” and similar expressions in connection with any discussion of the timing or nature of future operating or financial performance or other events. Forward-looking statements reflect management’s current expectations and observations with respect to future events and financial performance. Where we express an expectation or belief as to future events or results, such expectation or belief is expressed in good faith and believed to have a reasonable basis. However, our forward-looking statements are subject to risks, uncertainties, and other factors, which could cause actual results to differ materially from future results expressed, projected, or implied by those forward-looking statements.

The forward-looking statements in this presentation are based upon various assumptions, many of which are based, in turn, upon further assumptions, including without limitation, examination of historical operating trends, data contained in our records and other data available from third parties. Although Eagle Bulk Shipping Inc. believes that these assumptions were reasonable when made, because these assumptions are inherently subject to significant uncertainties and contingencies which are difficult or impossible to predict and are beyond our control, Eagle Bulk Shipping Inc. cannot assure you that it will achieve or accomplish these expectations, beliefs or projections.

The principal factors that affect our financial position, results of operations and cash flows include, charter market rates, which have declined significantly from historic highs, periods of charter hire, vessel operating expenses and voyage costs, which are incurred primarily in U.S. dollars, depreciation expenses, which are a function of the cost of our vessels, significant vessel improvement costs and our vessels’ estimated useful lives, and financing costs related to our indebtedness. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors which could include the following: (i) changes in demand in the dry bulk market, including, without limitation, changes in production of, or demand for, commodities and bulk cargoes, generally or in particular regions; (ii) greater than anticipated levels of dry bulk vessel new building orders or lower than anticipated rates of dry bulk vessel scrapping; (iii) changes in rules and regulations applicable to the dry bulk industry, including, without limitation, legislation adopted by international bodies or organizations such as the International Maritime Organization and the European Union or by individual countries; (iv) actions taken by regulatory authorities; (v) changes in trading patterns significantly impacting overall dry bulk tonnage requirements; (vi) changes in the typical seasonal variations in dry bulk charter rates; (vii) changes in the cost of other modes of bulk commodity transportation; (viii) changes in general domestic and international political conditions; (ix) changes in the condition of the Company’s vessels or applicable maintenance or regulatory standards (which may affect, among other things, our anticipated drydocking costs); (x) the outcome of legal proceedings in which we are involved; and (xi) and other factors listed from time to time in our filings with the SEC.

We disclaim any intent or obligation to update publicly any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required under applicable security laws.

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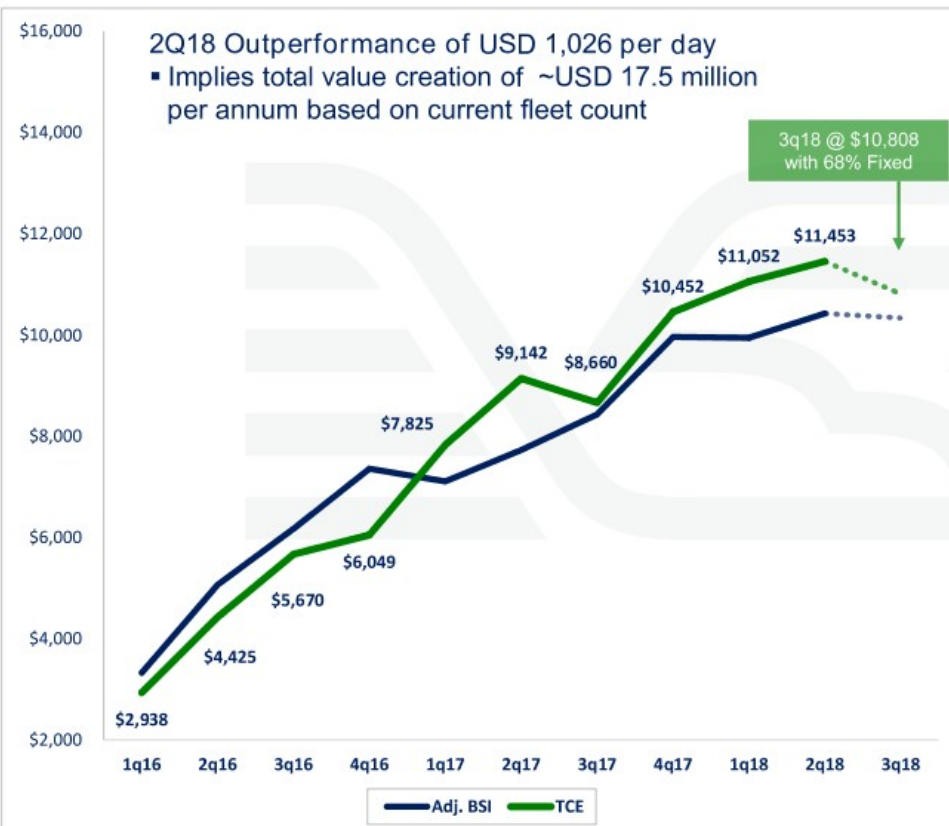
4 Appendix



Highlights

Outperformance Continues Into 2q18

Eagle TCE Rate vs. Baltic Supramax Index (BSI-52)



