TOP SHIPS INC.
Form 424B5
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Prospectus Supplement	Filed Purusant to Rule 424(b)(5)
(to the Prospectus dated February 1, 2017)	Registration No. 333-215577

Up to 23,919,439 Common Shares Issuable Upon Exercise of
the Outstanding Warrants

This prospectus supplement relates to up to 23,919,439 common shares, par value $0.01 per share, which, as of the date of this prospectus supplement, are issuable upon the exercise of the 2,399,141 outstanding warrants, originally issued on June 11, 2014, or the Warrants. Each Warrant currently has an exercise price of $0.28 per common share and entitles its holder to purchase 8.90 common shares, as may be further adjusted (see "Description of Warrants" section). The Warrants were issued as part of a registered public offering that closed on June 11, 2014, or the Offering. The common shares underlying the Warrants were previously filed on Form F-1 (333-194690), as amended, but we are filing this registration statement due to the adjustable conversion feature of the Warrants and the increase in the number of common shares currently issuable upon exercise of the Warrants.

Pursuant to the terms of the Warrants, holders have the right, but not the obligation, in any exercise of Warrants, to designate the variable price offered by us pursuant to an issued variable rate security and purchase such proportionate number of common shares based on the variable price in effect on the exercise date. We have issued Series C Convertible Preferred Stock, which is convertible at the lower of (i) $75.00 or (ii) 75% of the lowest daily volume weighted average price of our common stock for any trading day during the twenty-one (21) consecutive trading day period ending on, and including, the trading day immediately prior to such date of determination (but in no event will the conversion price be lower than $0.25), or the Conversion Ratio. If using the Conversion Ratio, as of June 7, 2017, each Warrant has an exercise price of $0.25 per common share and entitles its holder to purchase 9.97 common shares, as may be further adjusted. The Conversion Ratio is subject to certain adjustments pursuant to the Statement of Designation of Rights, Preferences and Privileges of Series C Convertible Preferred Stock, or the Series C Statement of Designation. For more information, please see the Series C Statement of Designation, which was filed as an exhibit to our Current Report on Form 6-K with the SEC on February 21, 2017. Any summary of the terms of the Series C Convertible Preferred Stock and its Conversion Ratio provided in this prospectus supplement is qualified in its entirety by reference to the Series C Statement of Designation.

Our common stock is currently listed on the Nasdaq Capital Market under the symbol "TOPS." On June 7, 2017, the reported closing price per share of our common stock was $0.27.

The information in this prospectus supplement gives effect to a 1-for-20 reverse stock split effected on May 11, 2017.

Investing in our securities involves certain risks. See risk factors beginning on page s-7 of this prospectus supplement for a discussion of information that should be considered in connection with an investment in our common shares.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus supplement. Any representation to the contrary is a criminal offense.

ABOUT THIS PROSPECTUS SUPPLEMENT

This prospectus supplement and the accompanying prospectus are part of a registration statement that we filed with the U.S. Securities and Exchange Commission, or the Commission, utilizing a "shelf" registration process. This document is in two parts. The first part is this prospectus supplement, which describes the specific terms of this offering and the common stock offered hereby and also adds to and updates information contained in the accompanying prospectus and the documents incorporated by reference into this prospectus supplement and the accompanying prospectus. The second part, the accompanying base prospectus, gives more general information and disclosure about our securities that we may offer from time to time, some of which does not apply to this offering of common stock offered hereby. When we refer to the prospectus, we are referring to both parts combined, and when we refer to the accompanying prospectus, we are referring to the base prospectus.

If the description of this offering varies between this prospectus supplement and the accompanying prospectus, you should rely on the information in this prospectus supplement. This prospectus supplement, the accompanying prospectus and the documents incorporated into each by reference include important information about us and our common stock being offered and other information you should know before investing. You should read this prospectus supplement and the accompanying prospectus together with the additional information described under the heading, "Where You Can Find Additional Information" in this prospectus supplement and the accompanying prospectus before investing in our common stock.

Any statement made in this prospectus or in a document incorporated or deemed to be incorporated by reference into this prospectus will be deemed to be modified or superseded for purposes of this prospectus to the extent that a statement contained in this prospectus supplement or in any other subsequently filed document that is also incorporated by reference into this prospectus modifies or supersedes that statement. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this prospectus.

You should rely only on the information contained in or incorporated by reference in this prospectus supplement, the accompanying prospectus and any free writing prospectus relating to this offering. We have not authorized anyone to provide you with information that is different. If anyone provides you with different or inconsistent information, you should not rely on it. We are offering to sell the common stock offered hereby only in jurisdictions where offers and sales are permitted. The information contained in or incorporated by reference in the prospectus is accurate only as of the date such information was issued, regardless of the time of delivery of the prospectus or any sale of the common stock offered hereby.

