

Eagle Bulk Shipping Inc.
Form SC 13G/A
January 17, 2017

SCHEDULE 13G

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

Eagle Bulk Shipping, Inc.
(Name of Issuer)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

Y2187A127
(CUSIP Number)

December 31, 2016
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☐ Rule 13d-1(b)
☒ Rule 13d-1(c)
☐ Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. Y2187A127

1. Names of Reporting Persons
I.R.S. Identification Nos. of Above
Persons (entities only)

Strategic Value Partners, LLC
2. Check the Appropriate Box (a) ☐
if a Member of a Group (b) ☐
(See Instructions)
3. SEC Use Only
4. Citizenship or Place of Organization
Delaware
- Number of 5. Sole Voting Power 0
Shares 6. Shared Voting Power 2,394,774 (1)
Beneficially 7. Sole Dispositive Power 0
Owned by 8. Shared Dispositive Power 2,394,774 (1)
Each
Reporting
Person With
9. Aggregate Amount 2,394,774 (1)
Beneficially Owned by
Each Reporting Person
10. Check Box if the Aggregate
Amount in Row 9 Excludes ☐
Certain Shares (See
Instructions)
11. Percent of Class 4.98% (2)
Represented by Amount in
Row 9
12. Type of Reporting Person OO, IA
(See Instructions)

(1) Includes 462 Common Shares issuable upon the exercise of Warrants ("Exercisable Warrants").

(2) Percentage is calculated using as the numerator, the number of Common Shares held by the Reporting Person plus the Exercisable Warrants, and as the denominator, 48,106,827 Common Shares outstanding as of November 30, 2016, as reported in the Issuer's DEFA 14A filed with the SEC on December 23, 2016, plus the Exercisable Warrants.

CUSIP No. Y2187A127

1. Names of Reporting Persons
I.R.S. Identification Nos. of Above
Persons (entities only)

SVP Special Situations II LLC
 2. Check the Appropriate Box (a) ☐
if a Member of a Group (b) ☐
(See Instructions)
 3. SEC Use Only
 4. Citizenship or Place of Organization
Delaware
- | | | |
|--------------|-----------------------------|-------------|
| Number of | 5. Sole Voting Power | 0 |
| Shares | 6. Shared Voting Power | 818,468 (1) |
| Beneficially | 7. Sole Dispositive Power | 0 |
| Owned by | 8. Shared Dispositive Power | 818,468 (1) |
- Each
Reporting
Person With
9. Aggregate Amount 818,468 (1)
Beneficially Owned by
Each Reporting Person
 10. Check Box if the Aggregate
Amount in Row 9 Excludes ☐
Certain Shares (See
Instructions)
 11. Percent of Class 1.7% (2)
Represented by Amount in
Row 9
 12. Type of Reporting Person OO, IA
(See Instructions)

(1) Includes 142 Common Shares issuable upon the exercise of Warrants ("Exercisable Warrants").

(2) Percentage is calculated using as the numerator, the number of Common Shares held by the Reporting Person plus the Exercisable Warrants, and as the denominator, 48,106,827 Common Shares outstanding as of November 30, 2016, as reported in the Issuer's DEFA 14A filed with the SEC on December 23, 2016, plus the Exercisable Warrants.

CUSIP No. Y2187A127

1. Names of Reporting Persons
I.R.S. Identification Nos. of Above
Persons (entities only)

SVP Special Situations III LLC
 2. Check the Appropriate Box (a) ☐
if a Member of a Group (b) ☐
(See Instructions)
 3. SEC Use Only
 4. Citizenship or Place of Organization
Delaware
- | | | |
|--------------|-----------------------------|-------------|
| Number of | 5. Sole Voting Power | 0 |
| Shares | 6. Shared Voting Power | 516,908 (1) |
| Beneficially | 7. Sole Dispositive Power | 0 |
| Owned by | 8. Shared Dispositive Power | 516,908 (1) |
- Each
Reporting
Person With
9. Aggregate Amount 516,908 (1)
Beneficially Owned by
Each Reporting Person
 10. Check Box if the Aggregate
Amount in Row 9 Excludes ☐
Certain Shares (See
Instructions)
 11. Percent of Class 1.07% (2)
Represented by Amount in
Row 9
 12. Type of Reporting Person OO, IA
(See Instructions)

(1) Includes 130 Common Shares issuable upon the exercise of Warrants ("Exercisable Warrants").

(2) Percentage is calculated using as the numerator, the number of Common Shares held by the Reporting Person plus the Exercisable Warrants, and as the denominator, 48,106,827 Common Shares outstanding as of November 30, 2016, as reported in the Issuer's DEFA 14A filed with the SEC on December 23, 2016, plus the Exercisable Warrants.

