Ardmore Shipping Corp
Form 424B5
November 27, 2017
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Registration Nos. 333-206501 and 333-213343

This preliminary prospectus supplement is not complete and may be changed. A registration statement relating to the securities to be sold by the issuer and registration statements relating to the securities to be sold by the selling shareholder have been declared effective under the Securities Act of 1933, as amended, by the Securities and Exchange Commission. This preliminary prospectus supplement and the accompanying base prospectuses are not an offer to sell these securities and are not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED NOVEMBER 27, 2017

PRELIMINARY PROSPECTUS SUPPLEMENT

(To Prospectuses dated September 24, 2015 and August 26, 2016)

5,579,978 Shares

ARDMORE SHIPPING CORPORATION

Common Stock

The selling shareholder named in this prospectus supplement is selling 5,579,978 shares of our common stock. We have granted the underwriter an option for a period of 30 days from the date of this prospectus supplement to purchase up to 634,497 additional shares of our common stock. We will not receive any of the proceeds from the sale of the shares being sold by the selling shareholder. Please read Use of Proceeds and Underwriting for more information.

Subject to the completion of this offering, we have (a) agreed to purchase from the underwriter 1,350,000 shares of our common stock that are subject to this offering and (b) agreed to purchase from the selling shareholder in a privately-negotiated transaction an additional 85,654 shares of our common stock, having an aggregate value of approximately $ million and in each case at a purchase price per share equal to the price per share paid by the underwriter to the selling shareholder in this offering (together, the share repurchase).

Our common stock is listed on the New York Stock Exchange under the symbol ASC. The last reported sale price of our common stock on the New York Stock Exchange on November 24, 2017 was $8.90 per share.

We are an emerging growth company under the U.S. federal securities laws and, as such, we are eligible for reduced public company reporting requirements.

Investing in our common stock involves risks. You should carefully consider each of the factors described or referred to under Risk Factors beginning on page S-11 of this prospectus supplement and in the accompanying prospectuses and in the documents incorporated by reference into this prospectus supplement and accompanying prospectuses before you make an investment in our common stock.

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 or the accompanying prospectuses. Any representation to the contrary is a criminal offense.

	Per Share	***Total***
Public offering price	*$*	*$*
Underwriting discount and commissions	*$*	*$*
Proceeds, before expenses, to the selling shareholder (1)	*$*	*$*

(1) If the underwriter exercises the option granted by us to it to purchase additional shares of our common stock in full, the total underwriting discount and commissions payable by the selling shareholder and by us will be $ (of which our portion will be $), and the total proceeds to us before expenses will be approximately $. There will be no underwriting discount or commissions paid for any shares purchased by us in the share repurchase. See Use of Proceeds and Underwriting.

The underwriter expects to deliver the shares of common stock on or about , 2017.

Sole Book-Running Manager

Morgan Stanley

The date of this prospectus supplement is , 2017.

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Prospectus Supplement

August 26, 2016 Prospectus

September 24, 2015 Prospectus

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ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in three parts. The first part is the prospectus supplement, which describes the specific terms of this offering. The second and third parts are the accompanying base prospectuses, dated August 26, 2016 and September 24, 2015, respectively, which give more general information, some of which may not apply to this offering. This prospectus supplement and the accompanying base prospectus dated September 24, 2015 relate to (i) the sale by the selling shareholder of 4,178,517 shares of our common stock and (ii) the issuance and sale by us of 634,497 shares of our common stock. This prospectus supplement and the accompanying base prospectus dated August 26, 2016 relate to the sale by the selling shareholder of an additional 1,523,771 shares of our common stock. Generally, when we refer to the prospectus, we are referring to this prospectus supplement and the accompanying base prospectuses combined. If information in the prospectus supplement conflicts with information in the accompanying base prospectuses, you should rely on the information in the prospectus supplement.

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 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 be deemed not to constitute a part of this prospectus except as so modified or superseded.

You should rely only on the information contained in this prospectus, any related free writing prospectus and the documents incorporated by reference into this prospectus. None of us, the selling shareholder or the underwriter has authorized anyone else to provide you different information. If anyone provides you with additional, different or inconsistent information, you should not rely on it. These securities are not being offered in any jurisdiction where the offer or sale is not permitted. You should not assume that the information in this prospectus or any free writing prospectus, as well as the information we previously filed with the U.S. Securities and Exchange Commission (the SEC) that is incorporated by reference into this prospectus, is accurate as of any date other than its respective date. We may disclose material changes in our affairs in an amendment to this prospectus, a free writing prospectus or a future filing with the SEC incorporated by reference into this prospectus.

You should read carefully this prospectus, any related free writing prospectus, and the additional information described under the heading Where You Can Find More Information in the accompanying August 26, 2016 base prospectus and under the heading Incorporation of Documents by Reference in this prospectus supplement.