Adj. EBITDA

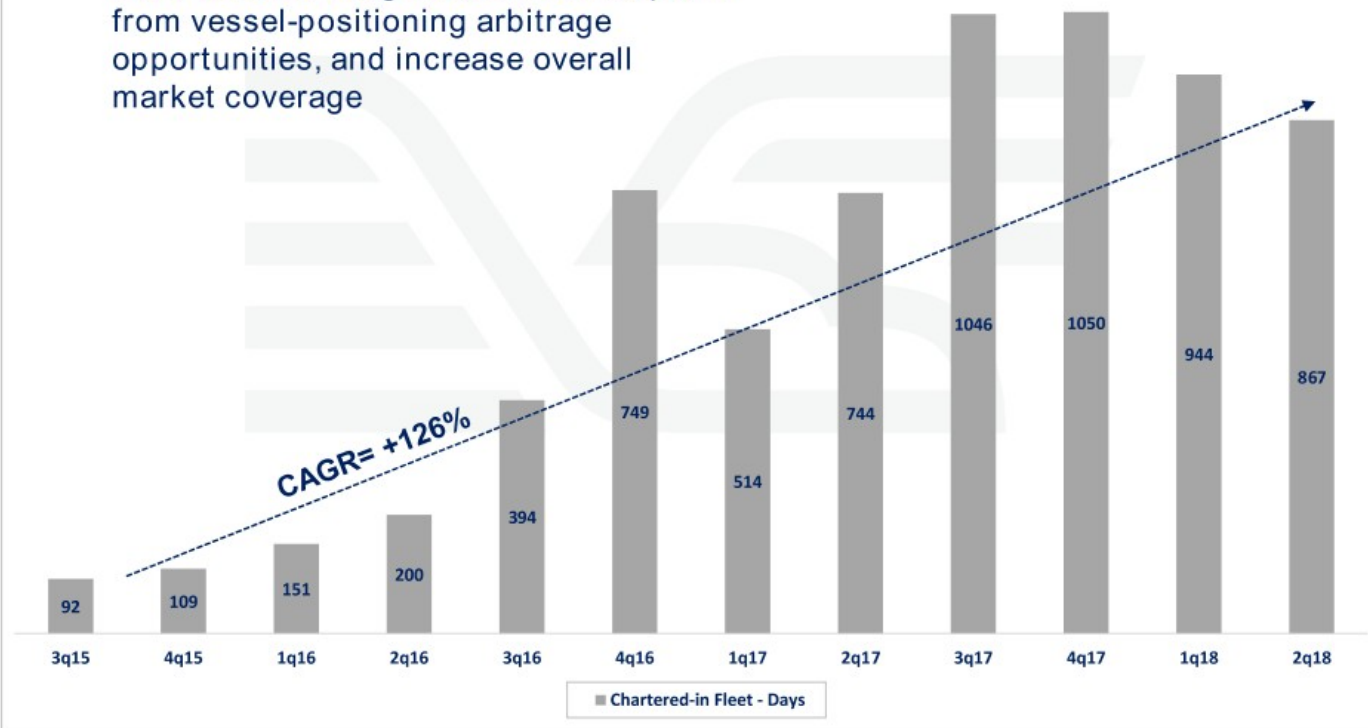


- TCE relative performance is compared against Adj. net BSI-52, which is gross BSI-52 net of commission, adjusted for the profile of owned fleet in terms of design.
- 3q18 Adj. net BSI-52 is basis quarter-to-date actual as of August 7, 2018
- Please see the Definitions slide in the Appendix for 1) an explanation of items included in Adjusted EBITDA, and 2) calculation of TCE and reconciliation to revenues

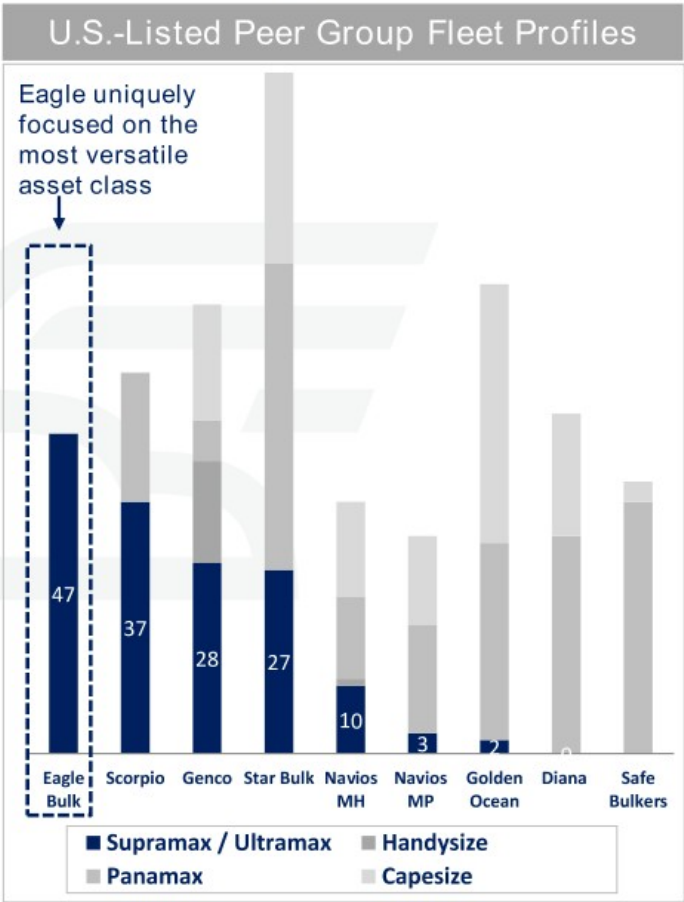
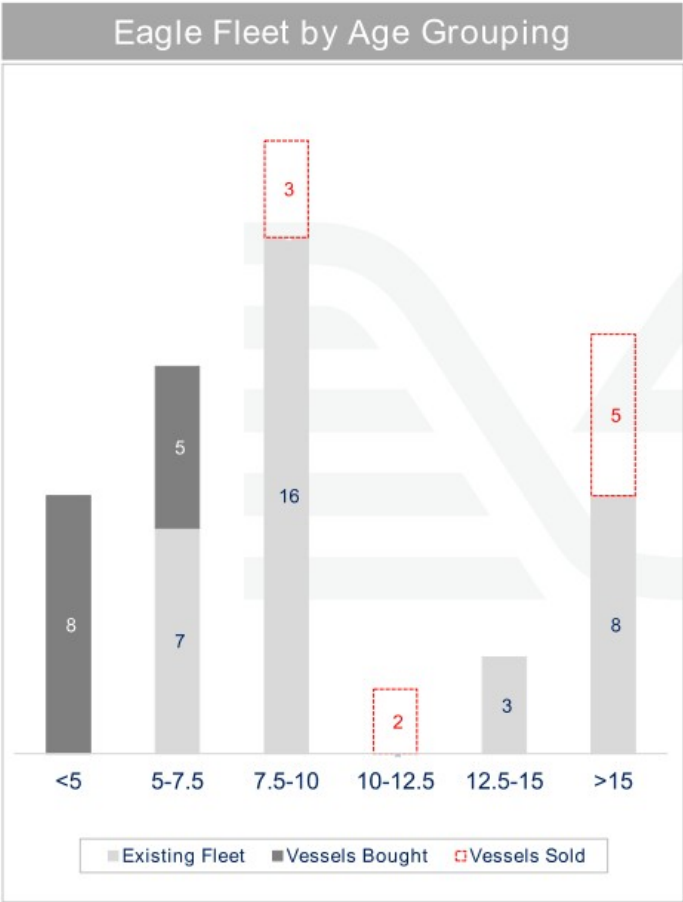
Optimizing Platform Through Scale and Arbitrage

Third-party Timecharter-in Business

Eagle charters-in third party vessels in order to cover cargo commitments, profit from vessel-positioning arbitrage opportunities, and increase overall market coverage



Leader in the Supramax/Ultramax Segment



• Eagle fleet count is proforma for delivery of THRUSH, which has been sold and is expected to be delivered to her new owners during Q3; and also HAMBURG EAGLE, which the Company has agreed to acquire and expects to take delivery of in Q4