CUSIP No. Y2187A127

1. Names of Reporting Persons
I.R.S. Identification Nos. of Above
Persons (entities only)

SVP Special Situations III-A LLC
2. Check the Appropriate Box (a) ☐
if a Member of a Group (b) ☐
(See Instructions)
3. SEC Use Only
4. Citizenship or Place of Organization
Delaware
- Number of 5. Sole Voting Power 0
Shares 6. Shared Voting Power 108,538 (1)
Beneficially 7. Sole Dispositive Power 0
Owned by 8. Shared Dispositive Power 108,538 (1)
Each
Reporting
Person With
9. Aggregate Amount 108,538 (1)
Beneficially Owned by
Each Reporting Person
10. Check Box if the Aggregate
Amount in Row 9 Excludes ☐
Certain Shares (See
Instructions)
11. Percent of Class 0.23% (2)
Represented by Amount in
Row 9
12. Type of Reporting Person OO, IA
(See Instructions)

(1) Includes 22 Common Shares issuable upon the exercise of Warrants ("Exercisable Warrants").

(2) Percentage is calculated using as the numerator, the number of Common Shares held by the Reporting Person plus the Exercisable Warrants, and as the denominator, 48,106,827 Common Shares outstanding as of November 30, 2016, as reported in the Issuer's DEFA 14A filed with the SEC on December 23, 2016, plus the Exercisable Warrants.

CUSIP No. Y2187A127

1. Names of Reporting Persons
I.R.S. Identification Nos. of Above
Persons (entities only)

Victor Khosla
2. Check the Appropriate Box (a) ☐
if a Member of a Group (b) ☐
(See Instructions)
3. SEC Use Only
4. Citizenship or Place of Organization
Delaware
- Number of 5. Sole Voting Power 0
Shares 6. Shared Voting Power 2,394,774 (1)
Beneficially 7. Sole Dispositive Power 0
Owned by 8. Shared Dispositive Power 2,394,774 (1)
Each
Reporting
Person With
9. Aggregate Amount 2,394,774 (1)
Beneficially Owned by
Each Reporting Person
10. Check Box if the Aggregate
Amount in Row 9 Excludes ☐
Certain Shares (See
Instructions)
11. Percent of Class 4.98% (2)
Represented by Amount in
Row 9
12. Type of Reporting Person IN
(See Instructions)

(1) Includes 462 Common Shares issuable upon the exercise of Warrants ("Exercisable Warrants").

(2) Percentage is calculated using as the numerator, the number of Common Shares held by the Reporting Person plus the Exercisable Warrants, and as the denominator, 48,106,827 Common Shares outstanding as of November 30, 2016, as reported in the Issuer's DEFA 14A filed with the SEC on December 23, 2016, plus the Exercisable Warrants.

CUSIP No. Y2187A127

Item Name of Issuer:

1(a)

Eagle Bulk Shipping, Inc.

Item Address of Issuer's Principal Executive Offices:

1(b)

477 Madison Avenue
New York, New York 10022

Item Name of Person Filing:

2(a)

This Schedule 13G is being filed jointly by Strategic Value Partners, LLC ("Strategic Value Partners"), SVP Special Situations II LLC ("Special Situations II"), SVP Special Situations III LLC ("Special Situations III"), SVP Special Situations III-A LLC ("Special Situations III-A"), and Victor Khosla ("Mr. Khosla," and together with Strategic Value Partners, Special Situations II, Special Situations III and Special Situations III-A, the "Reporting Persons").

Item Address of Principal Business Office or, if none, Residence:

2(b)

The principal business address of each of the Reporting Persons is:

c/o Strategic Value Partners, LLC
100 West Putnam Avenue
Greenwich, CT 06830

Item Citizenship:

2(c)

Strategic Value Partners is a limited liability company organized under the laws of the state of Delaware. Special Situations II is a limited liability company organized under the laws of the state of Delaware. Special Situations III is a limited liability company organized under the laws of the state of Delaware. Special Situations III-A is a limited liability company organized under the laws of the state of Delaware. The citizenship of Mr. Khosla is the United States of America.

Item Title of Class of Securities:

2(d)

Common Stock, par value \$0.01 per share ("Common Stock")

Item CUSIP Number:

2(e)

Y2187A127

CUSIP No. Y2187A127

Item 3 If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

Not Applicable.

Item 4 Ownership

Items 5 through 9 and 11 of each of the cover pages to this Schedule 13G are incorporated herein by reference. Set forth below is the aggregate number of shares of Common Stock of the Issuer directly held by each of the Funds (as defined below), which may be deemed to be indirectly beneficially owned by the Reporting Persons as described below. Such shares of Common Stock are directly held by each of Strategic Value Master Fund, Ltd., Strategic Value Special Situations Master Fund II, L.P., Strategic Value Special Situations Master Fund III, L.P., and Strategic Value Opportunities Fund, L.P. (fka Strategic Value Special Situations Offshore Fund III-A, L.P.) (together, the "Funds").

