

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): **May 10, 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))

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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. ☐

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**Item 2.02. Results of Operations and Financial Condition.**

On May 10, 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 March 31, 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 May 10, 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	<a href="#">Corporate presentation dated May 10, 2018</a>

## **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: May 10, 2018

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





First Quarter 2018  
Earnings Presentation  
10 May 2018

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# Disclaimer

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*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.

# Agenda

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1 Highlights

2 Financial

3 Industry

4 Summary

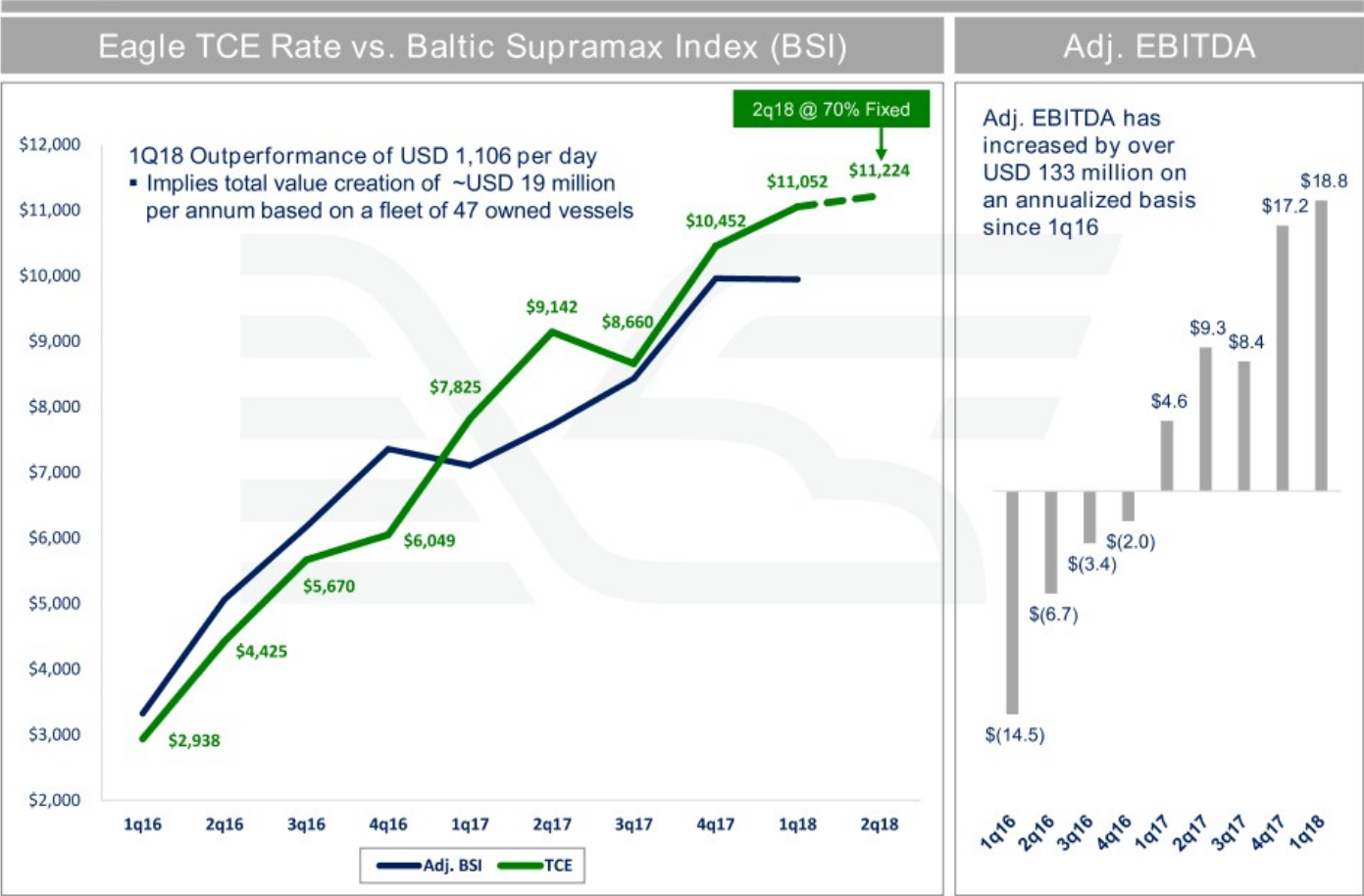


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# Highlights

# Outperformance Accelerates Into 2018

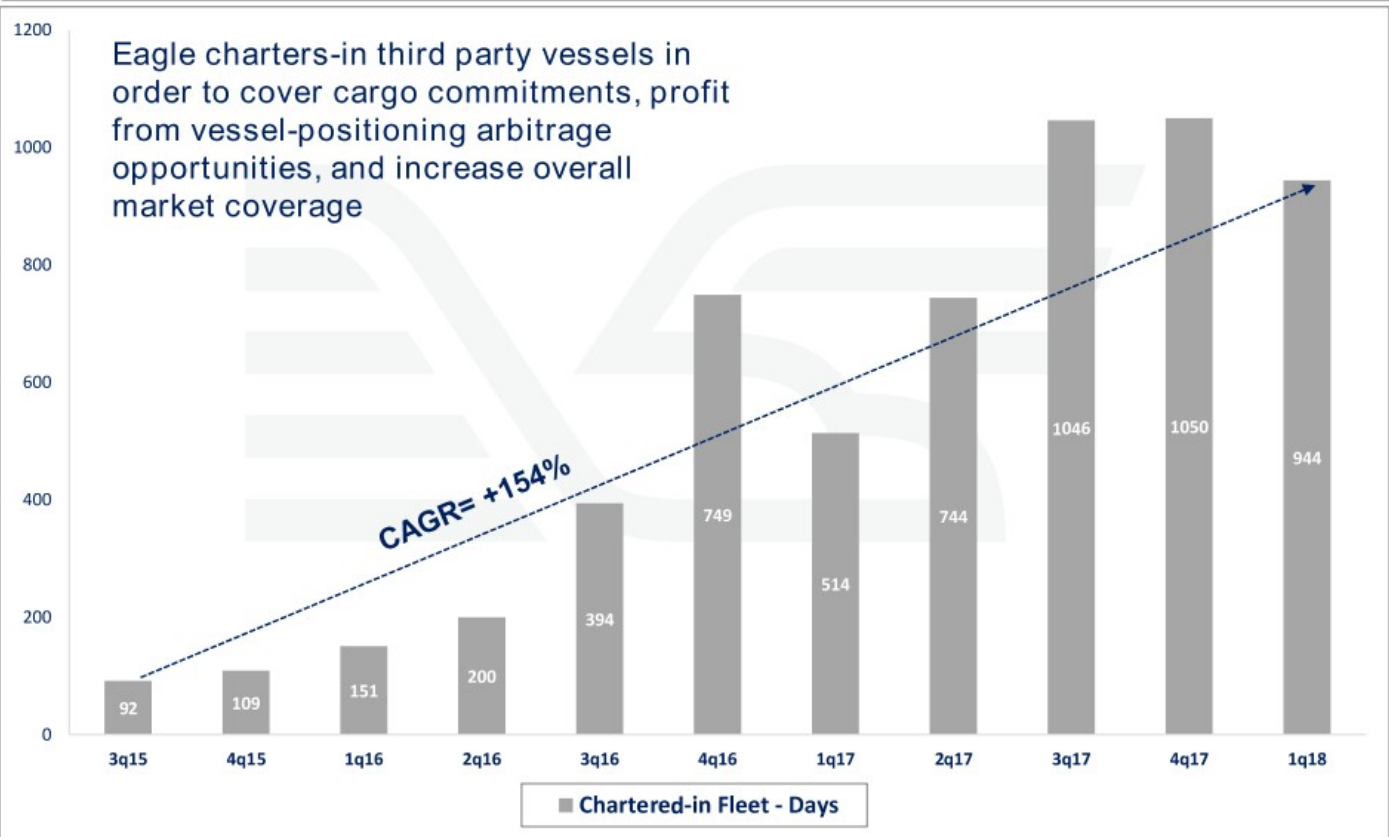


▪ TCE relative performance is compared against Adj. net BSI= net BSI adjusted for the profile of owned fleet in terms of design. TCE is a non-GAAP financial measure. Please refer to Appendix for the reconciliation of revenues to TCE