• Source(s): VesselsValue

Financial

Earnings

\$ Thousands except EPS	2q18	1q18	2q17	2q18 YTD	2q17 YTD
REVENUES, net of commissions	\$ 74,939	\$ 79,371	\$ 53,631	\$ 154,309	\$ 99,486
EXPENSES					
Voyage expenses	17,205	22,515	13,380	39,720	26,733
Vessel expenses	20,577	21,079	19,309	41,656	37,264
Charter hire expenses	10,108	10,268	6,445	20,376	10,319
Depreciation and amortization	9,272	9,276	8,021	18,549	15,513
General and administrative expenses	8,896	9,914	8,590	18,809	16,369
Gain on sale of vessels	(105)	-	(1,806)	(105)	(1,898)
Total operating expenses	65,953	73,052	53,939	139,005	104,300
OPERATING INCOME / (LOSS)	8,986	6,319	(308)	15,304	(4,814)
OTHER EXPENSES					
Interest expense, net	6,275	6,166	6,673	12,441	12,928
(Gain)/Loss on derivatives	(740)	100	(1,093)	(640)	(786)
Total other expense, net	5,535	6,266	5,580	11,801	12,142
Net Income / (Loss)	\$ 3,451	\$ 53	\$ (5,888)	\$ 3,504	\$ (16,957)
EPS (Basic & Diluted)	\$ 0.05	\$ 0.00	\$ (0.08)	\$ 0.05	\$ (0.25)
Adjusted EBITDA	\$ 21,132	\$ 18,835	\$ 9,307	\$ 39,968	\$ 13,860

Balance Sheet + Liquidity Position

\$ Thousands

June 30, 2018

Cash	76,881
Undrawn availability	20,000

Total Liquidity as of June 30, 2018 96,881

June 30, 2018

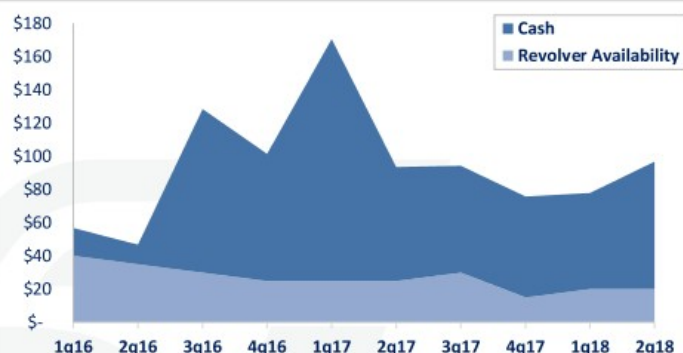
Cash (including restricted cash)	76,956
Other Current Assets	30,322
Vessels held for Sale	10,355
Vessels, net	686,424
Other Assets	12,506
Total Assets	816,563

Current Liabilities	22,823
Debt, net (including \$20M current)	321,812
Other Noncurrent Liabilities	2,376
Total Liabilities	347,011
Stockholder's Equity	469,552
Total Liabilities and Stockholder's Equity	816,563

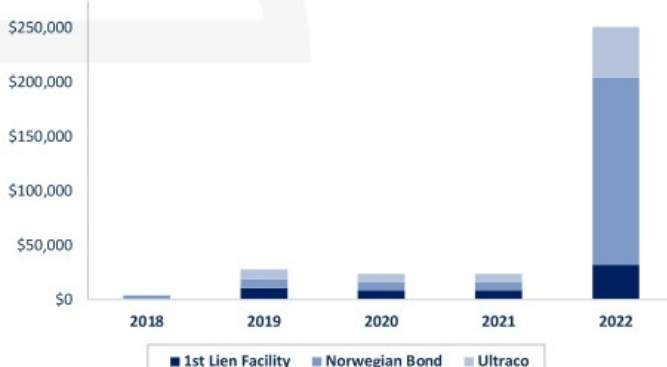


Debt net of \$8.0M of debt discount and deferred financing cost

Liquidity Position (\$ thousands)



Debt Maturity (\$ thousands)

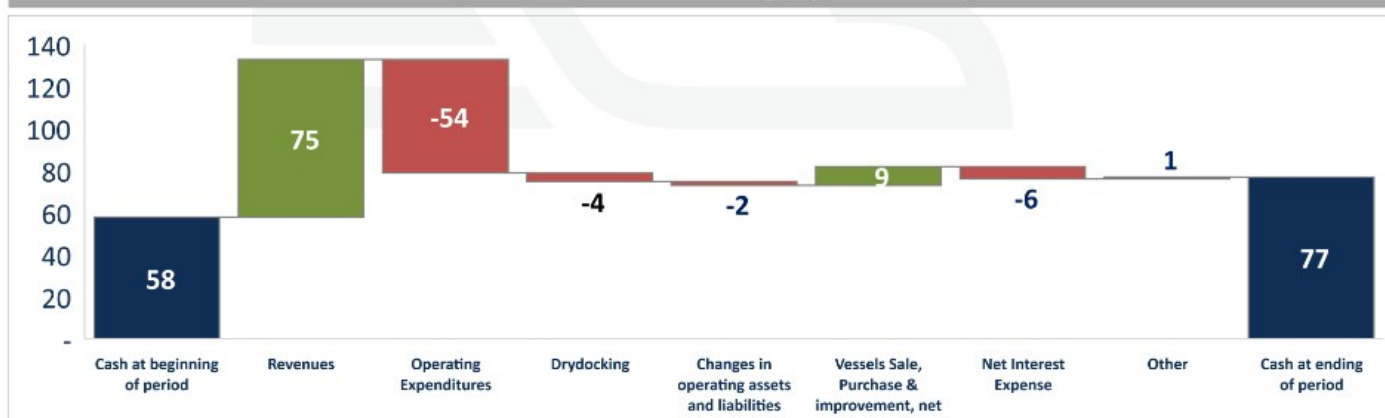


Cash Flow

Cash Flow from Operations (\$ millions)



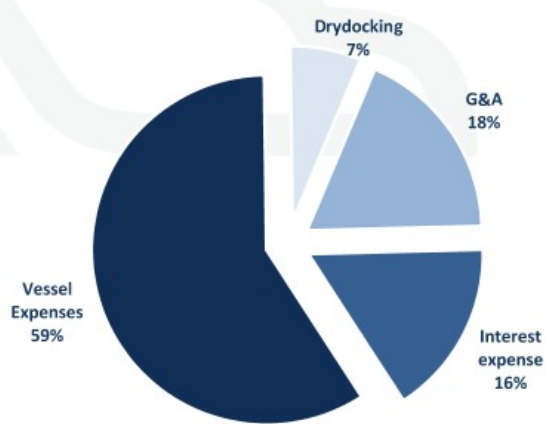
2q18 Cash Flow Change (\$ millions)



Cash Breakeven per Vessel per Day

	2q18 YTD	2q18	1q18	FY17
OPERATING				
Vessel Expenses	\$ 4,840	\$ 4,792	\$ 4,888	\$ 4,825
Drydocking	538	821	257	158
G&A	1,498	1,510	1,485	1,497
Total Operating	6,876	7,123	6,630	6,480
DEBT SERVICE				
Interest expense	1,333	1,350	1,316	819
TOTAL CASH BREAKEVEN	\$ 8,209	\$ 8,473	\$ 7,946	\$ 7,299