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FORWARD-LOOKING STATEMENTS

All statements, other than statements of historical fact, included in or incorporated by reference into this prospectus and any free writing prospectus are forward-looking statements. The Private Securities Litigation Reform Act of 1995, as amended, provides a safe harbor for forward-looking statements to encourage companies to provide prospective information about themselves so long as they identify these statements as forward-looking and provide meaningful cautionary statements identifying important factors that could cause actual results to differ from the projected results. In addition, we and our representatives may from time to time make other oral or written statements that are also forward-looking statements. Such statements include, in particular, statements about our plans, strategies, business prospects, changes and trends in our business, and the markets in which we operate. The words believe, anticipate, intends, estimate, forecast, project, plan, potential, may, should, will, expect, pending and sim among those that identify forward-looking statements.

Forward-looking statements are made based upon management s current plans, expectations, estimates, assumptions and beliefs concerning future events affecting us. Forward-looking statements are subject to risks, uncertainties and assumptions, including those risks discussed under Risk Factors section of this prospectus supplement and those risks discussed in other reports we file with the SEC and that are incorporated into this prospectus by reference, including, among others, our Annual Report on Form 20-F for the year ended December 31, 2016 (our 2016 Annual Report). The risks, uncertainties and assumptions involve known and unknown risks and are inherently subject to significant uncertainties and contingencies, many of which are beyond our control. We caution that forward-looking statements are not guarantees and that actual results could differ materially from those expressed or implied in the forward-looking statements.

Except to the extent required by applicable law or regulation, we undertake no obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made or to reflect the occurrence of unanticipated events. New factors emerge from time to time, and it is not possible for us to predict all of these factors. In addition, we cannot assess the effect of each such factor on our business or the extent to which any factor, or combination of factors, may cause actual results to be materially different from those contained in any forward-looking statement, and accordingly, you should not place undue reliance on forward-looking statements.

Forward-looking statements in this prospectus or incorporated by reference herein include, among others, statements addressing such matters as:

- our future operating or financial results;
- global and regional economic and political conditions;
- the strength of national economies and currencies;
- general market conditions;

our vessel acquisitions, our business strategy and expected capital spending or operating expenses, including bunker prices, drydocking and insurance costs and our ability to grow our staff as our fleet expands;

competition in the tanker industry;

shipping market trends and general market conditions, including fluctuations in charter rates and vessel values and changes in demand for and the supply of tanker vessel capacity;

charter counterparty performance;

changes in governmental rules and regulations or actions taken by regulatory authorities;

the formal designation of the North Sea and Baltic Sea as Emission Control Areas for nitrogen oxides;

- our financial condition and liquidity, including our ability to manage our near-term liquidity needs and to obtain financing in the future to fund capital expenditures, acquisitions, refinancing of existing indebtedness and other general corporate activities;

- our ability to comply with covenants in financing arrangements;

- vessel breakdowns and instances of off-hires;

- future dividends;

- our ability to enter into fixed-rate charters after our current charters expire and our ability to earn income in the spot market;

- our expectations of the availability of vessels to purchase, the time it may take to construct new vessels, and vessels useful lives;

- our ability to fund the share repurchase; and

- our intended use of proceeds if the underwriter exercises the option we granted to it to purchase additional shares.

Many of these statements are based on our assumptions about factors that are beyond our ability to control or predict and are subject to risks and uncertainties that are described more fully under the Risk Factors section of this prospectus supplement. Any of these factors or a combination of these factors could materially affect our business, results of operations and financial condition and the ultimate accuracy of the forward-looking statements. Factors that might cause future results to differ include, among others, the following:

- changes in the markets in which we operate;

- changes in governmental rules and regulations or actions taken by regulatory authorities;

- changes in economic and competitive conditions affecting our business, including market fluctuations in charter rates and charterers abilities to perform under time charters;

- potential liability from future litigation and potential costs due to environmental damage and vessel collisions;

- the length and number of off-hire periods and dependence on third-party managers; and

- other factors discussed under the "Risk Factors" section of this prospectus supplement.

You should not place undue reliance on forward-looking statements contained in this prospectus, because they are statements about events that are not certain to occur as described or at all. All forward-looking statements in this prospectus are qualified in their entirety by the cautionary statements contained in this prospectus. These forward-looking statements are not guarantees of our future performance, and actual results and future developments may vary materially from those projected in the forward-looking statements.

Except to the extent required by applicable law or regulation, we undertake no obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made or to reflect the occurrence of unanticipated events.

