

DIANA SHIPPING INC.

Form F-3

May 18, 2012

As filed with the Securities and Exchange Commission on May 18, 2012

Registration Statement No. 333-

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM F-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

DIANA SHIPPING INC.
(Exact name of registrant as specified in its charter)

Republic of the Marshall Islands
(State or other jurisdiction of
incorporation or organization)

N/A
(I.R.S. Employer
Identification No.)

Diana Shipping Inc.
Pendelis 16
175 64 Palaio Faliro
Athens, Greece
011 (30) 210 947-0100
(Address and telephone number of
Registrant's principal executive offices)

Seward & Kissel LLP
Attention: Gary J. Wolfe, Esq.
One Battery Park Plaza
New York, New York 10004
(212) 574-1200
(Name, address and telephone number of
agent for service)

Copies to:
Gary J. Wolfe, Esq.
Edward S. Horton, Esq.
Seward & Kissel LLP
One Battery Park Plaza
New York, New York 10004
(212) 574-1200

Approximate date of commencement of proposed sale to the public: From time to time after this registration statement becomes effective as determined by market conditions and other factors.

Edgar Filing: DIANA SHIPPING INC. - Form F-3

If the only securities being registered on the Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.C. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.C. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Aggregate Offering Price (1)(2)	Amount of Registration Fee (3)
Common stock, par value \$0.01 per share			
Preferred stock purchase rights (4)			
Preferred stock			
Debt securities (5)			
Guarantees (6)			
Warrants (7)			
Purchase contracts (8)			
Rights (9)			
Units (10)			
Total		\$500,000,000	\$57,300

(1) Such amount in U.S. dollars or the equivalent thereof in foreign currencies as shall result in an aggregate initial public offering price for all securities of \$500,000,000. Also includes such indeterminate amount of debt securities and common shares and preferred shares as may be issued upon conversion or exchange for any other debt securities or preferred shares that provide for conversion or exchange into other securities.

(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(o) under the Securities Act of 1933. Pursuant to General Instruction II(C) of Form F-3, the table does not specify by each class information as to the proposed maximum aggregate offering price. Any securities registered hereunder may be sold separately or as units with other securities registered hereunder. In no event will the aggregate offering price of all securities sold by Diana Shipping Inc. pursuant to this registration statement exceed \$500,000,000.

(3) Calculated in accordance with Rule 457(o) under the Securities Act of 1933.

(4) Preferred stock purchase rights are not currently separable from the common stock and are not currently exercisable. The value attributable to the preferred stock purchase rights, if any, will be reflected in the market price of the common stock.

(5) If any debt securities are issued at an original issue discount, then the offering may be in such greater principal amount as shall result in a maximum aggregate offering price not to exceed \$500,000,000.

(6) The debt securities may be guaranteed pursuant to guarantees by the subsidiaries of Diana Shipping Inc. No separate compensation will be received for the guarantees. Pursuant to Rule 457(n), no separate fees for the guarantees are payable.

- (7) There is being registered hereunder an indeterminate number of warrants as may from time to time be sold at indeterminate prices not to exceed an aggregate offering price of \$500,000,000.
- (8) There is being registered hereunder an indeterminate number of purchase contracts as may from time to time be sold at indeterminate prices not to exceed an aggregate offering price of \$500,000,000.
- (9) There is being registered hereunder an indeterminate number of rights as may from time to time be sold at indeterminate prices not to exceed an aggregate offering price of \$500,000,000.
- (10) There is being registered hereunder an indeterminate number of units as may from time to time be sold at indeterminate prices not to exceed an aggregate offering price of \$500,000,000. Units may consist of any combination of the securities registered hereunder.

The Registrants hereby amend this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrants shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