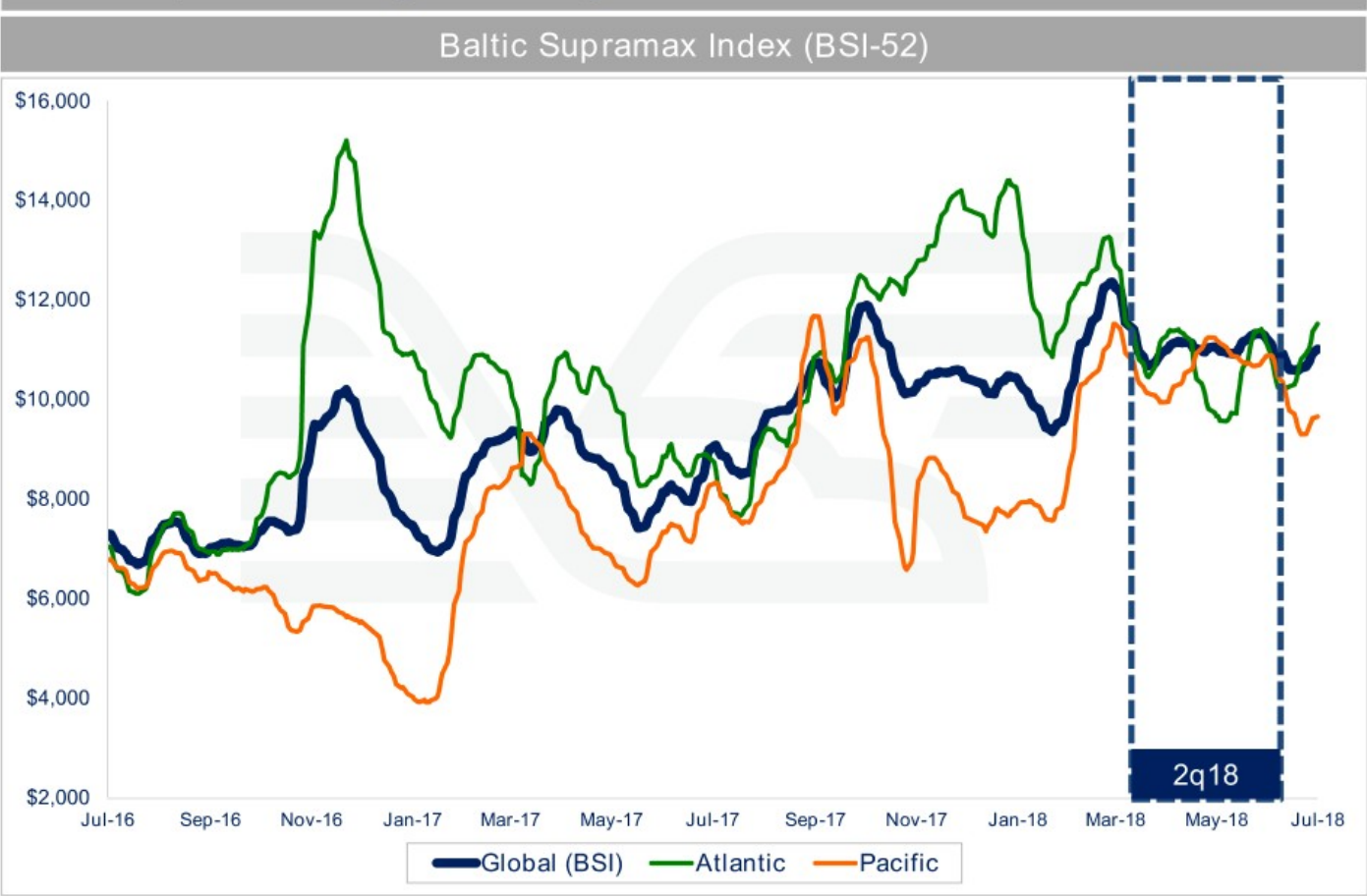
2q18 YTD
Breakdown
by Category





Industry

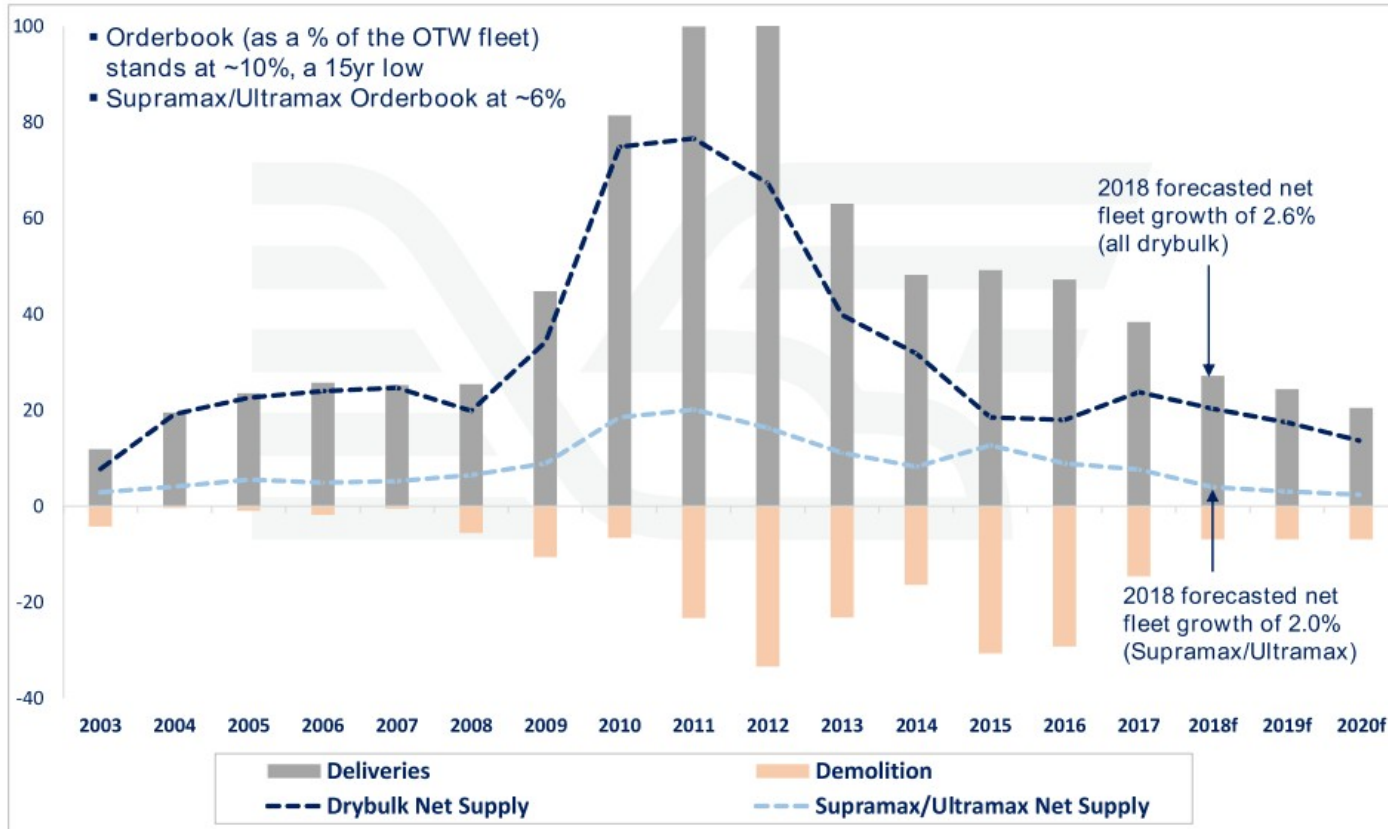
Q2 Impacted by Strong Pacific Market



Source(s): Clarksons
Atlantic market calculated based on routes BSI-S4A and BSI-S4B. Pacific market calculated based on route BSI-S2.

