

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): October 4, 2021

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))

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

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 7.01. Regulation FD Disclosure.

On October 4, 2021, Eagle Bulk Shipping, Inc., a Republic of the Marshall Islands corporation (the “**Company**”), announced that the Company has instituted a dividend policy and a share repurchase program in conjunction with the closing of a comprehensive refinancing. A copy of the press release is attached hereto as Exhibit 99.1.

The information in this Item 7.01 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.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

Exhibit Number	Description
99.1	Press release, issued by Eagle Bulk Shipping Inc., dated October 4, 2021

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: October 4, 2021

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

Eagle Bulk Shipping Inc. Announces Dividend Policy, Share Repurchase Program and a USD 400 million Refinancing

STAMFORD, Conn., Oct. 4, 2021 (GLOBE NEWSWIRE) -- Eagle Bulk Shipping Inc. (NASDAQ: EGLE) ("Eagle Bulk", "Eagle" or the "Company"), one of the world's largest owner-operators within the Supramax / Ultramax drybulk segment, announced today that the Company has instituted a dividend policy and a USD 50 million share repurchase program in conjunction with the closing of a USD 400 million comprehensive refinancing (the "Refinancing").

Under the dividend policy, the Board of Directors intends to authorize the payment of quarterly cash dividends equal to a minimum of 30% of net income, but not less than \$0.10 per share. The first dividend is scheduled to be based on the Company's Q3 2021 financial results, with payment in November. Purchases under the share repurchase program will be at the Company's discretion. The Refinancing, which closed on October 1, 2021, has significantly improved the Company's capital structure and increased financial flexibility, resulting in a reduction of approximately USD 8 million in annual interest expense, as well as an extension of the nearest bank debt maturity to the end of 2026.

Eagle's CEO, Gary Vogel, commented, "Today's announcement is the culmination of a five-year transformation of Eagle that has resulted in a substantially larger and more efficient fleet, as well as a stronger balance sheet. As we plan to take delivery of the 29th vessel acquired during this period, which was purchased in May, we are pleased to be in the position to start returning capital to shareholders. Based on our positive market outlook, which is supported by historically strong supply-side fundamentals, we believe the dividend policy authorized by Eagle's Board of Directors will enable the Company to return significant cash to our shareholders, while providing the flexibility to continue to de-lever and pursue accretive growth opportunities."

The new USD 400 million senior secured credit facility (the "Facility") is comprised of a USD 300 million term loan and a USD 100 million revolving credit facility which will both be secured by 49 vessels. The Facility bears an interest rate of LIBOR plus a margin of between 2.10% and 2.80%, depending on leverage and meeting certain sustainability-linked criteria, including alignment of fleetwide carbon intensity with a decarbonization trajectory consistent with IMO targets.

Proceeds from the Facility were used to repay all amounts outstanding under three existing facilities: Eagle Bulk Holdco LLC Revolving Credit Facility (due in December 2021), Eagle Bulk Shipco LLC Senior Secured Bonds (due in November 2022), and Eagle Bulk Ultraco LLC Credit Facility (due in January 2024). Following the Refinancing, USD 50 million remains available under the new revolving credit facility and four of the Company's vessels are outside of the Facility's collateral package and are unencumbered.

Crédit Agricole Corporate & Investment Bank, Danish Ship Finance A/S, DNB Markets Inc., Nordea Bank Abp, Filial I Norge, and Skandinaviska Enskilda Banken AB (PUBL) acted as Lenders, Mandated Lead Arrangers, and Bookrunners. Deutsche Bank AG and ING Bank N.V., London Branch, acted as Lenders. Credit Agricole is also Structurer, Facility Agent, and Sustainability Coordinator.

Members of the Company's senior management team will host a teleconference and webcast at 8:30 a.m. ET on October 5, 2021 to discuss the Refinancing and the Company's new capital allocation strategy.

To participate in the teleconference, investors and analysts are invited to call +1 844-282-4411 in the U.S., or +1 512-900-2336 outside of the U.S., and reference participant code 3666878. A simultaneous webcast of the call, including a slide presentation for interested investors and others, may be accessed by visiting www.eagleships.com.

A replay will be available following the call from 11:30 a.m. ET on October 5, 2021 until 11:59 p.m. ET on October 19, 2021. To access the replay, call +1 855-859-2056 in the U.S., or +1 404-537-3406 outside of the U.S., and reference passcode 3666878.

About Eagle Bulk Shipping Inc.

Eagle Bulk Shipping Inc. ("Eagle" or the "Company") is a U.S. based fully integrated shipowner-operator providing global transportation solutions to a diverse group of customers including miners, producers, traders, and end users. Headquartered in Stamford, Connecticut, with offices in Singapore and Copenhagen, Denmark, Eagle focuses exclusively on the versatile mid-size drybulk vessel segment and owns one of the largest fleets of Supramax/Ultramax vessels in the world. The Company performs all management services in-house (including: strategic, commercial, operational, technical, and administrative) and employs an active management approach to fleet trading with the objective of optimizing revenue performance and maximizing earnings on a risk-managed basis. For further information, please visit our website: www.eagleships.com.

Disclaimer: Forward-Looking Statements

Matters discussed in this release may constitute forward-looking statements that may be deemed to be "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements reflect current views with respect to future events and financial performance and may include statements concerning plans, objectives, goals, strategies, future events or performance, and underlying assumptions and other statements, which are other than statements of historical facts. 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.

The forward-looking statements in this release 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.

Important factors that, in our view, could cause actual results to differ materially from those discussed in the forward-looking statements include the strength of world economies and currencies, general market conditions, including changes in charter hire rates and vessel values, changes as a result of COVID-19, including the availability and effectiveness of vaccines on a widespread basis and the impact of any mutations of the virus, changes in demand that may affect attitudes of time charterers to scheduled and unscheduled drydocking, changes in vessel operating expenses, including drydocking and insurance costs, or actions taken by regulatory authorities, ability of our counterparties to perform their obligations under sales agreements, charter contracts, and other agreements on a timely basis, potential liability from future litigation, domestic and international political conditions, potential disruption of shipping routes due to accidents and political events or acts by terrorists.

Risks and uncertainties are further described in reports filed by Eagle Bulk Shipping Inc. with the SEC.

CONTACT

Company Contact:

Frank De Costanzo

Chief Financial Officer

Eagle Bulk Shipping Inc.

Tel. +1 203-276-8100

Email: investor@eagleships.com

Media:

Rose and Company

Tel. +1 212-359-2228