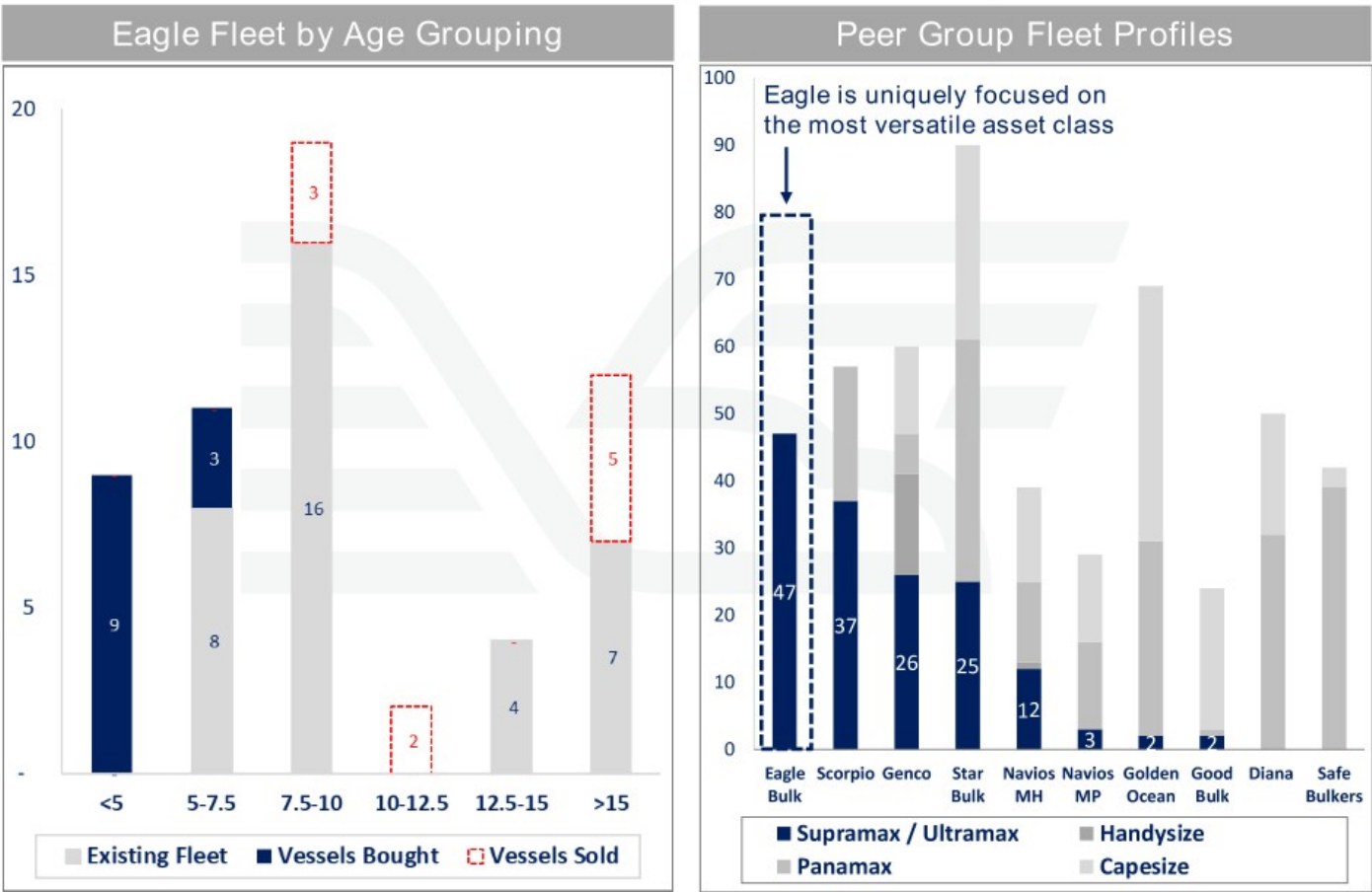
▪ Adj. EBITDA= EBITDA adjusted to exclude certain non-cash, one-time, and other items (such as vessel impairment, gain / loss on sale of vessels, restructuring expenses, loss on debt extinguishment, non-cash comp. and amortization of TC acquired) that Eagle believes are not indicative core operations.

# Optimizing Platform Through Scale and Arbitrage

## Third-party Timecharter-in Business



# Leader in the Supramax/Ultramax Segment



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## Financial

# Earnings

\$ Thousands except EPS	1q18	4q17	1q17
<b>REVENUES, net of commissions</b>	\$ 79,371	\$ 74,587	\$ 45,855
<b>EXPENSES</b>			
Voyage expenses	22,515	18,155	13,353
Vessel expenses	21,079	21,233	17,956
Charter hire expenses	10,268	11,312	3,873
Depreciation and amortization	9,276	9,196	7,493
General and administrative expenses	9,914	8,137	7,779
Gain on sale of vessels	-	(34)	(92)
<b>Total operating expenses</b>	<b>73,052</b>	<b>67,999</b>	<b>50,362</b>
<b>OPERATING INCOME / (LOSS)</b>	<b>6,319</b>	<b>6,588</b>	<b>(4,507)</b>
<b>OTHER EXPENSES</b>			
Interest expense, net	6,166	8,103	6,255
Loss on derivatives	100	100	307
Loss on debt extinguishment	-	14,969	-
<b>Total other expense, net</b>	<b>6,266</b>	<b>23,172</b>	<b>6,562</b>
<b>Net Income / (Loss)</b>	<b>\$ 53</b>	<b>\$ (16,584)</b>	<b>\$ (11,069)</b>
<b>EPS (Basic &amp; Diluted)</b>	<b>\$ 0.00</b>	<b>\$ (0.24)</b>	<b>\$ (0.17)</b>
<b>Adjusted EBITDA</b>	<b>\$ 18,835</b>	<b>\$ 17,219</b>	<b>\$ 4,553</b>



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, loss on debt extinguishment, non-cash compensation expenses and amortization of fair value below contract value of time charter acquired that the Company believes are not indicative of the ongoing performance of its core operations.