Supply Fundamentals Remain Favorable

Drybulk Deliveries + Scrapping (DWT)



- Source(s): Clarksons
- Scrapping for 2018 and beyond projected at 7m MT (total Drybulk) and 1.2m MT (Supramax/Ultramax) per year.
- Forecasted slippage assumed at 25%

Minor Bulk Demand Increasing in 2018

Drybulk Trade (DT) vs. Global GDP

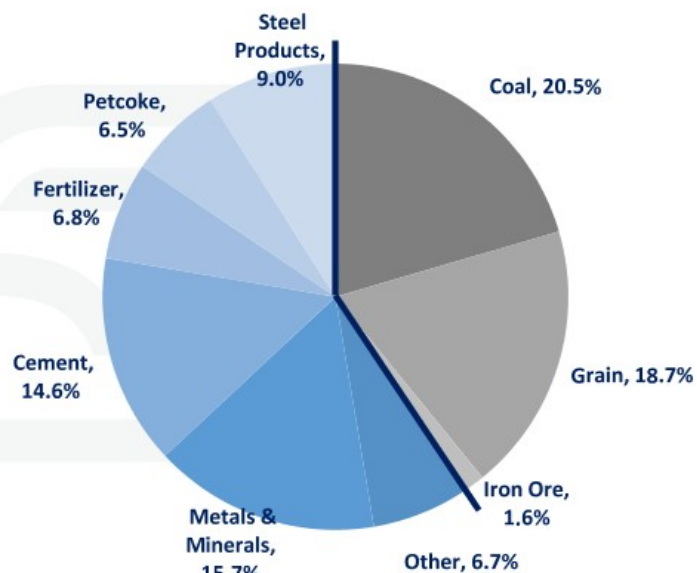


Annualized Growth Rates

	2013-2015	2016	2017	2018f
Global GDP	3.4%	3.2%	3.7%	3.9%
China	7.3%	6.7%	6.9%	6.6%
India	7.3%	7.1%	6.7%	7.3%
Drybulk Trade (DT)	3.8%	1.7%	3.9%	2.6%
Iron Ore	7.3%	4.0%	3.9%	2.4%
Coal	1.0%	0.4%	5.9%	1.8%
Grains	7.0%	4.6%	6.1%	0.7%
Minor Bulks	2.6%	0.2%	2.5%	3.3%

Eagle 2q18 Cargoes

Minor Bulks ~59% Major Bulks ~41%



- Source(s): Clarksons, IMF
- Drybulk Trade / Global GDP ratio for 2009 excluded from historical average calculation



www.eagleships.com

Appendix

TCE Reconciliation

\$ Thousands except TCE and days	1q16	2q16	3q16	4q16	1q17	2q17	3q17	4q17	1q18	2q18
Revenues, net	21,278	25,590	35,788	41,836	45,855	53,631	62,711	74,587	79,371	74,939
Less:										
Voyage expenses	(9,244)	(7,450)	(11,208)	(14,192)	(13,353)	(13,380)	(17,463)	(18,155)	(22,515)	(17,205)
Charter hire expenses	(1,489)	(1,668)	(3,822)	(5,866)	(3,873)	(6,446)	(9,652)	(11,312)	(10,268)	(10,108)
Reversal of one legacy time charters	1,045	793	670	432	(302)	584	329	426	(86)	(404)
Realized gain/loss on FFAs and bunker swaps	-	-	(449)	(113)	-	83	248	(349)	117	345
TCE revenue	11,590	17,265	20,979	22,097	28,326	34,473	36,173	45,197	46,619	47,567
Owned available days *	3,945	3,902	3,700	3,653	3,620	3,771	4,177	4,324	4,218	4,153
TCE	2,938	4,425	5,670	6,049	7,825	9,142	8,660	10,452	11,052	11,453



Please see the Definitions slide in the Appendix for an explanation of Owned Available Days

Evaluating TCE Relative Performance

This page is meant to assist analysts/investors on how to potentially evaluate and forecast vessel/fleet TCE relative performance within the Supramax/Ultramax segment

- Since the Supramax/Ultramax segment is comprised of a number of different ship types / sizes / designs, TCE generation ability can differ significantly from the standard vessel used to calculate the BSI-52 benchmark
- For example, a 2013-built Chinese 60-65k DWT Ultramax should be expected to earn a significant premium to a 2013-built 55-60k Supramax, particularly given the incremental cost of the 60-65k DWT vessel
- **Ultimately, it's about yield** – the expected earnings ability of a vessel versus its cost

Supramax/Ultramax TCE Performance Matrix						
SHIP TYPE	SIZE (DWT)		VESSEL TYPE INDEX FACTOR (AS COMPARED TO THE BSI VESSEL)			
			JAPANESE		CHINESE	
	FROM	TO	FROM	TO	FROM	TO
BSI-52	52,000		100.0%			
1	50,000	55,000	94.0%	100.0%	85.0%	90.0%
2	55,000	60,000	98.0%	107.0%	92.0%	100.0%
3	60,000	65,000	112.0%	120.0%	112.0%	116.0%

Matrix depicts the estimated TCE Earnings Performance range for a generic Supramax/Ultramax vessel type as compared to the BSI-52 ship

The BSI-52 is based on the 52k DWT Japanese TESS-52 design Supramax and is gross of commissions