PROSPECTUS SUPPLEMENT SUMMARY

This summary highlights information that appears elsewhere in this prospectus supplement or in the documents incorporated by reference herein and is qualified in its entirety by the more detailed information, including the financial statements that appear in the documents incorporated by reference. This summary may not contain all of the information that may be important to you. As an investor or prospective investor, you should review carefully the entire prospectus supplement, including the risk factors, and the more detailed information that is included herein and in the documents incorporated by reference herein.

Unless the context otherwise requires, as used in this prospectus supplement, the terms "Company," "we," "us," and "our" refer to TOP SHIPS INC. and all of its subsidiaries. We use the term deadweight ton, or dwt, in describing the size of vessels. Dwt, expressed in metric tons each of which is equivalent to 1,000 kilograms, refers to the maximum weight of cargo and supplies that a vessel can carry. Our reporting currency is in the U.S. dollar and all references in this prospectus supplement to "$" or "dollars" are to U.S. dollars. The information in this prospectus supplement gives effect to a 1-for-20 reverse stock split effected on May 11, 2017.

Our Company

We are an international owner and operator of modern, fuel efficient eco medium range, or MR, tanker vessels focusing on the transportation of crude oil, petroleum products (clean and dirty) and bulk liquid chemicals. As of the date of this prospectus supplement, our fleet consists of two chartered-in 49,737 dwt product/chemical tankers vessels, the M/T Stenaweco Energy and the M/T Stenaweco Evolution, two 39,208 dwt product/chemical tankers vessels, the M/T Eco Fleet and the M/T Eco Revolution, and two 49,737 dwt product/chemical tankers, the M/T Stenaweco Excellence and M/T Nord Valiant. We also own a 90% interest in a corporation that owns a 50,118 dwt product/chemical tanker, the M/T Stenaweco Elegance, and 49% interests in two corporations that each own a 50,000 dwt newbuilding product/chemical scheduled for delivery from Hyundai Mipo Dockyard Co., Ltd., or Hyundai, in January 2018 and April 2018, respectively. In addition we acquired from Lax Trust, a 100% ownership interest in Astarte International Inc., a Marshall Islands corporation, or Astarte. Astarte is currently a party to a newbuilding contract for the construction of Hull No 2648, a 50,000 dwt newbuilding product/chemical scheduled for delivery from Hyundai in July 2018.

We intend to continue to review the market in order to identify potential acquisition targets on accretive terms.

We believe we have established a reputation in the international ocean transport industry for operating and maintaining vessels with high standards of performance, reliability and safety. We have assembled a management team comprised of executives who have extensive experience operating large and diversified fleets of tankers and who have strong ties to a number of national, regional and international oil companies, charterers and traders.

The Fleet

The following tables present our fleet list as of the date of this prospectus supplement:

Chartered-in fleet:

Name	Deadweight	Charterer	Charter Duration	Expiry of Firm Charter Period	Gross Rate fixed period/ options*
M/T Stenaweco Energy	49,737	Stena Weco A/S	5.5+1+1 years	February 2020	$16,500** / $17,350 / $18,100
M/T Stenaweco Evolution	49,737	Stena Weco A/S	5+1+1 years	April 2020	$16,200*** / $17,200 / $18,000

* Options may be exercised at the charterer's option.

** $14,600 commencing from January 1, 2017 until June 30, 2018. Thereafter the rate will be $16,500 until February 25, 2020.

*** $14,600 commencing from May 1, 2017 until April 30, 2018. Thereafter the rate will be $16,200 from May 1, 2018 until April 3, 2019. From April 4, 2019 to April 4, 2020 the rate will be $16,350.

Operating fleet*:

Name	Deadweight	Charterer	Charter Duration	Expiry of Firm Charter Period	Gross Rate fixed period/ options**
M/T Eco Fleet	39,208	BP Shipping Limited	3+1+1 years	July 2018	$15,200 / $16,000 / $16,750
M/T Eco Revolution	39,208	BP Shipping Limited	3+1+1 years	January 2019	$15,200 / $16,000 / $16,750
M/T Stenaweco Excellence	49,737	Stena Weco A/S	3+1+1 years	May 2019	$16,200 / $17,200 / $18,000
M/T Nord Valiant	49,737	DS Norden A/S	5+1+1 years	August 2021	$16,800 / $17,600 / $18,400

* We have also acquired, through our wholly-owned subsidiary, a 90% ownership interest in Eco Seven Inc., or Eco Seven. Eco Seven currently owns the M/T Stenaweco Elegance, a 50,118 dwt product/chemical tanker that was delivered from Hyundai on February 28, 2017. Eco Seven is also a party to a time charter agreement that commenced upon the vessel's delivery at a rate of $16,500 per day for the first three years, and at the charterer's option, $17,500 for the first optional year and $18,500 for the second optional year. For more information, please see "Item 4. Information on the Company—A. History and Development of the Company—Recent Developments" from our Annual Report on Form 20-F for the year ended December 31, 2016.