# Balance Sheet + Liquidity Position

\$ Thousands

March 31, 2018

Cash	57,898
Undrawn availability	20,000

**Total Liquidity as of March 31, 2018 77,898**

\$ Thousands

March 31, 2018

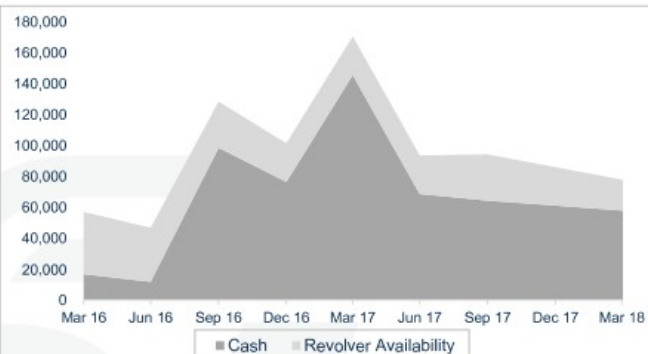
Cash	57,898
Other Current Assets	32,839
Vessels held for Sale	19,671
Vessels, net	693,895
Other Assets	10,641
<b>Total Assets</b>	<b>814,944</b>

Current Liabilities	27,296
Debt (including \$12M current)	321,473
Other Noncurrent Liabilities	2,488
<b>Total Liabilities</b>	<b>351,257</b>
<b>Stockholder's Equity</b>	<b>463,687</b>
<b>Total Liabilities and Stockholder's Equity</b>	<b>814,944</b>

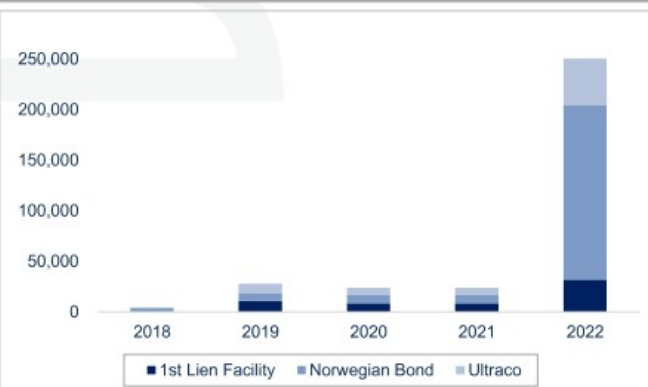


Debt net of \$8.3M of debt discount and deferred financing cost

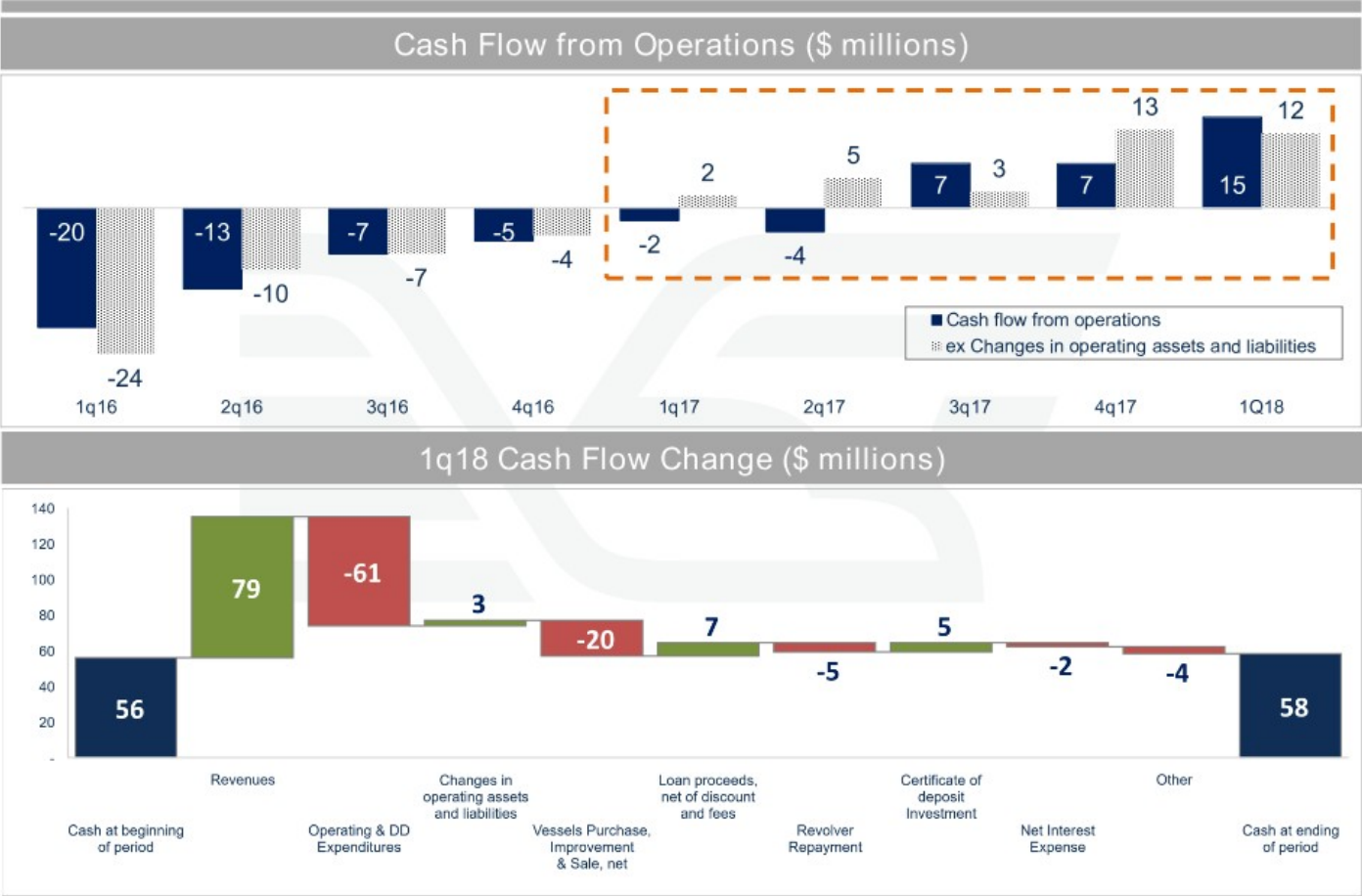
## Liquidity Position (\$ thousands)



## Debt Maturity (\$ thousands)



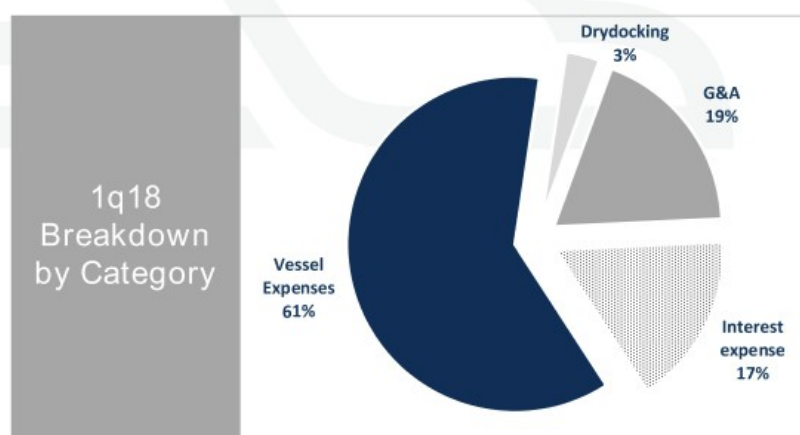
# Cash Flow





## Cash Breakeven per Vessel per Day

	1Q18	FY17
<b>OPERATING</b>		
Vessel Expenses	\$ 4,888	\$ 4,825
Drydocking	257	158
G&A	1,485	1,497
<b>Total Operating</b>	<b>6,630</b>	<b>6,480</b>
<b>DEBT SERVICE</b>		
	<b>1,316</b>	<b>819</b>
<b>TOTAL CASH BREAKEVEN</b>	<b>\$ 7,946</b>	<b>\$ 7,299</b>