Name
of
Fund Shares of Common Stock Owned

Strategic Value Master Fund, Ltd.	950,861 (1)
Strategic Value Special Situations Master Fund II, L.P.	818,468 (2)
	516,908 (3)

Strategic
Value
Special
Situations

Master
Fund

III,
L.P.

Strategic
Value

Opportunities

Fund,

L.P. 108,538 (4)

Strategic Value Partners is the investment manager of, and exercises investment discretion over Strategic Value Master Fund, Ltd., a Cayman Islands exempted company. Strategic Value Partners is indirectly majority owned and controlled by Mr. Khosla.

Special Situations II is the investment manager of, and exercises investment discretion over Strategic Value Special Situations Master Fund II, L.P., a Cayman Islands exempted limited partnership. Strategic Value Partners is the managing member of Special Situations II. Strategic Value Partners and Special Situations II are both indirectly majority owned and controlled by Mr. Khosla.

Special Situations III is the investment manager of, and exercises investment discretion over Strategic Value Special Situations Master Fund III, L.P., a Cayman Islands exempted limited partnership. Strategic Value Partners is the managing member of Special Situations III. Strategic Value Partners and Special Situations III are both indirectly majority owned and controlled by Mr. Khosla.

(1)Includes 169 Common Shares issuable upon the exercise of Warrants.

(2)Includes 142 Common Shares issuable upon the exercise of Warrants.

(3)Includes 130 Common Shares issuable upon the exercise of Warrants.

(4)Includes 22 Common Shares issuable upon the exercise of Warrants.

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Special Situations
III-A is the investment
manager of, and
exercises investment
discretion over
Strategic
Opportunities Fund,
L.P., a Cayman
Islands exempted
limited
partnership. Strategic
Value Partners is the
managing member of
Special Situations
III-A. Strategic Value
Partners and Special
Situations III-A are
both indirectly
majority owned and
controlled by Mr.
Khosla.

Except for Mr.
Khosla, each
Reporting Person
disclaims beneficial
ownership of all
shares of Common
Stock owned directly
by the Funds. Neither
the filing of this
Schedule 13G nor any
of its contents shall be
deemed to constitute
an admission by such
Reporting Person that
it is the beneficial
owner of any of the
shares of Common
Stock referred to
herein for purposes of
Section 13(d) of the
Securities Exchange
Act of 1934 (the
“Exchange Act”), or for
any other purpose

(including, without limitation, any tax purposes), and such beneficial ownership is expressly disclaimed.

Mr. Khosla is the Chief Investment Officer of Strategic Value Partners. As such, he may be deemed to control the voting dispositive decisions with respect to the shares of Common Stock made by Strategic Value Partners, Special Situations II, Special Situations III and Special Situations III-A and may therefore be deemed to be the beneficial owner of the shares Common Stock reported in this Schedule 13G. Neither the filing of this Schedule 13G nor any of its contents shall be deemed to constitute an admission by Mr. Khosla that he is the beneficial owner of any of the equity securities referred to herein for purposes of Section 13(d) of the Exchange Act, or for any other purpose, and such beneficial ownership is expressly disclaimed.

Item 5 Ownership of
Five Percent

or Less of a
Class.

If this
statement is
being filed to
report the fact
that as of the
date hereof
the reporting
person has
ceased to be
the beneficial
owner of
more than five
percent of the
class of
securities,
check the
following [X]

Item 6 Ownership of
More than
Five Percent
on Behalf of
Another
Person.

The
information in
Item 4 is
incorporated
herein by
reference.

Item 7 Identification
and
Classification
of the
Subsidiary
Which
Acquired the
Security
Being
Reported on
by the Parent
Holding
Company or
Control
Person.

Not
applicable.

Item 8 Identification
and
Classification
of Members
of the Group.

Not
applicable.

CUSIP No. Y2187A127

Item Notice of Dissolution of Group.

9

Not applicable.

Item Certification.

10

Inasmuch as the reporting persons are no longer the beneficial owners of more than five percent of the number of shares outstanding, the reporting persons have no further reporting obligation under Section 13(d) of the Securities and Exchange Commission thereunder, and the reporting persons have no obligation to amend this Statement if any material change occurs in the facts set forth herein. By signing below, the undersigned certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

10

CUSIP No. Y2187A127

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

January 17, 2017

STRATEGIC VALUE PARTNERS, LLC

By: /s/ James Dougherty

Name: James Dougherty

Title: Fund Chief Financial Officer

SVP SPECIAL SITUATIONS II LLC

By: /s/ James Dougherty

Name: James Dougherty

Title: Fund Chief Financial Officer

SVP SPECIAL SITUATIONS III LLC

By: /s/ James Dougherty

Name: James Dougherty

Title: Fund Chief Financial Officer

SVP SPECIAL SITUATIONS III-A LLC

By: /s/ James Dougherty

Name: James Dougherty

Title: Fund Chief Financial Officer

/s/ Victor Khosla

Victor Khosla