** Options may be exercised at the charterer's option.

We have also acquired, through our wholly-owned subsidiaries, 49% ownership interests in Eco Nine Inc., a Marshall Islands corporation, or Eco Nine, and City of Athens Inc., a Marshall Islands corporation, or City of Athens, respectively. Both Eco Nine and City of Athens were wholly-owned subsidiaries of the Lax Trust, an irrevocable trust established for the benefit of certain family members of Mr. Evangelos Pistiolis, our President, Chief Executive Officer and Director, or the Lax Trust. Eco Nine is currently a party to a newbuilding contract for the construction of Hull No S-444, a 50,000 dwt newbuilding product/chemical scheduled for delivery from Hyundai in April 2018. City of Athens is currently a party to a newbuilding contract for the construction of Hull No S-443, a 50,000 dwt newbuilding product/chemical scheduled for delivery from Hyundai in January 2018. In addition we acquired from the Lax Trust, a 100% ownership interest in Astarte International Inc., a Marshall Islands corporation, or Astarte. Astarte is currently a party to a newbuilding contract for the construction of Hull No 2648, a 50,000 dwt newbuilding product/chemical scheduled for delivery from Hyundai in July 2018. For more information, please see "—Recent Developments" below.

Recent Developments

From February 2 to June7, 2017, we sold an aggregate of 15,674,605 common shares to Kalani Investments Limited, or Kalani, pursuant to a common stock purchase agreement dated February 2, 2017, as thereafter amended, or the Purchase Agreement, between the Company and Kalani, resulting in aggregate gross proceeds to the Company of $27.8 million. We have also issued, in accordance with the terms of the Purchase Agreement, an aggregate of 54,425 shares as commitment fees to Kalani as consideration for entering into the Purchase Agreement. During this time the Purchase Agreement was amended four times in order to increase the amount of the offering and the commitment fee.

On March 22, 2017, we entered into a note purchase agreement and issued a $5.0 million 4% Original Issue Discount Promissory Note to Kalani for cash consideration of $4.8 million, with a mandatory redemption no later than October 7, 2017. As of May 23, 2017, we have settled this promissory note. In relation to the 6% Original Issue Discount Promissory Note to Kalani issued on February 6, 2017, as of May 23, 2017 it has also been settled.
On March 27, 2017, pursuant to the management agreement between the Company and Central Shipping Monaco SAM, a related party affiliated with the family of Mr. Evangelos J. Pistiolis, our President, Chief Executive Officer and Director, our board of directors granted to Central Shipping Monaco SAM a $1.25 million cash performance fee for its dedication and provision to the Company of high quality ship management and newbuilding supervision services during 2016.
On March 27, 2017, our board of directors granted to our executive officers an aggregate cash bonus of $1.5 million in consideration of the successful completion of the Company's newbuilding program in 2016.
On March 28, 2017, we entered into a note purchase agreement and issued an unsecured promissory note to Kalani in the principal amount of $10 million for cash consideration of $10 million, with a mandatory redemption no later than August 25, 2017. As of May 23, 2017, this promissory note was settled.
On March 30, 2017, we, through our wholly-owned subsidiary Style Maritime Ltd., acquired another 9% ownership interest in Eco Seven from Malibu Shipmanagement Co., a Marshall Islands corporation and wholly-owned subsidiary of the Lax Trust, for an aggregate purchase price of $1.5 million, or the Eco Seven Extended Transaction. Pursuant to the Eco Seven Extended Transaction, our ownership interest in Eco Seven increased to 49%. On May 30, 2017, we announced that we entered into an agreement with Eco Seven to purchase for $6.5 million, an additional 41% interest, increasing our interest to 90% ownership in Eco Seven. Eco Seven Inc. owns M/T Stenaweco Elegance, a 50,188 dwt MR product tanker, which is operating under a three year time charter at a rate of $16,500 per day expiring in March 2020.
On March 30, 2017, we, through our wholly-owned subsidiary, Lyndon International Co., acquired a 49% ownership interest in City of Athens from Fly Free Company, a Marshall Islands corporation and wholly-owned subsidiary of the Lax Trust, for an aggregate purchase price of $4.2 million, or the City of Athens Transaction. City of Athens is currently a party to a newbuilding contract for the construction of Hull No S-443, a 50,000 dwt newbuilding product/chemical scheduled for delivery from Hyundai in January 2018.
On March 30, 2017, we, through our wholly-owned subsidiary, Gramos Shipping Company Co., acquired a 49% ownership interest in Eco Nine from Maxima International Co., a Marshall Islands corporation and wholly-owned subsidiary of the Lax Trust, for an aggregate purchase price of $3.5 million, or the Eco Nine Transaction. Eco Nine is currently a party to a newbuilding contract for the construction of Hull No S-444, a 50,000 dwt newbuilding product/chemical scheduled for delivery from Hyundai in April 2018.
On April 5, 2017, we entered into a note purchase agreement and issued an unsecured promissory note to Kalani in the principal amount of $7.7 million for cash consideration of $7.7 million, with a mandatory redemption no later than September 4, 2017. As of June2, 2017, this promissory note was settled.
During April 2017, NORD/LB, as defined below, agreed to provide us with a waiver until the end of 2017 for the breach of the loan covenant that requires that any member of the family of Mr. Evangelos Pistiolis, our President, Chairman and Chief Executive Officer, maintains an ownership interest (either directly and/or indirectly through companies beneficially owned by any member of the Pistiolis family and/or trusts or foundations of which any member of the Pistiolis family are beneficiaries) of 20% of our issued and outstanding common shares.