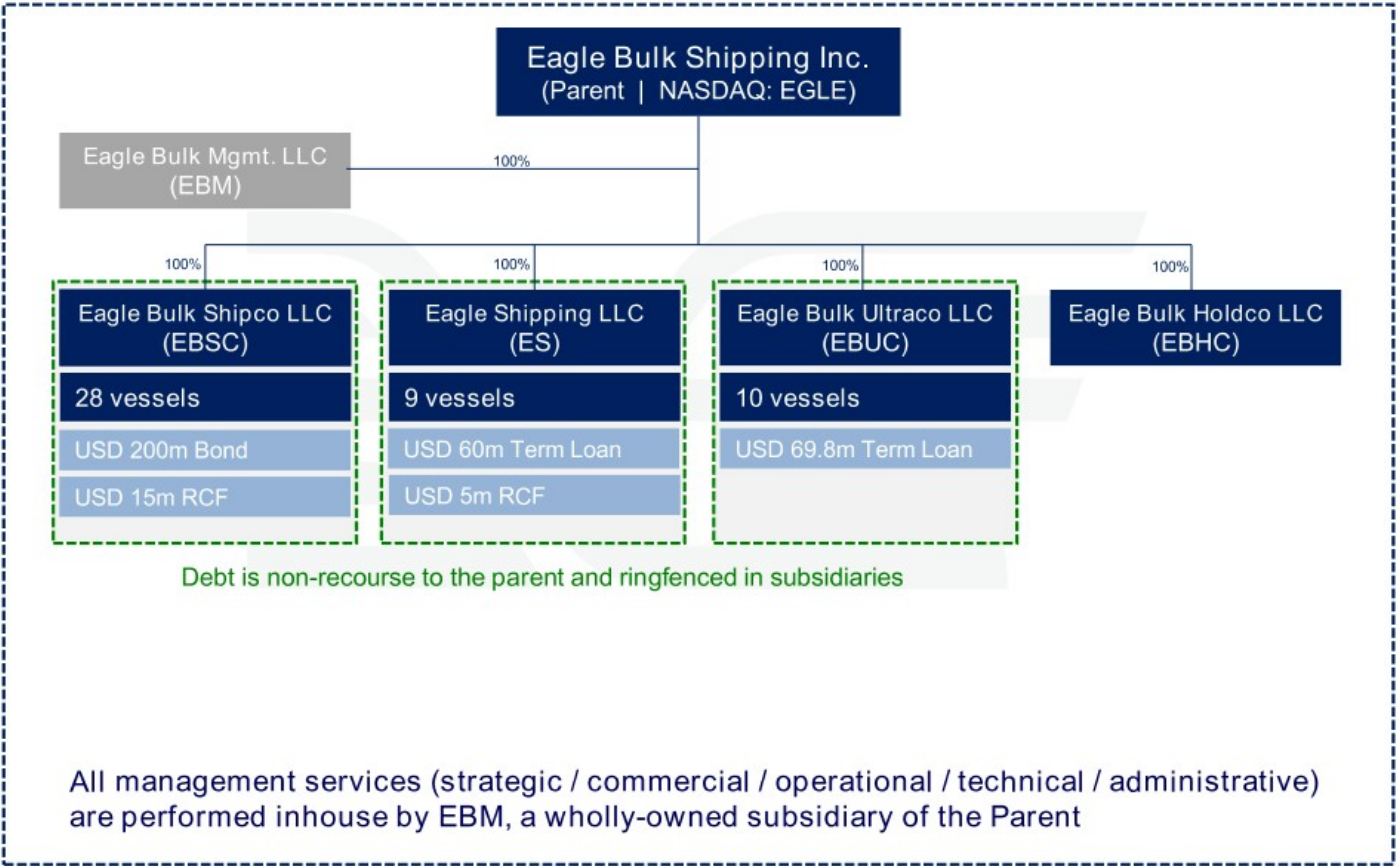
A Chinese 60-65k DWT Ultramax should earn a premium of 12-16% to the net BSI-52, depending on its specific design characteristics, due to cargo carrying capacity, speed, and fuel consumption differences

For Illustrative Purposes Only



- The Matrix is meant to capture general ship types but there are likely some vessels which fall outside the stated figures
- Index Factors can change somewhat with movements in both fuel prices and (spot) rate environment

Corporate Structure



▪ Fleet count excludes HAMBURG EAGLE, which the Company has agreed to acquire and expects to take delivery of in Q4

Fleet

Owned Fleet by Silo

EBSC						ES			EBUC		
Vessel	DWT	Age	Vessel	DWT	Age	Vessel	DWT	Age	Vessel	DWT	Age
1 Singapore Eagle	63	1.5	15 Stellar Eagle	56	9.3	1 Nighthawk	58	7.4	1 New London Eagle	63	2.9
2 Stamford Eagle	62	2.4	16 Crested Eagle	56	9.4	2 Martin	58	7.9	2 Westport Eagle	63	3.4
3 Sandpiper Bulker	58	6.7	17 Crowned Eagle	56	9.6	3 Kingfisher	58	8.0	3 Madison Eagle	63	4.7
4 Roadrunner Bulker	58	6.8	18 Jaeger	52	13.7	4 Jay	58	8.0	4 Greenwich Eagle	63	4.8
5 Puffin Bulker	58	6.9	19 Cardinal	55	14.0	5 Ibis Bulker	58	8.1	5 Groton Eagle	63	5.0
6 Petrel Bulker	58	7.0	20 Kestrel I	50	14.1	6 Grebe Bulker	58	8.2	6 Fairfield Eagle	63	5.0
7 Owl	58	7.0	21 Skua	53	15.1	7 Gannet Bulker	58	8.2	7 Southport Eagle	63	5.1
8 Oriole	58	7.1	22 Shrike	53	15.3	8 Imperial Eagle	56	8.4	8 Rowayton Eagle	63	5.3
9 Thrush	53	7.5	23 Tern	50	15.5	9 Golden Eagle	56	8.5	9 Mystic Eagle	63	5.3
10 Thrasher	53	8.4	24 Osprey I	50	16.0				10 Stonington Eagle	63	6.1
11 Egret Bulker	58	8.5	25 Goldeneye	52	16.5						
12 Crane	58	8.5	26 Merlin	50	17.3						
13 Canary	58	8.5	27 Condor	50	17.5						
14 Bittern	58	8.7	28 Hawk I	50	17.5						
28 VESSELS			1,546 10.3			9 VESSELS 517 8.0			10 VESSELS 633 4.8		



▪ Fleet count excludes HAMBURG EAGLE, which the Company has agreed to acquire and expects to take delivery of in Q4

Debt Terms

Main Summary

CLOSED	November 2017		December 2017		June 2017
PARENT	EAGLE BULK SHIPPING INC.				
ISSUER	Eagle Bulk Shipco LLC		Eagle Shipping LLC		Eagle Bulk Ultraco LLC
LOAN TYPE	Bond	RCF	Term Loan	RCF	Term Loan
AMOUNT	USD 200m	USD 15m	USD 60m	USD 5m	USD 69.8m
OUTSTANDING	USD 200m	-	USD 60m	-	USD 69.8m
SECURITY	Senior Secured	Super Senior Secured	Secured		Secured
COLLATERAL	28 vessels		9 vessels		10 vessels
INTEREST RATE	8.25% fixed	L+200bps	L+350bps		L+295bps
MATURITY	November 2022	November 2022	December 2022		September 2022
AMORTIZATION	USD 8m/year starting 11/2018	▪ N/A	USD 8.6m/year starting 1/2019 ^[1]		USD 7.2m/year starting 1/2019 ^[1]



▪ Debt levels are as of June 2018

▪ [1] The Eagle Shipping LLC and Eagle Bulk Ultraco LLC term loans will also have an additional payment equal to 25% of the annual amortization, due Q1 of 2019

EBITDA Reconciliation

\$ Thousands	2q18	1q18	2q17	2q18 YTD	2q17 YTD
Net Income / (Loss)	\$ 3,451	\$ 53	\$ (5,888)	\$ 3,504	\$ (16,957)
Less adjustments to reconcile:					
Interest expense	6,387	6,261	6,859	12,648	13,304
Interest income	(112)	(95)	(186)	(207)	(375)
EBIT	9,726	6,219	785	15,945	(4,029)
Depreciation and amortization	9,272	9,276	8,021	18,549	15,513
EBITDA	18,998	15,495	8,806	34,494	11,485
Less adjustments to reconcile:					
One-time and non-cash adjustments*	2,133	3,339	502	5,474	2,375
Adjusted EBITDA	\$ 21,132	\$ 18,835	\$ 9,307	\$ 39,968	\$ 13,860