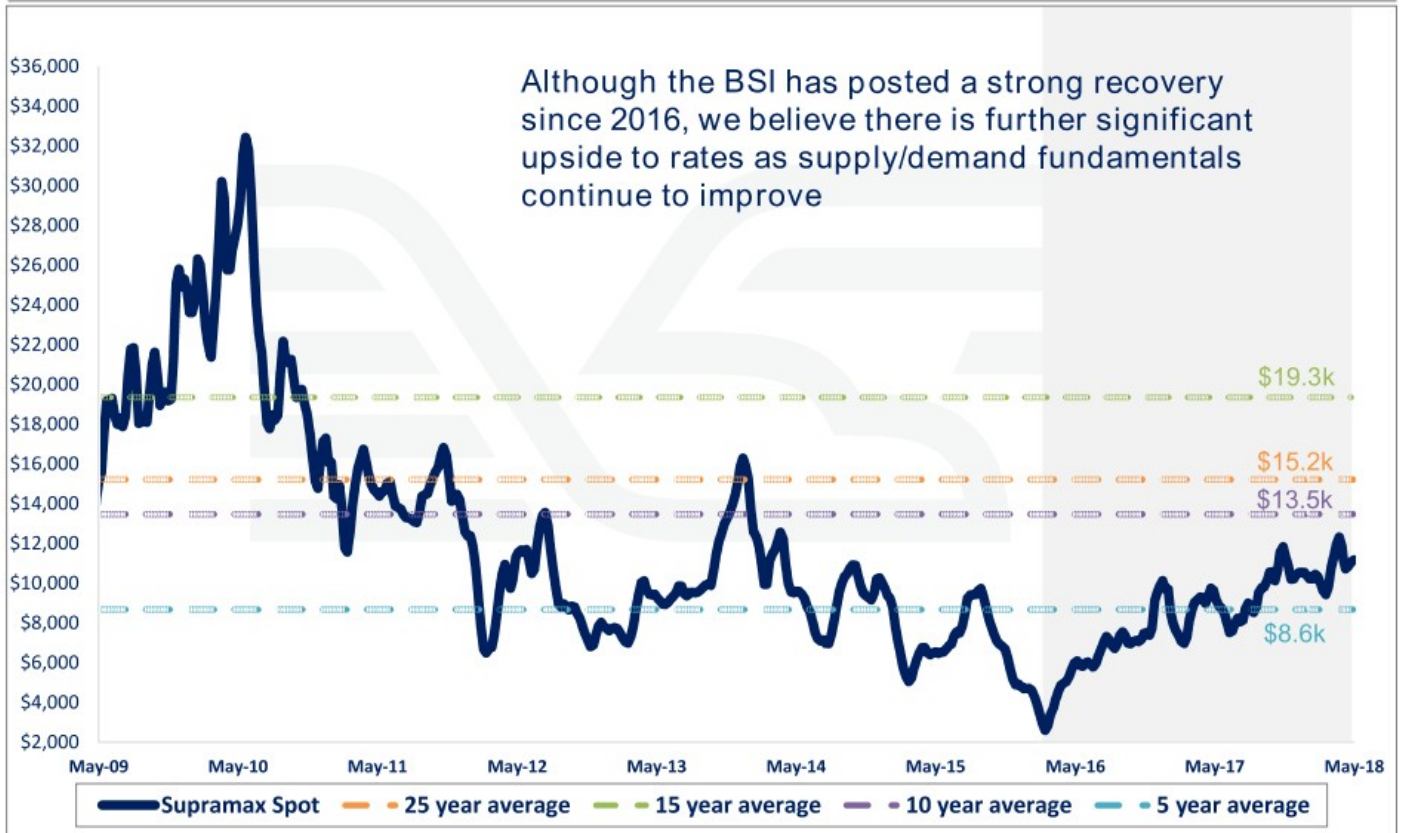
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Industry

# Improving Fundamentals Leading to Higher Rates

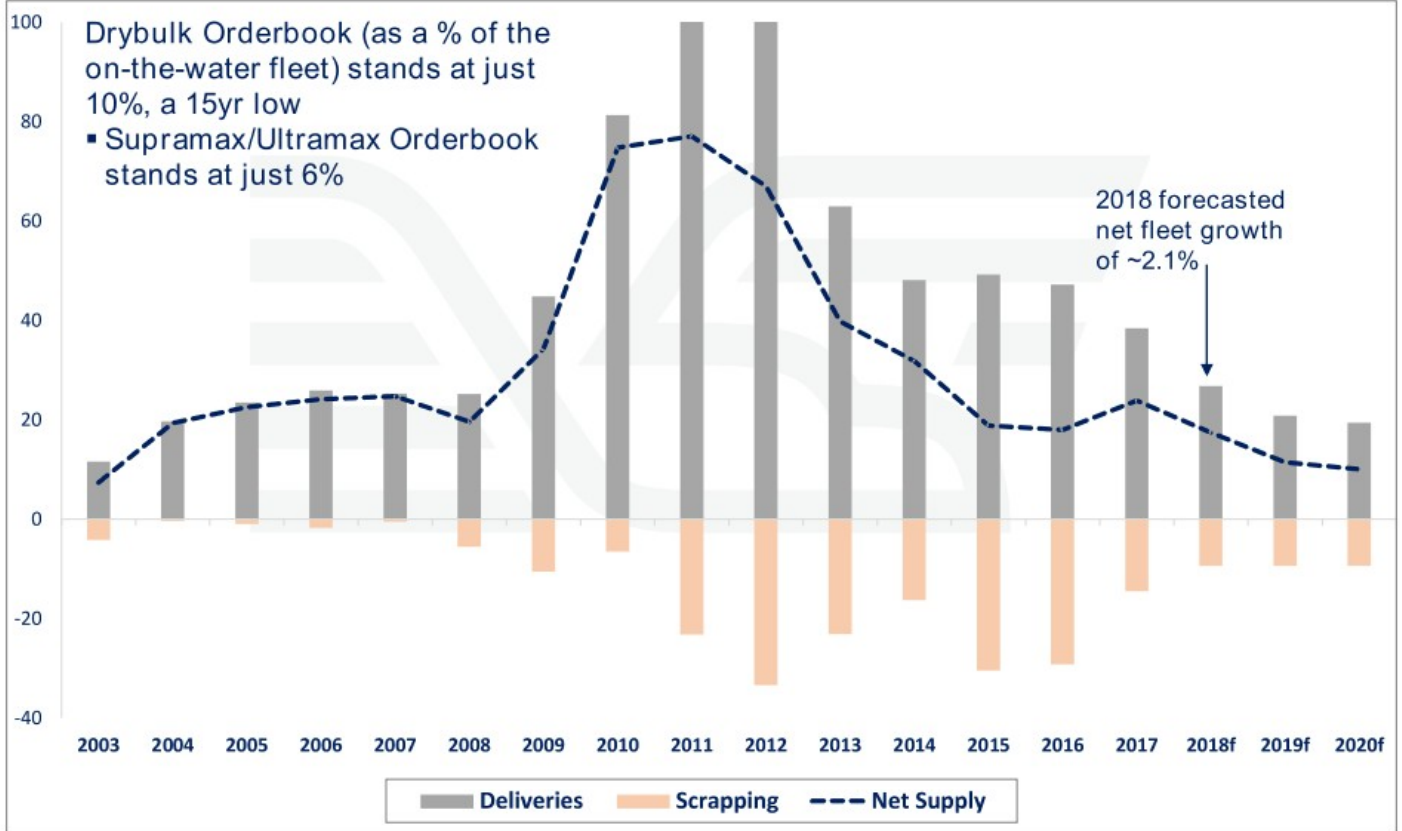
## Historical Supramax Rates



- 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.