TABLE OF ADDITIONAL REGISTRANTS

Exact Name of Registrant as Specified in its Charter	Country of Incorporation	Primary Standard Industrial Classification Code No.
Ailuk Shipping Company Inc.	Marshall Islands	4412
Bikar Shipping Company Inc.	Marshall Islands	4412
Bikini Shipping Company Inc.	Marshall Islands	4412
Buenos Aires Compania Armadora S.A.	Panama	4412
Cerada International S.A.	Panama	4412
Changame Compania Armadora S.A.	Panama	4412
Chorrera Compania Armadora S.A.	Panama	4412
Cypres Enterprises Corp.	Panama	4412
Darien Compania Armadora S.A.	Panama	4412
Diana Shipping Services S.A.	Panama	4412
Eaton Marine S.A.	Panama	4412
Erikub Shipping Company Inc.	Marshall Islands	4412
Gala Properties Inc.	Marshall Islands	4412
Husky Trading, S.A.	Panama	4412
Jaluit Shipping Company Inc.	Marshall Islands	4412
Jemo Shipping Company Inc.	Marshall Islands	4412
Kili Shipping Company Inc.	Marshall Islands	4412
Knox Shipping Company Inc.	Marshall Islands	4412
Lae Shipping Company Inc.	Marshall Islands	4412
Lib Shipping Company Inc.	Marshall Islands	4412
Majuro Shipping Company Inc.	Marshall Islands	4412
Mandaringina Inc.	Marshall Islands	4412
Marfort Navigation Company Limited	Cyprus	4412
Namu Shipping Company Inc.	Marshall Islands	4412
Panama Compania Armadora S.A.	Panama	4412
Silver Chandra Shipping Company Limited	Cyprus	4412
Skyvan Shipping Company S.A.	Panama	4412
Taka Shipping Company Inc.	Marshall Islands	4412
Texford Maritime S.A.	Panama	4412
Urbina Bay Trading, S.A.	Panama	4412
Vesta Commercial, S.A.	Panama	4412
Wotho Shipping Company Inc.	Marshall Islands	4412

PROSPECTUS (subject to completion, dated May 18, 2012)

The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and we are not soliciting offers to buy these securities in any state where the offer or sale is not permitted.

\$500,000,000

DIANA SHIPPING INC.

Common Stock, Preferred Stock Purchase Rights, Preferred Stock,
Debt Securities, Warrants, Purchase Contracts, Rights and Units

Through this prospectus, we may periodically offer:

- (1) our common stock (including preferred stock purchase rights);
- (2) our preferred stock;
- (3) our debt securities, which may be guaranteed by one or more of our subsidiaries;
- (4) our warrants;
- (5) our purchase contracts;
- (6) our rights; and
- (7) our units.

The aggregate offering price of all securities issued under this prospectus may not exceed \$500,000,000.

The prices and other terms of the securities that we will offer will be determined at the time of their offering and will be described in a supplement to this prospectus.

Our common stock is currently listed on the New York Stock Exchange under the symbol "DSX."

The securities issued under this prospectus may be offered directly or through underwriters, agents or dealers. The names of any underwriters, agents or dealers will be included in a supplement to this prospectus.

An investment in these securities involves a high degree of risk. See the section entitled "Risk Factors" on page 6 of this prospectus, and other risk factors contained in the applicable prospectus supplement and in the documents incorporated by reference herein and therein.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is _____, 2012.

PROSPECTUS SUMMARY	1	
RISK FACTORS	6	
FORWARD LOOKING STATEMENTS		7
RATIO OF EARNINGS TO FIXED CHARGES		8
USE OF PROCEEDS	9	
CAPITALIZATION	9	
DILUTION	9	
PRICE RANGE OF COMMON STOCK		10
ENFORCEMENT OF CIVIL LIABILITIES		11
PLAN OF DISTRIBUTION	12	
DESCRIPTION OF CAPITAL STOCK		14
DESCRIPTION OF DEBT SECURITIES		20
DESCRIPTION OF WARRANTS		29
DESCRIPTION OF PURCHASE CONTRACTS		30
DESCRIPTION OF RIGHTS		31
DESCRIPTION OF UNITS		32
EXPENSES	33	
LEGAL MATTERS	33	
EXPERTS	33	
WHERE YOU CAN FIND ADDITIONAL INFORMATION		34

We prepare our financial statements, including all of the financial statements included or incorporated by reference in this prospectus, in U.S. dollars and in conformity with U.S. generally accepted accounting principles, or "U.S. GAAP." We have a fiscal year end of December 31.

This prospectus is part of a registration statement that we filed with the U.S. Securities and Exchange Commission, or the Commission, using a shelf registration process. Under the shelf registration process, we may sell our common stock (including preferred stock purchase rights), preferred stock, debt securities (and related guarantees), warrants, purchase contracts, rights and units described in this prospectus in one or more offerings. This prospectus provides you with a general description of the securities we may offer. Each time we offer securities, we will provide you with a prospectus supplement that will describe the specific amounts, prices and terms of the offered securities. We may file a prospectus supplement in the future that may also add, update or change the information contained in this prospectus. You should read carefully both this prospectus and any prospectus supplement, together with the additional information described below.