On April 21, 2017 we were informed by ABN AMRO, as defined below, that we are currently in breach of the loan covenant that requires that any member of the family of Mr. Evangelos Pistiolis, our President, Chairman and Chief Executive Officer, maintains an ownership interest (either directly and/or indirectly through companies beneficially owned by any member of the Pistiolis family and/or trusts or foundations of which any member of the Pistiolis family are beneficiaries) of 30% of our issued and outstanding common shares. Our lender requested that either the family of Mr. Evangelos Pistiolis maintain an ownership interest of at least 30% of our issued and outstanding common shares or maintain a voting rights interest of above 50%. In order to regain compliance with the loan covenant, the Board authorized the Company on April 27, 2017 to create a new class of non-convertible preferred shares. On May 8, 2017, we issued 100,000 shares of Series D Preferred Shares to Tankers Family Inc., a company controlled by Lax Trust, which is an irrevocable trust established for the benefit of certain family members of Evangelos Pistiolis, for $1,000 pursuant to a stock purchase agreement. Each Series D Preferred Share has the voting power of one thousand (1,000) common shares.

On April 26, 2017, we acquired a 100% ownership interest in Astarte from Indigo Maritime Ltd, a Marshall Islands corporation and wholly-owned subsidiary of the Lax Trust, for an aggregate purchase price of $6 million, or the Astarte Transaction. Astarte is currently a party to a newbuilding contract for the construction of Hull No 2648, a 50,000 dwt newbuilding product/chemical scheduled for delivery from Hyundai in July 2018.

The Eco Seven Extended Transaction, the City of Athens Transaction the Astarte Transaction and the Eco Nine Transaction were approved by a special committee of our board of directors, or the Transaction Committee, of which the majority of the directors were independent. In the course of its deliberations, the Transaction Committee hired and obtained a fairness opinion from an independent financial advisor.

On May 10, 2017, our board of directors determined to effect a 1-for-20 reverse stock split of shares of our common stock. The reverse stock split occurred, and shares of our common stock began trading on a split adjusted basis on Nasdaq as of the opening of trading on May 11, 2017. The Company's shareholders approved the reverse stock split and granted the Board the authority to determine the exact split ratio and proceed with the reverse stock split at the Company's special meeting of shareholders held on March 24, 2017.

On May 15, 2017, we entered into a note purchase agreement and issued an unsecured promissory note to Xanthe Holdings Ltd., or Xanthe, a non-affiliated, non-US company, in the principal amount of $5.0 million for cash consideration of $5.0 million, with a mandatory redemption no later than August 23, 2017. As of June 7, 2017, the balance under this promissory note is $3.7 million.

On June 1, 2017, we drew down $2.5 million under the Family Trading Facility.

Corporate Structure

Our predecessor, Ocean Holdings Inc., was formed as a corporation in January 2000 under the laws of the Republic of the Marshall Islands and renamed Top Tankers Inc. in May 2004. In December 2007, Top Tankers Inc. was renamed to Top Ships Inc.

Our common stock is currently listed on the Nasdaq Capital Market under the symbol "TOPS." The current address of our principal executive office is 1 Vasilisis Sofias and Megalou Alexandrou Str, 15124 Maroussi, Greece. The telephone number of our registered office is +30 210 812 8000. Our corporate website address is www.topships.org. The information contained on our website does not constitute part of this prospectus supplement.

Risk Factors

We face a number of risks associated with our business and industry and must overcome a variety of challenges to utilize our strengths and implement our business strategy. These risks include, among others, inability to finance newbuilding and other capital projects; inability to successfully employ our vessels; changes in the international shipping market, including supply and demand, charter hire and utilization rates, and commodity prices; increased costs of compliance with regulations affecting the international shipping industry; a downturn in the global economy; hazards inherent in the international shipping industry and marine operations resulting in liability for personal injury or loss of life, damage to or destruction of property and equipment, pollution or environmental damage; and inability to comply with loan covenants.

This is not a comprehensive list of risks to which we are subject, and you should carefully consider all the information in this prospectus supplement in connection with your ownership of our common shares and Warrants. In particular, we urge you to carefully consider the risk factors set forth in the section of this prospectus supplement entitled "Risk Factors" beginning on page s-7.