# Supply Growth Lowest in Years

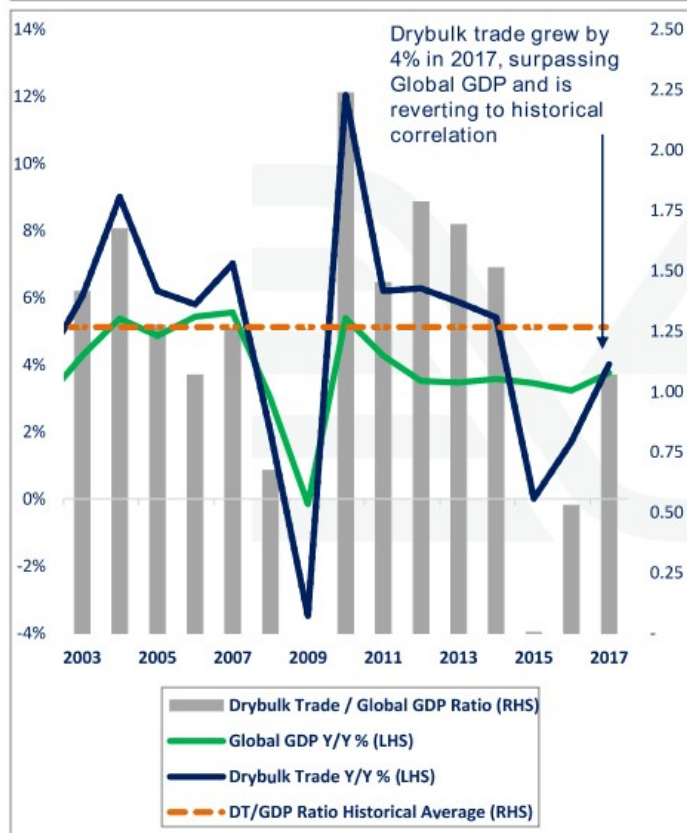
## New Vessel Deliveries + Old Vessel Scrapping (DWT)



- Source(s): Clarksons
- Scrapping for 2018 and beyond projected at 10m MT per year
- Forecasted slippage assumed at 25%

# Minor Bulk Demand Increasing in 2018

Drybulk Trade vs. Global GDP Growth



Annualized Growth Rates

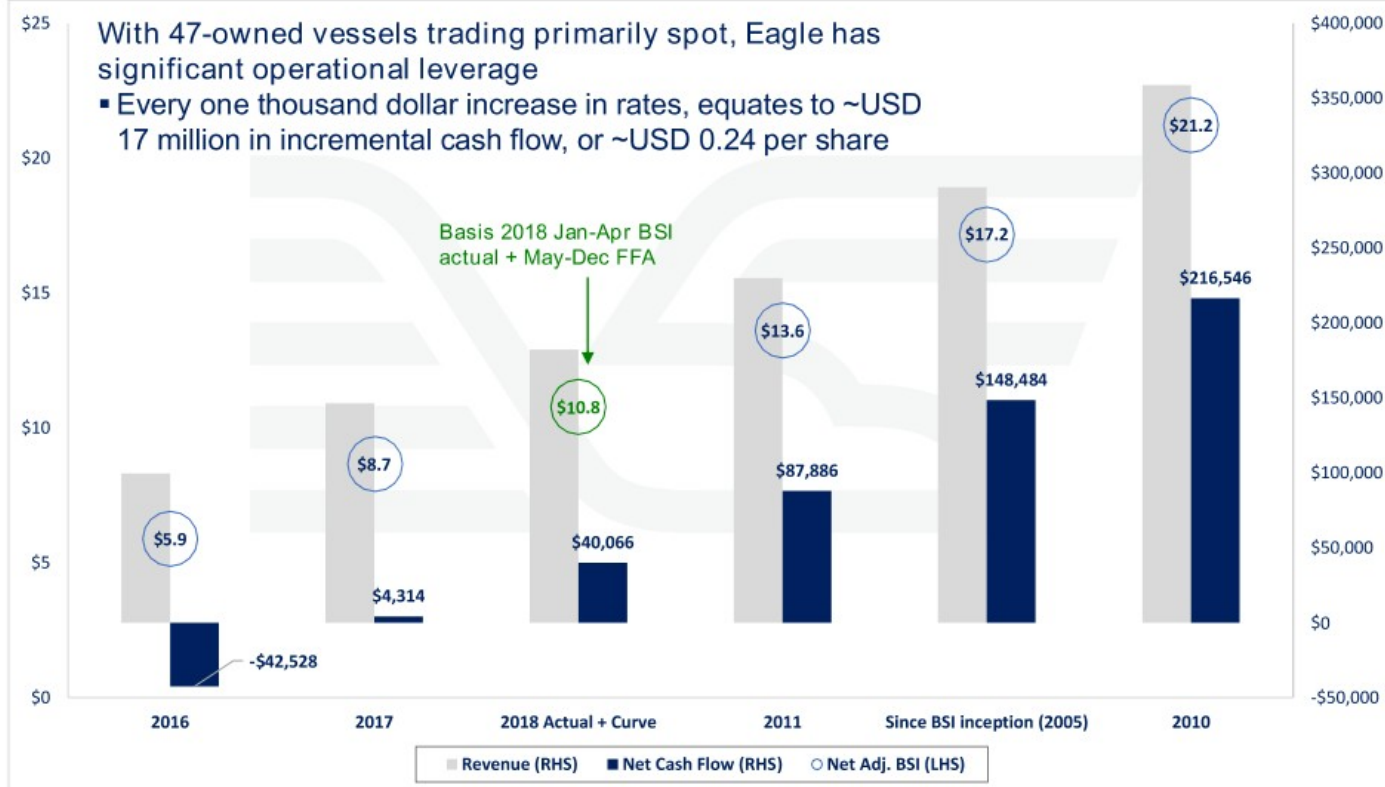
	2013-2015	2016	2017	2018f
Global GDP	3.4%	3.2%	3.8%	3.9%
China	7.3%	6.7%	6.9%	6.6%
India	7.3%	7.1%	6.7%	7.4%
Drybulk Trade	3.8%	1.7%	4.0%	2.6%
Iron Ore	7.3%	4.0%	3.9%	3.2%
Coal	1.0%	0.4%	5.9%	1.6%
Grains	7.0%	4.6%	7.1%	1.2%
Minor Bulks	2.6%	0.2%	2.2%	3.0%