This prospectus does not contain all the information provided in the registration statement that we filed with the Commission. For further information about us or the securities offered hereby, you should refer to that registration statement, which you can obtain from the Commission as described below under "Where You Can Find More Information."

PROSPECTUS SUMMARY

This summary provides an overview of our company and our business. This summary is not complete and does not contain all of the information you should consider before purchasing our securities. You should carefully read all of the information contained or incorporated by reference in this prospectus and any accompanying prospectus supplement, including the "Risk factors" and our financial statements and related notes contained herein and therein, before making an investment decision. Unless we specify otherwise, all references in this prospectus to "we," "our," "us" and the "Company" refer to Diana Shipping Inc. and its subsidiaries. Unless otherwise indicated, all references to currency amounts in this prospectus are in U.S. dollars.

Our Company

We are Diana Shipping Inc., a Marshall Islands company and a global provider of shipping transportation services. We specialize in transporting dry bulk cargoes, including such commodities as iron ore, coal, grain and other materials along worldwide shipping routes. Currently, our operating fleet consists of 28 dry bulk carriers, of which 17 are Panamax, one is Post-Panamax, eight are Capesize and two are Newcastlemax dry bulk carriers, having a combined carrying capacity of approximately 3.2 million dwt. In addition, we expect to take delivery of two additional Panamax dry bulk carriers, currently under construction, in the fourth quarter of 2013. The commercial and technical management of our fleet is carried out by our wholly-owned subsidiary, Diana Shipping Services S.A.

We charter our dry bulk carriers to customers primarily pursuant to time charters. Under our time charters, the charterer typically pays us a fixed daily charter hire rate and bears all voyage expenses, including the cost of bunkers (fuel oil) and canal and port charges. We remain responsible for paying the chartered vessel's operating expenses, including the cost of crewing, insuring, repairing and maintaining the vessel. We strategically monitor developments in the dry bulk shipping industry on a regular basis and, subject to market demand, seek to adjust the charter hire periods for our vessels according to prevailing market conditions. In order to take advantage of the relatively stable cash flow and high utilization rates associated with long-term time charters, we have fixed 25 of our vessels on long-term time charters ranging in duration from 13 months to 62 months. Those of our vessels on short-term time charters provide us with flexibility in responding to market developments. We will continue to evaluate our balance of short- and long-term charters and may extend or reduce the charter hire periods of the vessels in our fleet according to developments in the dry bulk shipping industry.

We intend to continue to grow our fleet through timely and selective acquisitions of vessels in a manner that is accretive to earnings per share. We expect to focus future vessel acquisitions primarily on Panamax and Capesize dry bulk carriers. However, we will also consider purchasing other classes of dry cargo vessels if we determine that those vessels would, in our view, present favorable investment opportunities.

Our Fleet

The following table presents certain information concerning the dry bulk carriers in our fleet as of the date of this prospectus:

Edgar Filing: DIANA SHIPPING INC. - Form F-3

	Vessel BUILT DWT	Sister Ships*	Gross Rate (USD Per Day)	Com**	Charterer	Delivery Date to Charterer	Redelivery Date to Owners****	Notes
Panamax Bulk Carriers								
1	CORONIS 2006 74,381	C	\$10,600	5.00%	EDF Trading Limited, London	12-Mar-12	27-Nov-13 - 27-Jun-14	
2	ERATO 2004 74,444	C	\$12,200	5.00%	Hyundai Merchant Marine Co., Ltd., Seoul, South Korea	26-Nov-11	26-Dec-12 - 10-Apr-13	
3	ARETHUSA 2007 73,593	B	\$13,250 \$9,250	5.00% 5.00%	Cargill International S.A., Geneva DS Norden A/S, Copenhagen	8-Jul-11 17-May-12	17-May-12 2-Oct-12 - 1-Jan-13	1
4	NAIAS 2006 73,546	B	\$19,750	5.00%	J. Aron & Company, New York	24-Sep-10	24-Aug-12 - 24-Oct-12	
5	CLIO 2005 73,691	B	\$10,750	5.00%	Cargill International S.A., Geneva	22-Feb-12	22-Aug-13 - 22-Feb-14	2
6	CALIPSO 2005 73,691	B	\$12,250	5.00%	Louis Dreyfus Commodities Suisse S.A., Geneva	11-Oct-11	11-Aug-13 - 11-Dec-13	3
7	PROTEFS 2004 73,630	B	\$11,750	4.75%	Cargill International S.A., Geneva	6-Aug-11	6-Jul-12 - 6-Oct-12	
8	THETIS	B	\$10,500	5.00%	EDF Trading Limited,	22-Feb-12	22-Aug-13 - 22-Jun-14	4