Definitions

Adjusted EBITDA

Adjusted EBITDA is a non-GAAP financial measure that is used as a supplemental financial measure by our management and by external users of our financial statements, such as investors, commercial banks and others, to assess our operating performance as compared to that of other companies in our industry, without regard to financing methods, capital structure or historical costs basis. Our Adjusted EBITDA should not be considered an alternative to net income (loss), operating income (loss), cash flows provided by (used in) operating activities or any other measure of financial performance or liquidity presented in accordance with U.S. GAAP. Our Adjusted EBITDA may not be comparable to similarly titled measures of another company because all companies may not calculate Adjusted EBITDA in the same manner. Adjusted EBITDA represents EBITDA adjusted to exclude the items which represent certain non-cash, one-time and other items such as vessel impairment, gain /(loss) on sale of vessels, restructuring expenses and stock-based compensation expenses that the Company believes are not indicative of the ongoing performance of its core operations.

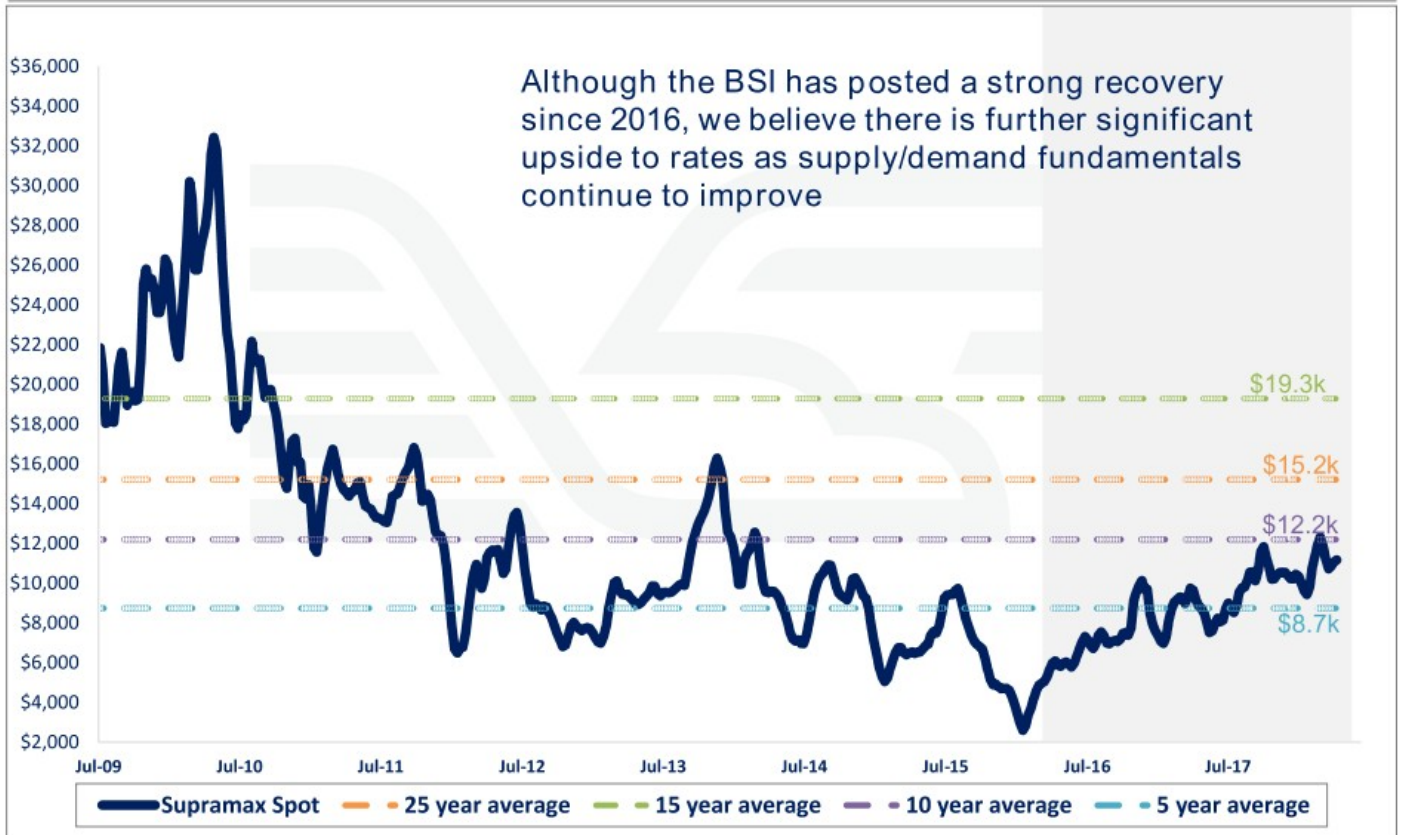
TCE

Time charter equivalent ("TCE") is a non-GAAP financial measure that is commonly used in the shipping industry primarily to compare daily earnings generated by vessels on time charters with daily earnings generated by vessels on voyage charters, because charter hire rates for vessels on voyage charters are generally not expressed in per-day amounts while charter hire rates for vessels on time charters generally are expressed in such amounts. The Company defines TCE as shipping revenues less voyage expenses and charter hire expenses, adjusted for the impact of one legacy time charter and realized gains on FFAs and bunker swaps, divided by the number of owned available days. TCE provides additional meaningful information in conjunction with shipping revenues, the most directly comparable GAAP measure, because it assists Company management in making decisions regarding the deployment and use of its vessels and in evaluating their financial performance. The Company's calculation of TCE may not be comparable to that reported by other companies. The Company calculates relative performance by comparing TCE against the Baltic Supramax Index ("BSI") adjusted for commissions and fleet makeup.

Owned available days is the aggregate number of days in a period during which each vessel in our fleet has been owned by us less the aggregate number of days that our vessels are off-hire due to vessel familiarization upon acquisition, repairs, vessel upgrades or special surveys. The shipping industry uses available days to measure the number of days in a period during which vessels should be capable of generating revenues.