THE OFFERING

Securities offered by us	Up to 23,919,439 common shares may be issuable from time to time upon exercise of the 2,399,141 Warrants, as may be further adjusted. The Warrants expire on June 11, 2019. Each Warrant has an exercise price of $0.28 per common share and each Warrant entitles the holder to purchase 8.90 common shares, as may be further adjusted. Pursuant to the terms of the Warrants, holders have the right, but not the obligation, to, in any exercise of Warrants, to use the Conversion Ratio and purchase such proportionate number of common shares based on the variable price in effect on the date of exercise. If using the Conversion Ratio, as of June 7, 2017, each Warrant has an exercise price of $0.25 per common share and entitles its holder to purchase 9.97 common shares, as may be further adjusted. The Conversion Ratio is subject to certain adjustments pursuant to the Series C Statement of Designation. For more information, please see the Series C Statement of Designation, which was filed as an exhibit to our Current Report on Form 6-K with the SEC on February 21, 2017 and is incorporated herein by reference. Any summary of the terms of the Series C Convertible Preferred Stock and its Conversion Ratio provided in this prospectus supplement is qualified in its entirety by reference to the Series C Statement of Designation.
Common shares to be outstanding immediately after this offering	40,046,853 shares of our common stock if all of the 23,919,439 common shares are issued upon the exercise of approximately 2,399,141 Warrants at their current exercise price.
Use of proceeds	The net proceeds if warrant holders, as of the date of this prospectus supplement, exercise 2,399,141 Warrants that will result in the issuance of all of the 23,919,439 common shares will be approximately $5.9 million; however, we are unable to predict the timing or amount of potential Warrant exercises. As such we have not allocated any proceeds of such exercises to any particular purpose. Accordingly, all such proceeds will be used for general corporate purposes and working capital. It is possible that some or all of the Warrants may expire and may never be exercised. Please see "Use of Proceeds."
Listing	Our common shares are listed for trading on the Nasdaq Capital Market under the symbol "TOPS."
Risk Factors	Investing in our Warrants and common shares involves substantial risk. You should carefully consider all of the information in this prospectus supplement and any information incorporated by reference prior to investing in our common shares. In particular, we urge you to consider carefully the factors set forth in the section of this prospectus supplement entitled "Risk Factors" beginning on page s-7.

Unless we indicate otherwise, all information in this prospectus supplement is based upon 16,127,413 common shares issued and outstanding as of June 7, 2017.

RISK FACTORS

An investment in our common shares and Warrants involves risks and uncertainties. You should carefully consider the risks described below, as well as the other information included in this prospectus supplement before deciding to invest in our common shares. Please also refer to the additional risk factors identified in our annual report on Form 20-F for the year ended December 31, 2016, filed with the SEC on March 14, 2017 and other documents of the Company incorporated by reference into this prospectus supplement.

RISKS RELATING TO THE COMPANY

We have already sold 15,674,605 common shares and issued 54,425 common shares as a commitment under the Purchase Agreement. Shareholders may experience significantly more dilution as a result of the Purchase Agreement and future offerings.

We have already sold and may sell large quantities of our common stock at any time pursuant to the Purchase Agreement or one or more separate offerings. We currently have an effective registration statement on Form F-3 (333-215577), of which this prospectus supplement forms a part, and a related prospectus supplement filed with the Commission for the sale of up $40,340,867 of our common stock and $605,991 shares of our common stock as a commitment fee, of which $27,790,260 has been sold. We also have outstanding 466 Series B Convertible Preferred Shares, 7,500 Series C Convertible Preferred Shares and 2,399,141 Warrants, which are convertible into our common shares, all three as defined below. If we elect to draw down amounts under the Purchase Agreement, which will result in the sale of additional shares of our common stock to Kalani, any such drawdowns will have a dilutive impact on our existing stockholders. Kalani may resell some or all of the shares of our common stock we issue to it pursuant to draw downs under the Purchase Agreement and such sales could cause the market price, and the VWAP, of our common stock to decline. To the extent of any such decline, any subsequent drawdowns would require us to issue a greater number of shares of common stock to Kalani in exchange for each dollar of proceeds received from the draw down. This is because the number of shares of common stock we sell pursuant to this prospectus supplement will increase as the VWAP of our common stock decreases, and therefore the number of shares of common stock we sell pursuant to this prospectus supplement could be significant if the VWAP for our common stock decreases significantly. Under these circumstances, our existing stockholders would experience greater dilution.

Purchasers of the shares of our common stock we sell, as well as our existing shareholders, will experience significant dilution if we sell shares at prices significantly below the price at which they invested. In addition, we may offer additional common stock in the future, which may result in additional significant dilution. For more information about the Series B Convertible Preferred Shares and the Series C Convertible Preferred Shares please see the section entitled "Description of Capital Stock".

Our President, Chief Executive Officer and Director, who may be deemed to beneficially own, directly or indirectly, 100% of our Series D Preferred Stock, has control over us.

As of May 8, 2017, Lax Trust, which is an irrevocable trust established for the benefit of certain family members of our President, Chief Executive Officer and Director, Mr. Evangelos Pistiolis, may be deemed to beneficially own, directly or indirectly, all of the 100,000 outstanding shares of our Series D Preferred Stock. The shares of Series D Preferred Stock each carry 1,000 votes. By its ownership of 100% of our Series D Preferred Stock, Lax Trust has control over our actions. The interests of Lax Trust may be different from your interests.