Edgar Filing: DIANA SHIPPING INC. - Form F-3

London

	2004	73,583						
9	DIONE	A	\$20,500	5.00%	Louis Dreyfus Commodities Suisse S.A., Geneva	26-Sep-10	26-Jul-12 - 26-Nov-12	
	2001	75,172						
10	DANAE	A	\$15,600	5.00%	Hyundai Merchant Marine Co., Ltd., Seoul, South Korea	18-Apr-11	18-Mar-13 - 18-May-13	5
	2001	75,106						
11	OCEANIS	A	\$19,750	5.00%	China National Chartering Co. Ltd. (Sinchart BJ), Beijing	17-Sep-10	17-Aug-12 - 1-Nov-12	
	2001	75,211						
12	TRITON	A	\$19,500	4.75%	Resource Marine Pte., Ltd, Singapore	11-Dec-10	11-Nov-13 - 11-Feb-14	6
	2001	75,336						

Edgar Filing: DIANA SHIPPING INC. - Form F-3

13	ALCYON	A	\$34,500	4.75%	Cargill International S.A., Geneva	21-Feb-08	21-Nov-12 - 21-Feb-13	
	2001 75,247							
14	NIREFS	A	\$12,250	5.00%	Morgan Stanley Capital Group Inc.	18-Dec-11	18-Jan-13 - 18-Apr-13	
	2001 75,311							
15	MELIA	G	\$10,900	5.00%	STX Panocean Co., Ltd., Seoul	2-May-12	2-Apr-13 - 2-Jul-13	
	2005 76,225							
16	MELITE	G	\$16,500	5.00%	Cargill International S.A., Geneva	1-Feb-11	1-Jan-13 - 1-Mar-13	
	2004 76,436							
17	LETO		\$12,900	5.00%	EDF Trading Limited, London	17-Jan-12	17-Jan-14 - 17-Nov-14	
	2010 81,297							
Post-Panamax Bulk Carrier								
18	ALCMENE		\$20,250	5.00%	Cargill International S.A., Geneva	20-Nov-10	5-Oct-12 - 4-Jan-13	
	2010 93,193							
Capesize Bulk Carriers								
19	NORFOLK		\$74,750	3.75%	Corus UK Limited	12-Feb-08	12-Jan-13 - 12-Mar-13	7
	2002 164,218							
20	ALIKI		\$26,500	5.00%	Minmetals Logistics Group Co. Ltd., Beijing	1-Mar-11	1-Feb-16 - 1-Apr-16	
	2005 180,235							
21	SALT LAKE CITY		\$55,800	5.00%	Refined Success Limited	28-Sep-07	28-Aug-12 - 28-Oct-12	
	2005 171,810							
22	SIDERIS GS	D	\$30,500	5.00%	BHP Billiton Marketing AG	16-Oct-10	16-Feb-13 - 16-Jun-13	
	2006 174,186							

Edgar Filing: DIANA SHIPPING INC. - Form F-3

23	SEMIRIO	D	\$17,350	5.00%	Cargill International S.A., Geneva	30-May-11	15-Mar-13 - 14-Aug-13	
	2007 174,261							
24	BOSTON	D	\$14,000	5.00%	Morgan Stanley Capital Group Inc.	29-Oct-11	29-Aug-13 - 29-Dec-13	8
	2007 177,828							
25	HOUSTON	D	\$55,000	4.75%	Shagang Shipping Co.	3-Nov-09	3-Oct-14 - 3-Jan-15	9
	2009 177,729							
26	NEW YORK	D	\$48,000	3.75%	Nippon Yusen Kaisha, Tokyo (NYK)	3-Mar-10	3-Jan-15 - 3-May-15	
	2010 177,773							
Newcastlemax Bulk Carriers								
27	LOS ANGELES	E	\$18,000	5.00%	EDF Trading Limited, London	9-Feb-12	9-Dec-15 - 9-Apr-16	
	2012 206,104							