Improving Fundamentals Leading to Higher Rates

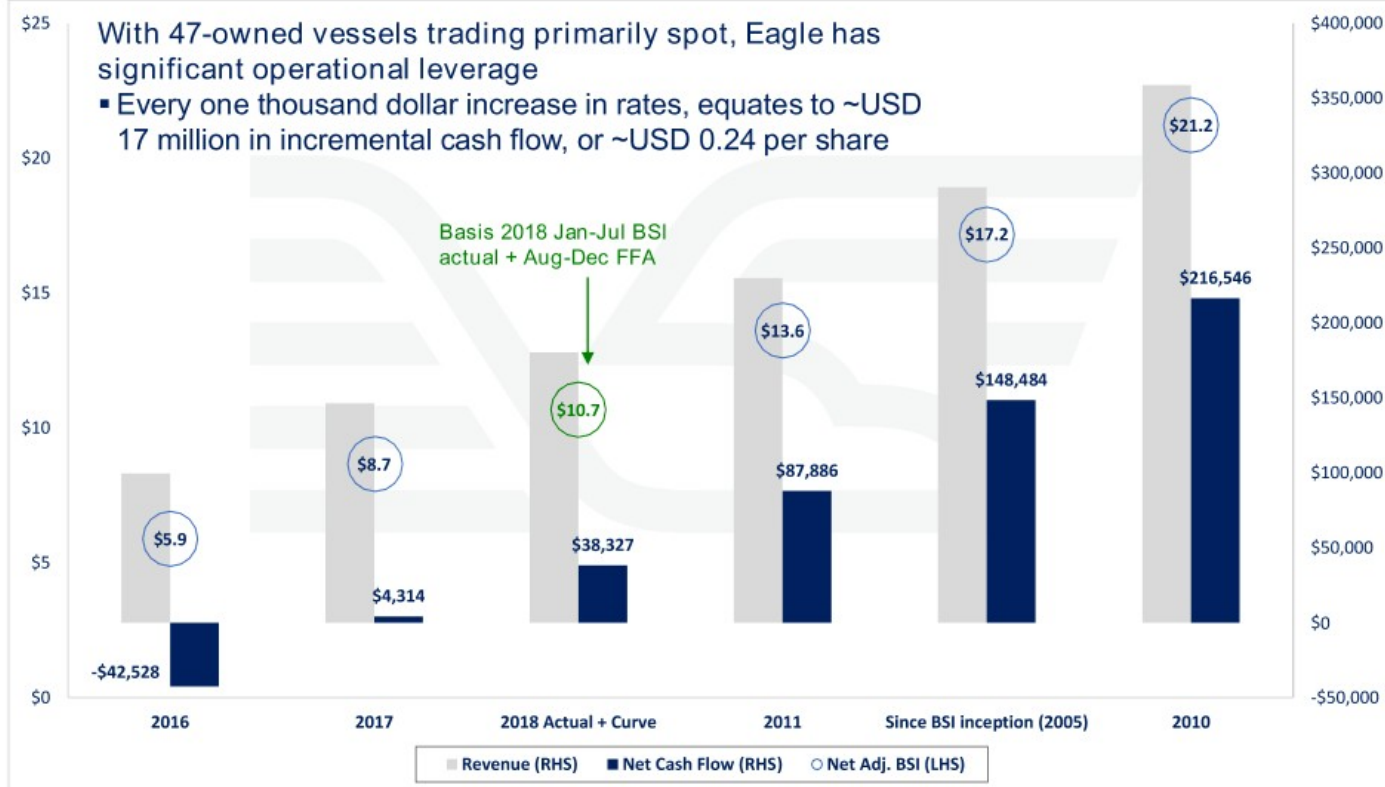
Historical Supramax Rates



- Source(s): Clarksons
- Supramax Spot is based on the BSI
- Historical averages are based on BSI, Supramax 52k dwt Average Trip Rate, and the Handymax 45k dwt. Average Trip Rate.

Significant Operational Leverage

Revenue + Net Cash Flow (NCF) Generation in Different Rate Environments



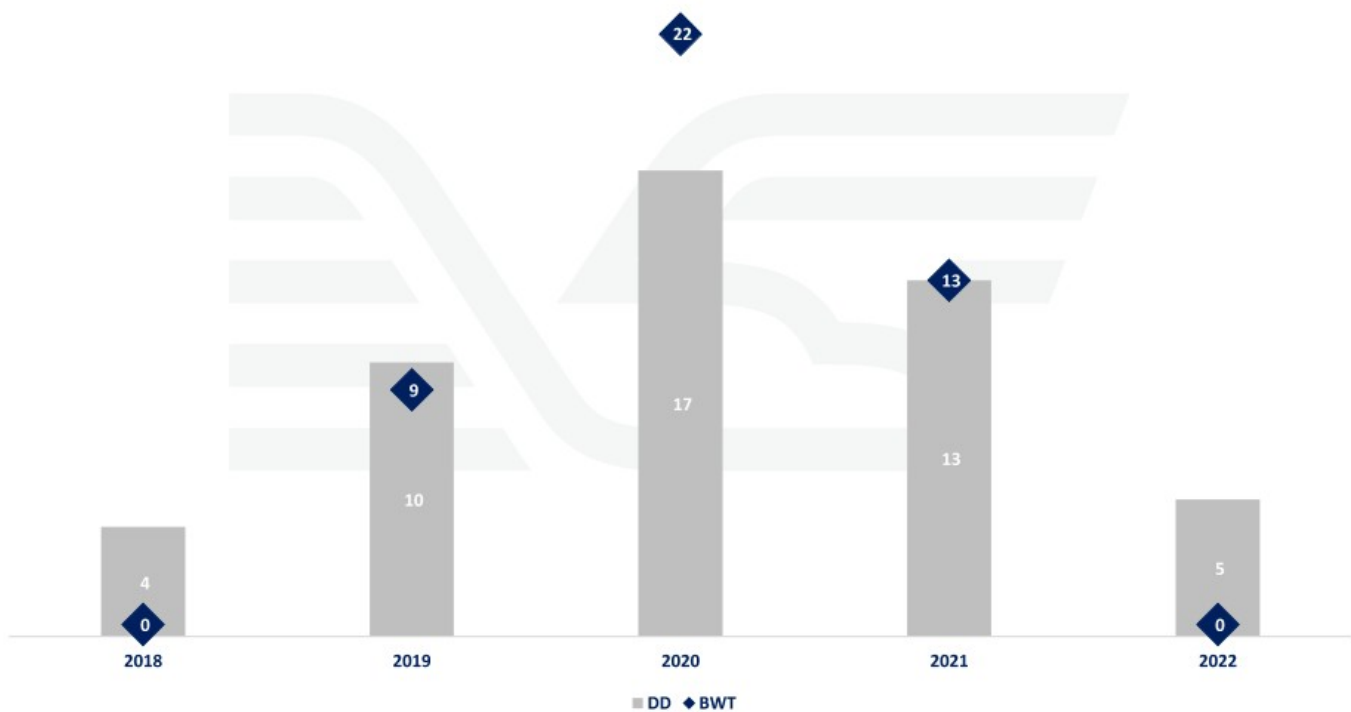
For Illustrative Purposes Only



- 2016a/2017a/2011a/2010a are basis actual BSI for the period, net of commission/offhire and adjusted for the current Eagle fleet profile in terms of design
- Since BSI Inception (2005) is basis average from BSI's inception (2005-2017), net of commission/offhire and adjusted for the current Eagle fleet profile in terms of design
- 2018 Actual + Curve basis YTD actual and forward curve for balance
- Net Cash Flow is calculated basis Eagle's 2018e cash breakeven rate and does not assume any potential platform premium earned

Dry Docking Schedule

Number of Ships (Statutory Dry Dockings + Ballast Water Treatments)





www.eagleships.com