Due to the recent issuances and sales of our common shares we may not be in compliance with the covenants contained in our secured credit facilities and were recently informed that we are currently in breach of a covenant. Our secured credit facility for $64.4 million with ABN Amro Bank N.V., or ABN AMRO, and our secured credit facility for $23.2 million with Norddeutsche Landesbank Girozentrale, or NORD/LB, and together our Secured Credit Facilities, each require that any member of the family of Mr. Evangelos Pistiolis, our President, Chairman and Chief Executive Officer, maintain an ownership interest (either directly and/or indirectly through companies beneficially owned by any member of the Pistiolis family and/or trusts or foundations of which any member of the Pistiolis family are beneficiaries) of 30% and 20% of our issued and outstanding common shares, respectively. As of the latest Schedule 13D/A filed by the Lax Trust and other related parties, the members of Mr. Pistiolis' family may be deemed to beneficially own, via the Lax Trust, 171,828 of our common shares or, upon exercise by Lax Trust of Warrants held by Race Navigation Inc. and upon the conversion into our common shares of the outstanding principal of the convertible loan between the Company and Family Trading Inc., 16,800,994 of our common shares, which is approximately 1.1% or 51.3% of our issued and outstanding common shares, respectively.

While NORD/LB has agreed to provide a waiver for the breach of this covenant until the end of 2017, we were also recently informed by ABN AMRO that we were in breach of the covenant described above and in order to remedy the breach of the loan covenant with ABN AMRO, we issued the Series D Preferred Shares. On May 8, 2017, we issued 100,000 shares of Series D Preferred Shares to Tankers Family Inc., a company controlled by Lax Trust, which is an irrevocable trust established for the benefit of certain family members of Evangelos Pistiolis, for $1,000 pursuant to a stock purchase agreement. Each Series D Preferred Share has the voting power of one thousand (1,000) common shares. If NORD/LB does not provide the agreed upon waiver or such breach is not waived or modified by our lenders, then such breach may provide our lenders with the right to accelerate our indebtedness and foreclose their liens on our assets securing the credit facilities, which would impair our ability to continue to conduct our business. In addition our lenders may among other things, require us to post additional collateral, enhance our equity and liquidity, increase our interest payments, and sell vessels in our fleet.

Furthermore, certain of our debt agreements, sale and leaseback agreements and preferred share agreements contain cross-default provisions that may be triggered by a default under one of our other debt agreements. A cross default provision means that a default on one loan would result in a default on certain of our other loans. The occurrence of any event of default, or our inability to obtain a waiver from our lenders in the event of a default, could result in certain or all of our indebtedness being accelerated or the foreclosure of the liens on our vessels by our lenders as described above. If our secured indebtedness is accelerated in full or in part, it would be very difficult in the current financing environment for us to refinance our debt or obtain additional financing and we could lose our vessels and other assets securing our credit facilities if our lenders foreclose their liens, which would adversely affect our ability to conduct our business.

Moreover, in connection with any waivers of or amendments to our credit facilities that we may obtain in the future, our lenders may impose additional operating and financial restrictions on us or modify the terms of our existing credit facilities. These restrictions may further restrict our ability to, among other things, pay dividends, make capital expenditures or incur additional indebtedness, including through the issuance of guarantees. Our lenders may also require the payment of additional fees, require prepayment of a portion of our indebtedness to them, accelerate the amortization schedule for our indebtedness and increase the interest rates they charge us on our outstanding indebtedness.

Newbuilding projects are subject to risks that could cause delays.

As of the date of this prospectus supplement, we own Astarte that is a party to a newbuilding contact for the construction of Hull No 2648, scheduled to be delivered from Hyundai in the third quarter of 2018 as well as 49% interests in two corporations that are parties to shipbuilding contracts for two newbuilding vessels scheduled to be delivered from Hyundai in the first and second quarters of 2018, respectively. See "Prospectus Supplement Summary—Recent Developments." Newbuilding construction projects are subject to risks of delay inherent in any large construction project caused by numerous factors, including shortages of equipment, materials or skilled labor, unscheduled delays in the delivery of ordered materials and equipment or shipyard construction, failure of equipment to meet quality and/or performance standards, financial or operating difficulties experienced by equipment vendors or the shipyard, unanticipated actual or purported change orders, inability to obtain required permits or approvals, design or engineering changes and work stoppages and other labor disputes, adverse weather conditions, bankruptcy or other financial crisis of the shipyard, a backlog of orders at the shipyard, or any other events of force majeure. A shipyard's failure to complete the project on time may result in the delay of revenue from the vessel. Any such failure or delay could have a material adverse effect on our operating results as we will continue to incur other costs to operate our business.

Our strategic relationships subject us to risks that could adversely affect our business, financial condition and results of operations.