Edgar Filing: DIANA SHIPPING INC. - Form F-3

28	PHILADELPHIA	E	\$18,000	5.00%	EDF Trading Limited, London	17-May-12	17-Jan-16 - 17-Jul-16
----	--------------	---	----------	-------	--------------------------------	-----------	--------------------------

2012 206,040

Vessels Under Construction

29	HULL H2528	F	-	-	-	-	---	10
	2013 76,000							
30	HULL H2529	F	-	-	-	-	---	10
	2013 76,000							

* Each dry bulk carrier is a "sister ship", or closely similar, to other dry bulk carriers that have the same letter.

** Total commission percentage paid to third parties.

*** Charterers' optional period to redeliver the vessel to owners. Charterers have the right to add the off hire days, if any, and therefore the optional period may be extended.

1 The previous charterers, Cargill International S.A., Geneva have agreed to compensate the Owners for the difference between the new rate and the previous rate from May 17, 2012 to May 24, 2012.

2 The previous charterers, Daelim Corporation, Seoul, have agreed to compensate the owners for the early redelivery of the Clio by paying US\$17,000 gross per day, minus 5% commission paid to third parties, starting from the date of redelivery to owners, on February 22, 2012, to the minimum agreed redelivery date, April 8, 2012.

3 Vessel off-hire for drydocking from March 27, 2012 to April 17, 2012.

4 Vessel off-hire for drydocking from January 28, 2012 to February 22, 2012.

5 Vessel off-hire for unscheduled maintenance from May 5, 2012 to May 9, 2012.

6 Resource Marine Pte., Ltd, Singapore is a guaranteed nominee of Macquarie Bank Limited.

7 Since September 2010 Charterer's name has changed to Tata Steel UK, Limited.

8 Morgan Stanley Capital Group Inc. has the option to employ the vessel for a further minimum eleven (11) to a maximum thirteen (13) month period at a gross rate of US\$15,000 per day starting twenty-four (24) months after delivery of the vessel to the charterer.

9 Shagang Shipping Co. is a guaranteed nominee of the Jiangsu Shagang Group Co.

10 Year of delivery and dwt are based on shipbuilding contract.

Each of our vessels is owned through a separate wholly-owned subsidiary.

Our vessels operate worldwide within the trading limits imposed by our insurance policy conditions and do not operate in areas where sanctions of the United States, the European Union or the United Nations have been imposed.

Recent Developments

On April 20, 2012, we paid \$8.7 million in a first installment payment for the construction of hulls H2528 and H2529. On May 1, 2012, we took delivery of the Melia, a 2005-built Panamax dry bulk carrier of 76,225 dwt which we acquired for \$20.65 million. On May 16, 2012, we took delivery of the Philadelphia, a newly-built Newcastlemax dry bulk carrier of 206,040 dwt.

On May 15, 2012, we accepted a term sheet from Nordea Bank Finland, Plc., London Branch, to increase the existing loan facility of \$16.1 million by an additional loan amount of \$10.3 million to finance part of the acquisition cost of the Melia. The new credit facility amount will be repaid in 20 equal quarterly installments of \$234,660 and a balloon payment of \$5,631,800.

On May 18, 2012 we drew down \$34.65 million under our facility with the Import-Export Bank of China and DnB Bank ASA to finance part of the construction cost of the Philadelphia.

Corporate Structure

Diana Shipping Inc. is a holding company incorporated under the laws of Liberia in March 1999 as Diana Shipping Investments Corp. In February 2005, we redomiciled from the Republic of Liberia to the Republic of the Marshall Islands and changed our name to Diana Shipping Inc. Our executive offices are located at Pendelis 16, 175 64 Palaio Faliro, Athens, Greece. Our telephone number at this address is 011 30 (210) 947-0100. Our website address is www.dianashippinginc.com. The information on our website is not a part of this prospectus.

The Securities We May Offer

We may use this prospectus to offer our:

common stock (including preferred stock purchase rights);
preferred stock;
debt securities, which may be guaranteed by one or more of our subsidiaries;
warrants;
purchase contracts;
rights; or
units.

