

Baltic Trading Ltd
Form 8-K
November 12, 2013

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 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): **November 12, 2013**

BALTIC TRADING LIMITED

(Exact Name of Registrant as Specified in Charter)

Republic of the Marshall Islands
(State or Other Jurisdiction

001-34648
(Commission File Number)

98-0637837
(I.R.S. Employer

of Incorporation)

Identification No.)

299 Park Avenue
12th Floor

(Address of Principal
Executive Offices)

10171

(Zip Code)

Registrant's telephone number, including area code: **(646) 443-8550**

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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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Item 7.01 Regulation FD Disclosure.

Baltic Trading Limited (the Company) announced today that it has been in negotiations with a shipyard concerning the building of two Ultramax drybulk vessels for an aggregate purchase price of \$56 million with delivery expected in the second half of 2014. Under the proposed arrangement, the Company would have the option, exercisable until January 10, 2014, to purchase up to two additional such vessels for a purchase price of \$28 million per vessel. The Company's purchase of any such vessels is subject to its entry into a shipbuilding agreement and other definitive documentation, which is currently under negotiation. If the Company proceeds with this acquisition, the Company plans to finance it in part through the proceeds from the offering referenced in Item 8.01 below and in part through commercial bank debt financing.

Item 8.01 Other Events.

Exhibit 1.1 filed with this Current Report contains the form of Underwriting Agreement proposed to be entered into by the Company and the underwriters listed therein in connection with the Company's proposed public offering of common stock (the Common Stock) pursuant to its Registration Statement on Form S-3 (No. 333-168700) (the Registration Statement) previously filed with the U.S. Securities and Exchange Commission, and its prospectus supplement and accompanying prospectus for such offering. This exhibit is hereby incorporated by reference into the Registration Statement.

Exhibit 99.1 filed with this Current Report contains certain information relating to Part II, Item 14. Other Expenses of Issuance and Distribution of the Registration Statement relates to the Common Stock.

Safe Harbor Statement Under the Private Securities Litigation Reform Act of 1995

This report contains forward-looking statements made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These forward looking statements are based on management's current expectations and observations. Included among the factors that, in our view, could cause actual results to differ materially from the forward looking statements contained in this presentation are the following: whether the Company enters into definitive documentation for the proposed vessel purchase and the terms thereof, whether the Company is able to obtain commercial bank debt financing for the proposed vessel purchase and the terms thereof, whether the Company is able to complete the proposed offering and the amount of net proceeds it may obtain from such offering, and other factors listed from time to time in our public filings with the Securities and Exchange Commission including, without limitation, the Company's report on Form 10-K for the year ended December 31, 2012 and its subsequent reports on Form 10-Q and Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

The following exhibits are filed herewith:

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| Exhibit No. | Description |
|-------------|---|
| 1.1 | Form of Underwriting Agreement. |
| 99.1 | Information relating to Part II, Item 14. Other Expenses of Issuance and Distribution of the Registration Statement in respect of the offering of Common Stock. |

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, Baltic Trading Limited has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BALTIC TRADING LIMITED

DATE: November 12, 2013

/s/ John C. Wobensmith
John C. Wobensmith
President and Chief Financial Officer

EXHIBIT INDEX

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