We and Malibu Shipmanagement Co. own 90% and 10%, respectively, of Eco Seven Inc., a Marshall Islands corporation that owns a 50,118 dwt product/chemical tanker, the M/T Stenaweco Elegance. We also own 49% of City of Athens Inc. and ECO Nine Inc., Marshall Islands corporations that are each a party to a newbuilding contract for a 50,000 dwt newbuilding product/chemical scheduled for delivery from Hyundai Mipo Dockyard Co., Ltd., or Hyundai, in January 2018 and April 2018, respectively. Fly Free Company and Maxima International Co. own the other 51% of City of Athens Inc. and ECO Nine Inc., respectively. Malibu Shipmanagement Co., Fly Free Company and Maxima International Co. are wholly-owned subsidiaries of the Lax Trust.

These strategic relationships are subject to various risks that could adversely affect the value of our investments and our results of operations and financial condition. These risks include, but are not limited to, the following:

- our interests could diverge from our partners' interests or we may not agree with our strategic partners on ongoing activities or on the amount, timing or nature of further investments in the relationship;
- our control over the operations of City of Athens Inc. and ECO Nine Inc. is limited, especially because we have a minority interest in the strategic arrangements;
- due to financial constraints, our strategic partners may be unable to meet their commitments to us;
- due to differing long-term business goals, our partners may decide not to join us in funding capital investment by our business ventures, which may result in higher levels of cash expenditures by us;
- we may experience difficulties or delays in collecting amounts due to us from our strategic partners;
- the terms of our arrangements may turn out to be unfavorable; and
- changes in tax, legal or regulatory requirements may necessitate changes in the agreements with our strategic partners.

Further, in spite of performing customary due diligence prior to entering into the aforementioned strategic relationships, we cannot guarantee full disclosure of prior acts or omissions of the sellers or those with whom we enter into strategic arrangements. If our strategic relationships are unsuccessful or there are unanticipated changes in, or termination of, our strategic relationships, our business, results of operations and financial condition may be adversely affected.

RISKS RELATING TO OUR COMMON SHARES AND WARRANTS AND TO THE OFFERING

Holders of our Warrants have no rights as a shareholder until such holders exercise their Warrants and acquire our common shares.

Until you acquire our common shares upon exercise of your Warrants, you have no rights with respect to the common shares underlying such Warrants. Upon exercise of your Warrants, you will be entitled to exercise the rights of a shareholder only as to matters of which the record date occurs after the exercise date. The Warrants do not confer any rights of common share ownership on their holders, such as voting rights or the right to receive dividends, but rather merely represent the right to acquire common shares for a limited period of time. Specifically, each Warrant currently has an exercise price of $0.28 per common share and entitles its holder to purchase 8.90 common shares, as may be further adjusted, for up to five years from the date of issuance, after which date any unexercised Warrants will expire and have no further value. Pursuant to the terms of the Warrants, holders have the right, but not the obligation, to, in any exercise of Warrants, to use the Conversion Ratio and purchase such proportionate number of common shares based on the variable price in effect on the date of exercise. If using the Conversion Ratio, as of June 7, 2017, each Warrant has an exercise price of $0.25 per common share and entitles its holder to purchase 9.97 common shares, as may be further adjusted. The Conversion Ratio is subject to certain adjustments pursuant to the Series C Statement of Designation. For more information, please see the Series C Statement of Designation, which was filed as an exhibit to our Current Report on Form 6-K with the SEC on February 21, 2017. Any summary of the terms of the Series C Convertible Preferred Stock and its Conversion Ratio is qualified in its entirety by reference to the Series C Statement of Designation.

There is no public market for the Warrants.

The Warrants issued in the Offering are not listed for trading on any stock exchange. There is no established public trading market for the Warrants and we do not expect a market to develop. Without an active market, the liquidity of the Warrants is and will be limited. Further, the existence of the Warrants may act to reduce both the trading volume and the trading price of our common shares.

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 have authorized 1,000,000,000 common shares for issuance, and 16,127,413 shares are issued and outstanding as of June 7, 2017. We may issue additional common shares or exercise warrants into 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 existing shareholders may experience significant dilution if we issue shares in the future at prices significantly below the price at which previous shareholders invested.

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

- our existing shareholders' proportionate ownership interest in us will decrease;
- decrease our earnings per share if we become profitable;
- 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.

In addition, future sales of our common shares or other securities in the public markets, or the perception that these sales may occur, could cause the market price of our common shares to decline, and could materially impair our ability to raise capital through the sale of additional securities.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This prospectus supplement includes "forward-looking statements," as defined by U.S. federal securities laws, with respect to our financial condition, results of operations and business and our expectations or beliefs concerning future events. Words such as, but not limited to, "believe," "expect," "anticipate," "estimate," "intend," "plan," "targets," "projects," "likely," "will," "would," "could" and similar expressions or phrases may identify forward-looking statements.

All forward-looking statements involve risks and uncertainties. The occurrence of the events described, and the achievement of the expected results, depend on many events, some or all of which are not predictable or within our control. Actual results may differ materially from expected results.

