

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

**POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8 REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933**

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)*

98-0453513

(I.R.S. Employer Identification No.)

**300 First Stamford Place, 5th Floor
Stamford, Connecticut 06902
(203) 276-8100**

(Address, including zip code, and telephone number, including area code, of registrant's Principal Executive Offices)

**Constantine Tsoutsoplides
Chief Financial Officer
Eagle Bulk Shipping Inc.
300 First Stamford Place, 5th Floor
Stamford, Connecticut 06902
(203) 276-8100**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Daniel I. Fisher
Zachary N. Wittenberg
John P. Clayton
Akin Gump Strauss Hauer & Feld LLP
One Bryant Park
New York, New York 10036
(212) 872-1000**

EAGLE BULK SHIPPING INC. SECOND AMENDED AND RESTATED 2016 EQUITY INCENTIVE PLAN
(Full title of the plan)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Accelerated filer

Smaller reporting company

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 7(a)(2)(B) of the Securities Act

DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 1 to Form S-8 (the “*Post-Effective Amendment*”) relates to the Registration Statement on Form S-8 (File No. 333-273763) (the “*Registration Statement*”) filed with the Securities and Exchange Commission on August 7, 2023 by Eagle Bulk Shipping Inc., a Republic of the Marshall Islands corporation (the “*Registrant*”). The Registration Statement registered the sale of 224,020 shares of common stock of the Registrant, par value \$0.01 per share, issuable pursuant to the Eagle Bulk Shipping Inc. Second Amended and Restated 2016 Equity Incentive Plan.

On December 11, 2023, the Registrant, Star Bulk Carriers Corp., a Republic of the Marshall Islands corporation (“*Star Bulk*”), and Star Infinity Corp., a Republic of the Marshall Islands corporation and a wholly owned subsidiary of Star Bulk (“*Merger Sub*”), entered into an Agreement and Plan of Merger (the “*Merger Agreement*”), pursuant to which on April 9, 2024, Merger Sub merged with and into the Registrant, with the Registrant surviving the merger as a wholly owned subsidiary of Star Bulk.

As a result of the consummation of the transactions contemplated by the Merger Agreement, the Registrant has terminated all offerings of its securities pursuant to the Registration Statement. In accordance with undertakings made by the Registrant in the Registration Statement to remove from registration, by means of a post-effective amendment, any of the securities which remain unsold at the termination of the offerings, the Registrant hereby amends the Registration Statement to remove from registration the shares registered but unsold under the Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Stamford, State of Connecticut, on April 9, 2024.

EAGLE BULK SHIPPING INC.
(registrant)

By: /s/ Constantine Tsoutsoplides
Name: Constantine Tsoutsoplides
Title: Chief Financial Officer

No other person is required to sign this Post-Effective Amendment No. 1 on Form S-8 in reliance upon Rule 478 under the Securities Act.