We may also offer securities of the types listed above that are convertible or exchangeable into one or more of the securities listed above.

A prospectus supplement will describe the specific types, amounts, prices, and detailed terms of any of these offered securities and may describe certain risks in addition to those set forth below associated with an investment in the securities. Terms used in the prospectus supplement will have the meanings described in this prospectus, unless otherwise specified.

RISK FACTORS

An investment in our securities involves a high degree of risk. You should carefully consider the following risks described below and the discussion of risks under the heading "Risk Factors" in our Annual Report on Form 20-F for the year ended December 31, 2011 and included in the documents we have incorporated by reference in this prospectus that summarize the risks that may materially affect our business before making an investment in our securities. Please see the section in this prospectus entitled "Where You Can Find Additional Information—Information Incorporated by Reference." In addition, you should also consider carefully the risks set forth under the heading "Risk Factors" in any prospectus supplement before investing in any securities offered by this prospectus. The occurrence of one or more of those risk factors could adversely impact our results of operations or financial condition.

If the share price of our common shares fluctuates after this offering, you could lose a significant part of your investment.

The market price of our common shares may be influenced by many factors, many of which are beyond our control, including the other risks described under the heading "Risk Factors—Risk Factors Related to Our Common Shares" in our Annual Report on Form 20-F for the year ended December 31, 2011 and the following:

- the failure of securities analysts to publish research about us after this offering, or analysts making changes in their financial estimates;

 - announcements by us or our competitors of significant contracts, acquisitions or capital commitments;

 - variations in quarterly operating results;

 - general economic conditions;

 - terrorist or piracy acts;

 - future sales of our common shares or other securities; and

 - investors' perception of us and the international drybulk shipping sector.

As a result of these factors, investors in our common shares may not be able to resell their common shares at or above the initial offering price. These broad market and industry factors may materially reduce the market price of our common shares, regardless of our operating performance.

We may issue additional common shares or other equity securities without your approval, which would dilute your ownership interests and may depress the market price of our common shares.

We may issue additional common shares or other equity securities of equal or senior rank in the future in connection with, among other things, future vessel acquisitions, repayment of outstanding indebtedness or our equity incentive plan, without shareholder approval, in a number of circumstances.

Our issuance of additional common shares or other equity securities of equal or senior rank would have the following effects:

 - our existing shareholders' proportionate ownership interest in us will decrease;

 - the amount of cash available for dividends payable on our common shares may decrease;

 - the relative voting strength of each previously outstanding common share may be diminished; and

 - the market price of our common shares may decline.

FORWARD LOOKING STATEMENTS

Matters discussed in this document may constitute forward-looking statements. The Private Securities Litigation Reform Act of 1995 provides safe harbor protections for forward-looking statements in order to encourage companies to provide prospective information about their business. Forward-looking statements 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.

We desire to take advantage of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 and are including this cautionary statement in connection with this safe harbor legislation. This document and any other written or oral statements made by us or on our behalf may include forward-looking statements which reflect our current views with respect to future events and financial performance. The words "believe," "anticipate," "intend," "estimate," "forecast," "project," "plan," "potential," "may," "should," "expect" and similar expressions identify forward-looking statements.

The forward-looking statements in this document 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 we believe 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, we cannot assure you that we will achieve or accomplish these expectations, beliefs or projections.

In addition to these important factors and matters discussed elsewhere in this prospectus, and in the documents incorporated by reference in this prospectus, 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, fluctuations in currencies and interest rates, general market conditions, including fluctuations in charter hire rates and vessel values, changes in demand in the dry bulk shipping industry, changes in our operating expenses, including bunker prices, drydocking and insurance costs, changes in governmental rules and regulations or actions taken by regulatory authorities, potential liability from pending or future litigation, general domestic and international political conditions, potential disruption of shipping routes due to accidents or political events, and other important factors described from time to time in the reports filed by us with the Commission and the New York Stock Exchange. We caution readers of this prospectus and any prospectus supplement not to place undue reliance on these forward-looking statements, which speak only as of their dates. We undertake no obligation to update or revise any forward-looking statements.