The forward-looking statements in this prospectus supplement 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 assumptions and matters discussed elsewhere herein, 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 fluctuations in charterhire rates and vessel values, changes in demand in the shipping market, including the effect of changes in the Organization of the Petroleum Exporting Countries' petroleum production levels and worldwide oil consumption and storage, changes in regulatory requirements affecting vessel operations, changes in Top Ships Inc.'s operating expenses, including bunker prices, dry-docking and insurance costs, changes in governmental rules and regulations or actions taken by regulatory authorities, changes in the price of our capital investments, potential liability from pending or future litigation, general domestic and international political conditions, potential disruption of shipping routes due to accidents, political events, piracy or acts by terrorists, and other important factors described from time to time in the reports filed by us with the SEC.

See the section entitled "Risk Factors," beginning on page s-7, for a more complete discussion of these risks and uncertainties and for other risks and uncertainties. Other unknown or unpredictable factors also could harm our results. Consequently, there can be no assurance that actual results or developments anticipated by us will be realized or, even if substantially realized, that they will have the expected consequences to, or effects on, us. Given these uncertainties, prospective investors are cautioned not to place undue reliance on such forward-looking statements.

USE OF PROCEEDS

The net proceeds if all of the 23,919,439 common shares are issued upon the exercise of 2,399,141 Warrants, as of the date of this prospectus supplement, will be approximately $5.9 million, based on an issue price of $0.25 per Warrant share; however, we are unable to predict the timing or amount of potential Warrant exercises. As such we have not allocated any proceeds of such exercises to any particular purpose. Accordingly, all such proceeds will be used for general corporate purposes and working capital. It is possible that some or all of the Warrants may expire and may never be exercised.

DIVIDEND POLICY

The declaration and payment of any future dividends shall remain subject to the discretion of the Board of Directors and shall be based on general market and other conditions including our earnings, financial strength and cash requirements and availability, restrictions in our loan agreements, the provisions of Marshall Islands law affecting the payment of distributions to shareholders and other factors.

Further, our Secured Credit Facilities restrict us and our shipowning companies from paying dividends if such a payment would result in an event of default or in a breach of covenants under the loan agreement. Likewise, pursuant to the Series C Statement of Designations and related documentation, we cannot pay cash dividends on any shares of our capital stock (other than on our Series C Convertible Preferred Shares) without the prior written consent of the investor named therein.

CAPITALIZATION

The following table sets forth our consolidated capitalization at December 31, 2016:

- on an actual basis;
- on an adjusted basis to give effect to the following transactions, which occurred during the period from January 1, 2017 to June 7, 2017:
  - o the issuance of 21,446 common shares upon the exercise of 274,265 Warrants,
  - o the issuance of 38,850 common shares as payment for accrued fees and interest of the credit facility with Family Trading Inc., a company affiliated with certain family members of Evangelos J. Pistiolis, our President, Chief Executive Officer and Director, or Family Trading,
  - o the issuance of 49,988 common shares in connection with the conversion of 1,640 Series B Convertible Preferred Shares,
  - o the issuance of 7,500 Series C Convertible Preferred Shares pursuant to the Securities Purchase Agreement we entered into on February 17, 2017 with an investor not affiliated with us, that resulted in net proceeds of $7.5 million and the issuance of 3,646 common shares as a commitment fee pursuant to this agreement entered into on February 17, 2017 with this non-affiliated investor,
  - o The issuance of an aggregate of 15,674,605 shares of common shares under our registered equity line with Kalani, with aggregate gross proceeds of $27.8 million, the issuance of 54,425 common shares as commitment fees to Kalani and other issuance costs related to the transaction of $0.6 million,
  - o $4.2 million of scheduled debt repayments under the ABN Amro and NORD/LB Senior Credit facilities,
  - o the issuance of 100,000 shares of Series D Preferred Shares on May 8, 2017 for a consideration of $1,000,
  - o the repayment of $4.1 million and the drawdown of $2.5 million under the credit facility with Family Trading,
  - o the issuance of a $3.5 million 6% Original Issue Discount Promissory Note on February 6, 2017 to Kalani for a consideration of $3.3 million of which $3.5 million has been settled,
  - o the issuance of a $5.0 million 4% Original Issue Discount Promissory Note on March 22, 2017 to Kalani for a consideration of $4.8 million of which $5.0 million has been settled,
  - o the issuance of a $10.0 million Promissory Note on March 28, 2017 to Kalani for a consideration of $10.0 million of which $10.0 million has been settled,
  - o the issuance of a $7.7 million Promissory Note on April 5, 2017 to Kalani for a consideration of $7.7 million of which $7.7 million has been settled and
  - o the issuance of a $5.0 million Promissory Note on May 15, 2017 to an investor not affiliated with us for a consideration of $5.0 million of which $3.7 million is outstanding.
- on a further adjusted basis to give effect to the exercise of 2,399,141 of our Warrants at the current exercise price of $0.25, which would result in an issuance of 23,919,439 common shares

	As at December 31, 2016		
(Expressed in thousands of U.S. Dollars, except number of shares and per share data)	Actual	As Adjusted	As Further Adjusted
Debt:[(1)]			
Current portion of long term debt	7,995		