

DryShips Inc.  
Form 6-K  
November 25, 2009

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

**FORM 6-K**

**REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13A-16 OR 15D-16  
OF THE SECURITIES EXCHANGE ACT OF 1934**

For the month of November 2009

Commission File Number 001-33922

**DRYSHIPS INC.**

80 Kifissias Avenue

Amaroussion 15125, Athens Greece

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): .

**Note:** Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): [  ].

**Note:** Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's "home country"), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

**INFORMATION CONTAINED IN THIS FORM 6-K REPORT**

Attached as Exhibit 1 is a press release of DryShips Inc. (the Company ), dated November 25, 2009, announcing Exercise of Over-allotment Option by Underwriter and Closes Offering of \$460 Million Convertible Senior Notes

**DryShips Inc. Announces Exercise of Over-allotment Option by Underwriter and  
Closes Offering of \$460 Million Convertible Senior Notes**

Athens, Greece, November 25, 2009 DryShips Inc. (NASDAQ: DRYS) (the Company or Dryships ), a global provider of marine transportation services for drybulk cargoes and off-shore contract drilling oil services, today announced that in connection with its previously-announced offering of \$400 million aggregate principal amount of convertible senior notes due 2014, the underwriter has exercised in full its over-allotment option granted by the Company and has purchased an additional \$60 million aggregate principal amount of convertible notes on the same terms on which the \$400 million convertible were sold to the underwriter. The Company also announced that the closing of the convertible notes offering and the over-allotment option took place simultaneously today. Accordingly, \$460 million in aggregate principal amount of convertible notes have been sold by the Company to the underwriter, resulting in aggregate net proceeds to the Company of approximately \$448 million. Deutsche Bank Securities Inc. acted as the sole book-running manager for the offering.

Concurrently with the offering of the convertible notes, the Company delivered 26.1 million shares of its common stock to Deutsche Bank AG, London Branch ( Deutsche Bank AG ) pursuant to a share lending agreement. Deutsche Bank AG or its affiliates intend to sell shares of the Company s common stock that they are entitled to borrow from the Company under the share lending agreement.

These shares were offered in an underwritten offering registered under the Securities Act of 1933, as amended, pursuant to the Company s existing shelf registration statement in order to facilitate hedging transactions undertaken by the purchasers of the convertible notes. The Company did not receive any of the proceeds from this sale of common stock but received a nominal lending fee from Deutsche Bank AG under the share lending agreement.

This announcement does not constitute an offer to sell or the solicitation of an offer to buy the convertible notes, common stock or any other securities, nor will there be any sale of convertible notes, common stock or any other securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

The convertible notes and the common stock are being offered only by means of a prospectus, forming a part of the Company s shelf registration statement, related prospectus supplements and other related documents. You may obtain

these documents for free by visiting EDGAR on the Securities and Exchange Commission website at [www.sec.gov](http://www.sec.gov). Alternatively, copies may be obtained from Deutsche Bank Securities Inc., Attention: Prospectus Department, 100 Plaza One, Jersey City, NJ 07311 or at 800-503-4611. Before you invest, you should read the prospectus supplements and accompanying base prospectus along with other documents that the Company has filed with the Securities and Exchange Commission for more complete information about the Company and these offerings.

### **About DryShips Inc.**

DryShips Inc., based in Greece, is an owner and operator of drybulk carriers and offshore deep water drilling rigs that operate worldwide. As of the day of this release, DryShips owns a fleet of 39 drybulk carriers comprising 7 Capesize, 30 Panamax and 2 Supramax, with a combined deadweight tonnage of over 3.4 million tons, 2 ultra deep water semisubmersible drilling rigs and 4 ultra deep water newbuilding drillships.

DryShips Inc.'s common stock is listed on the NASDAQ Global Market where trades under the symbol "DRYS".

Visit our website at [www.dryships.com](http://www.dryships.com)

### **Forward-Looking Statements**

Matters discussed in this release may constitute forward-looking statements. Forwardlooking statements reflect our 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. 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, management's examination of historical operating trends, data contained in our records and other data available from third parties. Although DryShips 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, DryShips 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 charterhire rates and vessel values, changes in demand that may affect attitudes of time charterers to scheduled and unscheduled drydocking, changes in DryShips Inc.'s operating expenses, including bunker prices, drydocking and insurance costs, or actions taken by regulatory authorities, potential liability from pending or 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 DryShips Inc. with the US Securities and Exchange Commission.

### **Investor Relations / Media:**

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### **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, thereunto duly authorized.

DryShips Inc.  
(Registrant)

Dated: November 25, 2009

By: /s/George Economou  
George Economou  
Chief Executive Officer