RATIO OF EARNINGS TO FIXED CHARGES

The following table sets forth our unaudited ratio of earnings to fixed charges for each of the preceding five fiscal years. (1)

	2011	For the year ended December 31,			
		2010	2009	2008	2007
Earnings:					
Net income before equity income and minority interest	\$ 106,288	\$ 127,869	\$ 121,498	\$ 221,699	\$ 134,220
Add: Distributed income of equity investees	600	-	-	-	-
Add: Fixed charges	5,407	5,245	3,372	6,311	7,059
	\$ 112,295	\$ 133,114	\$ 124,870	\$ 228,010	\$ 141,279
Less: Interest capitalized	635	340	363	853	1,440
Total earnings	\$ 111,660	\$ 132,774	\$ 124,507	\$ 227,157	\$ 139,839
Fixed Charges:					
Interest expensed and capitalized	\$ 5,129	\$ 4,982	\$ 3,307	\$ 6,225	\$ 6,948
Amortization and write-off of deferred financing fees	278	263	65	86	111
Total Fixed Charges	\$ 5,407	\$ 5,245	\$ 3,372	\$ 6,311	\$ 7,059
Ratio of Earnings to Fixed Charges (2)	20.7	x 25.3	x 36.9	x 36.0	x 19.8

(1) We have not issued any preferred stock as of the date of this prospectus.

(2) For purposes of computing the consolidated ratio of earnings to fixed charges, earnings consist of net income available to common stockholders, before adjustment for minority interests in consolidated subsidiaries and before income or loss from equity investees, plus distributed income of equity investees and fixed charges less interest capitalized. Fixed charges consist of interest expensed and capitalized, interest portion of rental expense and amortization and write-off of capitalized expenses relating to indebtedness.

USE OF PROCEEDS

We intend to use net proceeds from the sale of the securities as set forth in the applicable prospectus supplement.

CAPITALIZATION

The following unaudited table sets forth our capitalization at December 31, 2011, on an actual basis and as adjusted to give effect to the drawdown of \$88.225 million, made in February and May 2012, under our secured credit facilities with the Import-Export Bank of China and DNB Bank ASA and Nordea Bank Finland Plc, to finance part of the acquisition and construction cost of the vessels Leto, Los Angeles and Philadelphia and the repurchase and cancellation of 97,364 shares of our stock for \$0.7 million under our stock repurchase plan.

	As of December 31, 2011	
	Actual	As Adjusted
	(in thousands of U.S. dollars)	
Debt (principal balance, secured and guaranteed)	\$ 374,300	\$ 462,525
Shareholders' equity		
Preferred stock, \$0.01 par value; 25,000,000 shares authorized, none issued, actual and as adjusted	-	-
Common stock, \$0.01 par value; 200,000,000 shares authorized; 82,419,417 and 82,322,053 issued and outstanding as at December 31, 2011, actual and as adjusted, respectively.	\$ 824	\$ 823
Additional paid-in capital	915,404	914,662
Other comprehensive loss	(112)	(112)
Retained earnings	292,762	292,762
Total stockholders' equity	\$ 1,208,878	\$ 1,208,135
Total capitalization	\$ 1,583,178	\$ 1,670,660

Each prospectus supplement will include updated information on our consolidated capitalization.

DILUTION

Information about the amount by which the offering price of our common shares issued pursuant to this prospectus exceeds the net tangible book value per share of our common shares following such issuance will be included in a prospectus supplement.

PRICE RANGE OF COMMON STOCK

The trading market for shares of our common stock is the New York Stock Exchange, on which our shares trade under the symbol "DSX". The following table sets forth for the periods indicated the high and low closing prices for shares of our common stock, as reported by the New York Stock Exchange:

Period	2012		2011		2010		2009		2008		2007	
	High	Low	High	Low	High	Low	High	Low	High	Low	High	Low
Annual			\$ 12.64	\$ 6.93	\$ 16.27	\$ 11.19	\$ 18.52	\$ 10.15	\$ 31.66	\$ 7.24	\$ 44.82	\$ 15.79
1st quarter	\$ 9.87	\$ 7.80	\$ 12.64	\$ 11.50	\$ 16.27	\$ 13.26						
2nd quarter			12.13	10.70	15.82	11.19						
3rd quarter			11.13	7.42	13.39	11.46						
4th quarter			8.54	6.93	14.08	11.82						
November			\$ 8.54	\$ 7.25								
December			8.07	7.48								
January	\$ 8.44	\$ 7.80										
February	9.87	8.11										
March	9.24	8.41										
April	8.90	7.52										
May*	7.98	7.22										