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## Summary

# 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 January-April actual and May-December forward curve
- Net Cash Flow is calculated basis Eagle's 2018e cash breakeven rate and does not assume any potential platform premium earned



[www.eagleships.com](http://www.eagleships.com)

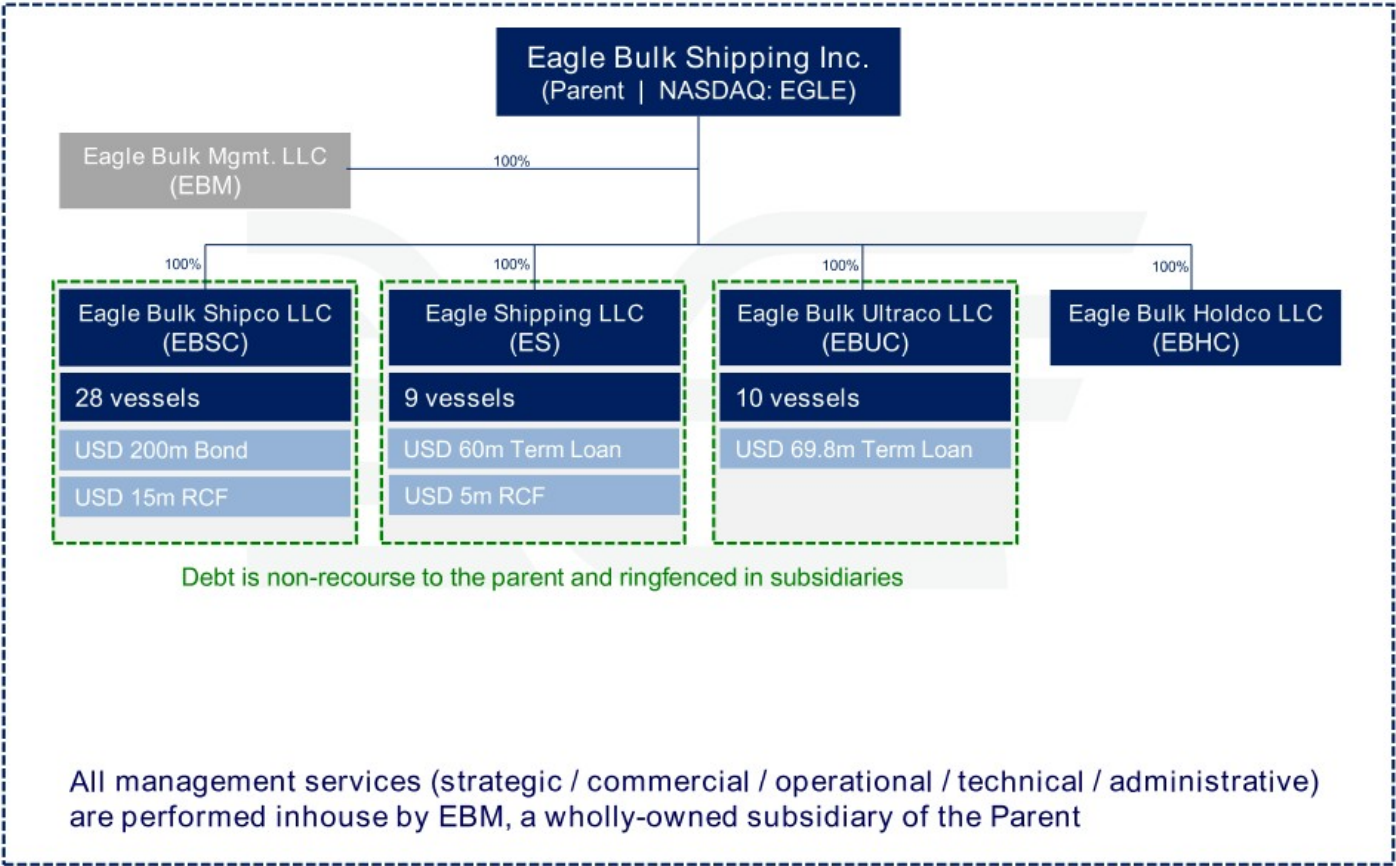
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## Appendix

