

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Vogel Gary</u>			2. Issuer Name and Ticker or Trading Symbol <u>Eagle Bulk Shipping Inc. [EGLE]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Executive Officer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>01/02/2024</u>					
<u>C/O EAGLE BULK SHIPPING INC.</u>								
<u>300 FIRST STAMFORD PLACE, 5TH FLOOR</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(Street)								
<u>STAMFORD</u>	<u>CT</u>	<u>06902</u>						
(City)	(State)	(Zip)	Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.					

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/02/2024		F		3,057 ⁽¹⁾	D	\$54.38	131,929	D	
Common Stock	01/02/2024		M		3,100	A	(2)	135,029	D	
Common Stock	01/02/2024		M		7,220	A	(3)	142,249	D	
Common Stock	01/02/2024		M		2,830	A	(4)	145,079	D	
Common Stock	01/02/2024		F		6,096 ⁽⁵⁾	D	\$54.38	138,983	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	(2)	01/02/2024		M			3,100	(2)	(2)	Common Stock	3,100	\$0	3,100	D	
Restricted Stock Units	(3)	01/02/2024		M			7,220	(3)	(3)	Common Stock	7,220	\$0	7,220	D	
Restricted Stock Units	(4)	01/02/2024		M			2,830	(4)	(4)	Common Stock	2,830	\$0	5,660	D	

Explanation of Responses:

- Represents the withholding of shares to satisfy the reporting person's tax withholding obligation upon the vesting of shares of restricted common stock awarded on February 19, 2021. The total value of securities withheld was based on a price of \$54.38 per share, the closing price of the common stock on January 2, 2024.
- This award was granted on March 11, 2022. The award vests in three substantially equal installments on January 2, 2023, January 2, 2024 and January 2, 2025.
- This award of performance-vested restricted stock units was granted on March 11, 2022 and certain performance criteria with respect to this award was certified by the Compensation Committee of the Board of Directors of the Issuer on March 8, 2023. The award vests in three substantially equal installments on March 8, 2023, January 2, 2024 and January 2, 2025.
- This award was granted on March 6, 2023. The award vests in three substantially equal installments on January 2, 2024, January 2, 2025 and January 2, 2026.
- Represents the withholding of shares to satisfy the reporting person's tax withholding obligation upon the vesting of restricted stock units awarded on March 11, 2022 and March 6, 2023. The total value of securities withheld was based on a price of \$54.38 per share, the closing price of the common stock on January 2, 2024.

Remarks:

/s/ Gary Vogel

01/04/2024

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.