# Flexible Corporate Structure



# Eagle Bulk Fleet

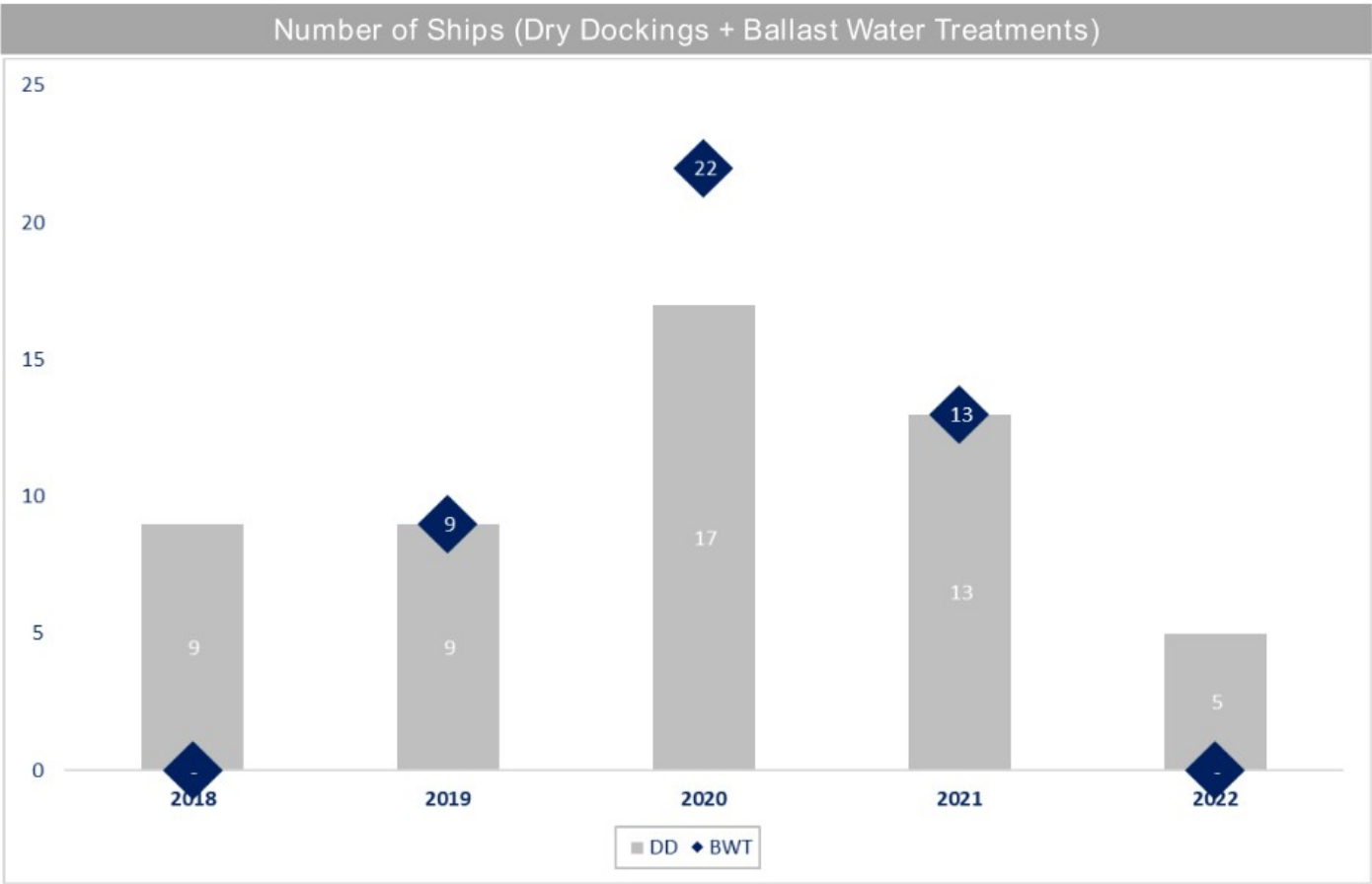
VESSEL COUNT			47	DWT			2.7 million	AGE			8.4 years
Eagle Bulk Shipco LLC						Eagle Shipping LLC			Eagle Bulk Ultraco LLC		
Vessel	DWT	Age	Vessel	DWT	Age	Vessel	DWT	Age	Vessel	DWT	Age
1 Singapore Eagle	61.5	1.3	15 Stellar Eagle	56.0	9.1	1 Nighthawk	57.8	7.2	1 Westport Eagle	63.3	3.3
2 Stamford Eagle	61.5	2.2	16 Crested Eagle	56.0	9.2	2 Martin	57.8	7.7	2 Madison Eagle	63.3	4.5
3 Sandpiper Bulker	57.8	6.5	17 Crowned Eagle	55.9	9.5	3 Kingfisher	57.8	7.8	3 Greenwich Eagle	63.3	4.6
4 Roadrunner Bulker	57.8	6.6	18 Jaeger	52.2	13.5	4 Jay	57.8	7.8	4 Fairfield Eagle	63.3	4.8
5 Puffin Bulker	57.8	6.7	19 Cardinal	55.4	13.8	5 Ibis Bulker	57.8	7.9	5 Southport Eagle	63.3	4.9
6 Petrel Bulker	57.8	6.8	20 Kestrel I	50.3	13.9	6 Grebe Bulker	57.8	8.0	6 Rowayton Eagle	63.3	5.1
7 Owl	57.8	6.8	21 Skua	53.4	15.0	7 Gannet Bulker	57.8	8.0	7 Mystic Eagle	63.3	5.2
8 Oriole	57.8	6.9	22 Shrike	53.3	15.1	8 Imperial Eagle	56.0	8.2	8 Stonington Eagle	63.3	6.0
9 Thrush	53.3	7.3	23 Tern	50.2	15.3	9 Golden Eagle	56.0	8.3	9 Groton Eagle	63.2	4.8
10 Thrasher	53.4	8.2	24 Osprey I	50.2	15.8				10 New London Eagle	63.1	2.7
11 Egret Bulker	57.8	8.3	25 Goldeneye	52.4	16.3						
12 Crane	57.8	8.3	26 Merlin	50.3	17.2						
13 Canary	57.8	8.4	27 Condor	50.3	17.3						
14 Bittern	57.8	8.5	28 Hawk I	50.3	17.3						
TOTAL/AVERAGE			28 VESSELS	1,544.1	10.1	9 VESSELS	516.6	7.9	10 VESSELS	632.8	4.6

The leading listed Supramax/Ultramax owner-operator

# Main Terms Summary on Company Debt

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
FLEET AGE	10.1yrs		7.9yrs		4.6yrs
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		USD 7.2m/year starting 1/2019

# Drydocking Schedule



# EBITDA Reconciliation

\$ Thousands	1q18	4q17	1q17
<b>Net Income / (Loss)</b>	\$ 53	\$ (16,584)	\$ (11,068)
Less adjustments to reconcile:			
Interest expense	6,261	8,236	6,445
Interest income	(95)	(133)	(190)
<b>EBIT</b>	<b>6,219</b>	<b>(8,481)</b>	<b>(4,813)</b>
Depreciation and amortization	9,276	9,196	7,493
<b>EBITDA</b>	<b>15,495</b>	<b>715</b>	<b>2,680</b>
Less adjustments to reconcile:			
One-time and non-cash adjustments*	3,339	16,504	1,874
<b>Adjusted EBITDA</b>	<b>\$ 18,835</b>	<b>\$ 17,219</b>	<b>\$ 4,553</b>



- 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, refinancing expenses, loss on debt extinguishment, non-cash compensation expenses and amortization of fair value below contract value of time charter acquired that the Company believes are not indicative of the ongoing performance of its core operations.

# TCE Reconciliation

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

\* Owned available days is the number of our ownership days less the aggregate number of days that our vessels are off-hire due to vessel familiarization upon acquisition, repairs, vessel upgrades or special surveys.



# 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

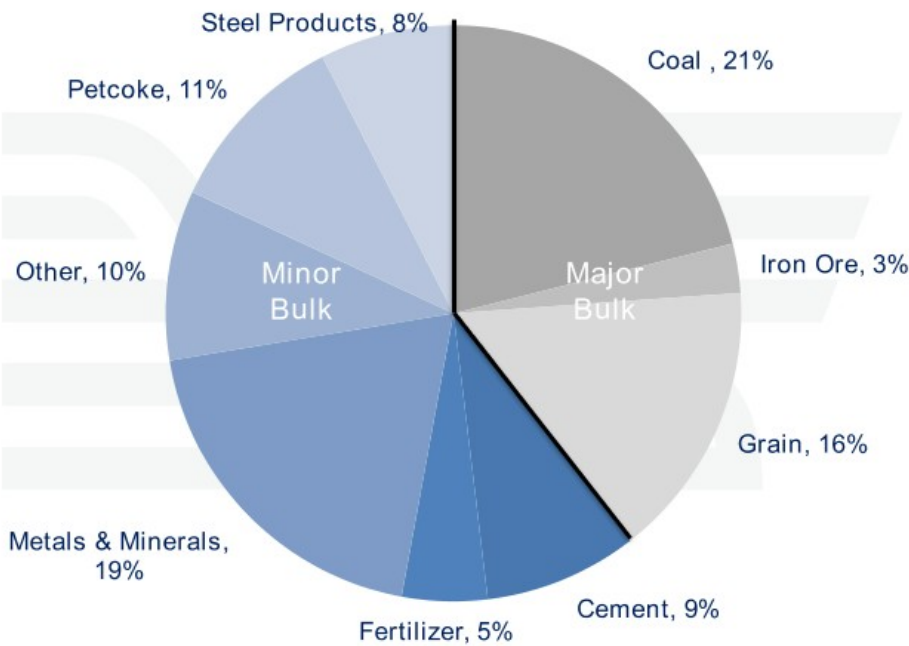


- The Matrix is meant to capture general ship types but there are likely some vessels which fall outside the stated figures
- Index Factors can change somewhat with movements in both fuel prices and (spot) rate environment



# Minor Bulk Trade Composition

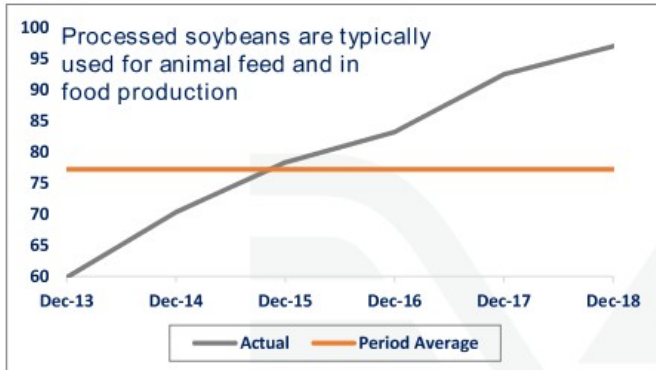
Eagle's 1Q18 Cargo-carrying Mix



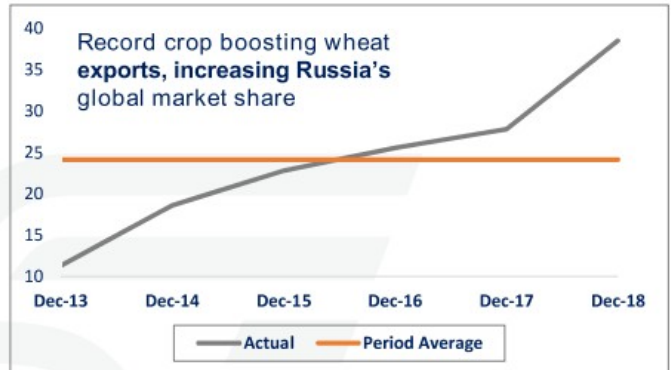
Minor Bulks make-up ~60% of Eagle's cargo mix

# Soybean Trade Expected to Grow by 4% in 2018

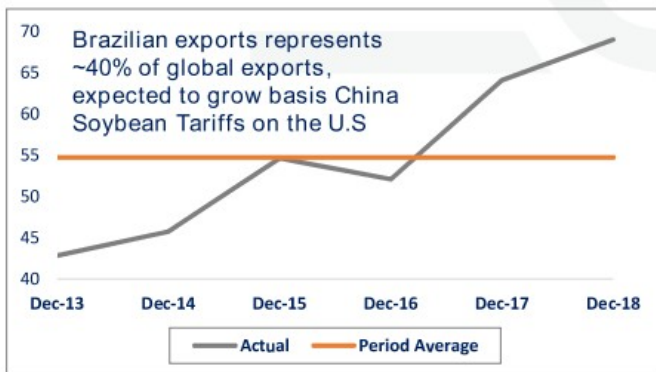
## Chinese Soybean Imports



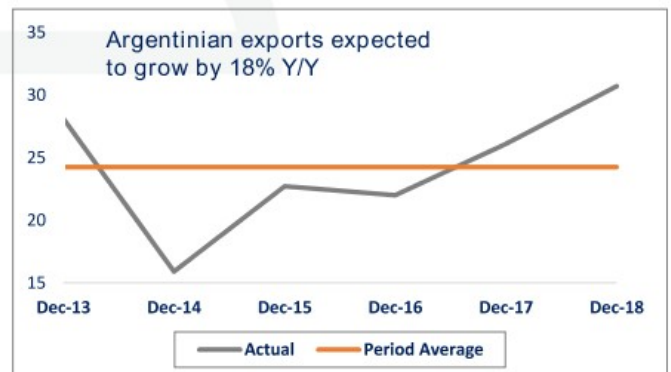
## Russian Grain Exports



## Brazilian Soybean Exports



## Argentina Course Grain Exports



- Trade figures in million MTs / 2018 data is forecasted
- Source(s): Bloomberg, Clarksons

# Minor Bulks Represent ~38% of Drybulk Trade

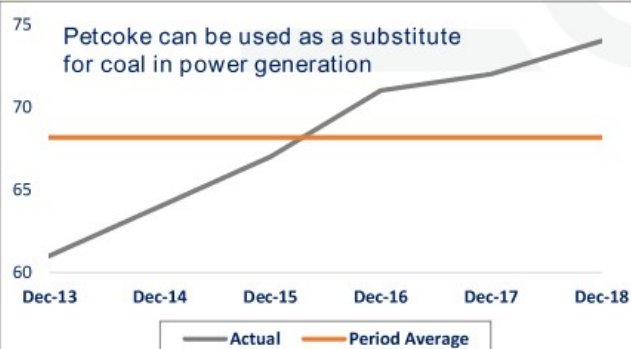
## Cement Trade



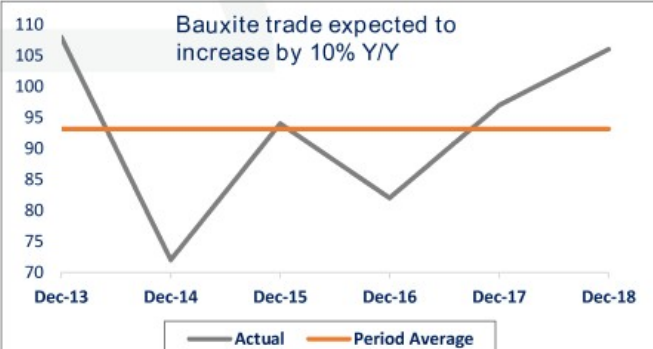
## Salt Trade



## Petcoke Trade



## Bauxite Trade

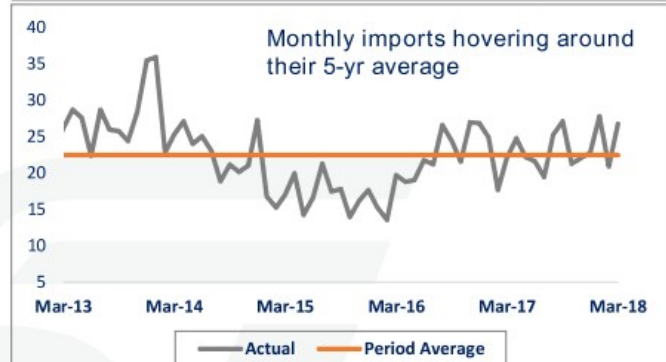


# China Expected to Grow by 6.6% in 2018

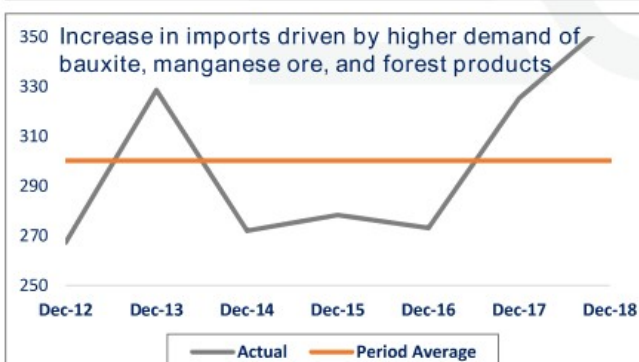
## Iron Ore Imports



## Coal Imports



## Minor Bulk Imports



## Coastal Bulk Freight Index



- Trade figures in million MTs
- Source(s): Bloomberg, Clarksons



# Definitions

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## 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. Adj. EBITDA represents EBITDA adjusted to exclude certain non-cash, one-time, and other items (such as vessel impairment, gain / loss on sale of vessels, restructuring expenses, loss on debt extinguishment, non-cash comp, and amortization of TC acquired) that Eagle believes are not indicative core operations.

## TCE

Time charter equivalent ( the "TCE") is a non-GAAP financial measure that is commonly used in 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 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.

Owned available days is the number of our ownership days 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.



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