PROSPECTUS SUMMARY

This section summarizes some of the key information that appears or is incorporated by reference in other sections of this prospectus supplement. It may not contain all of the information that may be important to you. You should review carefully the risk factors and the more detailed information and financial statements included in this prospectus supplement before making an investment decision. Unless the context otherwise requires, when used in this prospectus supplement, the terms Ardmore, Ardmore Shipping, the Company, we, our and us refer to Ardmo Shipping Corporation and our consolidated subsidiaries, except that those terms, when used in this prospectus supplement in connection with our common shares, shall mean specifically Ardmore Shipping Corporation. The financial information included in this prospectus supplement represents our financial information and the operations of our vessel-owning subsidiaries and wholly-owned management company. Unless otherwise indicated, all references to currency amounts in this prospectus supplement are in U.S. dollars and financial information presented in this prospectus supplement is prepared in accordance with accounting principles generally accepted in the United States (GAAP). Please read the Glossary of Shipping Terms included in this prospectus supplement for definitions of certain terms used in this prospectus supplement that are commonly used in the shipping industry.

THE COMPANY

We provide seaborne transportation of petroleum products and chemicals worldwide to oil majors, national oil companies, oil and chemical traders, and chemical companies, with our modern, fuel-efficient fleet of mid-size product and chemical tankers. Our current fleet consists of 27 vessels, all of which are in operation.

We commenced business operations in April 2010 through our predecessor company with the goal of building an enduring product and chemical tanker company that emphasizes service excellence, innovation and operational efficiency through our focus on high-quality, fuel-efficient vessels. We are led by a team of experienced senior managers who have previously held senior management positions with highly regarded public shipping companies and financial institutions.

We are strategically focused on modern, fuel-efficient, mid-size product and chemical tankers. As of September 30, 2017, mid-size tankers comprised approximately 34% of the world s tanker fleet capacity as measured by number of ships. We actively pursue opportunities to exploit the overlap we believe exists between the clean petroleum product (CPP) and chemical sectors in order to enhance earnings, and also seek to engage in more complex CPP trades, such as multi-grade and multi-port loading and discharging operations, where our knowledge of chemical operations is beneficial to our CPP customers.

Our fuel-efficient operations are designed to enhance our investment returns and provide value-added service to our customers. We believe we are on the forefront of fuel efficiency and emissions reduction trends and are well-positioned to capitalize on these developments by (a) constructing new economically advanced vessels (Eco-design), (b) modifying ships to improve fuel efficiency (Eco-mod) and (c) equipping our fleet with engine diagnostic and ship performance management systems to optimize voyage performance.

As a result, we have reduced the fuel consumption of our Eco-mod vessels which, in some cases, achieve performance close to that of new Eco-design vessels. We intend to order only Eco-design vessels and we intend to make Eco-mod improvements to any second-hand vessels that we may acquire, as necessary. Our acquisition strategy is to build our fleet with Eco-design newbuildings and modern second-hand vessels that can be upgraded to Eco-mod.

We have no related-party transactions concerning our vessel operations. Certain of our subsidiaries carry out our management and administrative services, with Ardmore Shipping (Bermuda) Limited providing our

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management services and associated functions, Ardmore Shipping Services (Ireland) Limited (ASSIL) providing our corporate, accounting, fleet administration and operations services and Ardmore Shipping (Asia) Pte. Limited and Ardmore Shipping (Americas) LLC performing our commercial management and chartering services. Technical management of our vessels is performed by a combination of ASSIL, Anglo Ardmore Ship Management Limited, a joint venture entity that is 50% owned by us, and our third-party technical managers. ASSIL s operations team is directly responsible for insurance and for overseeing significant operational functions of the third-party technical managers. We have a resolute focus on both high-quality service and efficient operations, and we believe that our corporate overhead and operating expenses are among the lowest of our peers.

We are commercially independent, as we have no blanket employment arrangements with third-party or related-party commercial managers. We market our services both directly to a broad range of customers, including oil majors, national oil companies, oil and chemical traders, chemical companies, and a range of pooling service providers. We monitor the tanker markets to understand and best utilize our vessels and may change our chartering strategy to take advantage of changing market conditions.

We believe that the market for mid-size product and chemical tankers is recovering from cyclical lows, resulting from strong underlying demand growth driven by both cyclical and secular trends, as well as a reduction in the supply overhang due to reduced ordering activity and an extended period of fleet growth at a rate below that of demand growth. We believe that we are well positioned to benefit from the market recovery with a modern, fuel-efficient fleet, access to capital for growth, a diverse and high-quality customer base, an emphasis on service excellence in an increasingly demanding regulatory environment and a relative cost advantage in assets, operations and corporate overhead.

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CURRENT FLEET

As of November 26, 2017, our fleet consisted of 27 operating vessels (of which 21 are Eco-design and 6 are Eco-mod). Please read Glossary of Shipping Terms in this prospectus supplement for definitions of terms used below. The average age of our fleet as of November 26, 2017 was 5.2 years.

Vessel Name	Type	Dwt	IMO	Built	Country	Flag	Employment	Charter Expires	Specification
In Operation									
Ardmore Seavaliant	Product/Chemical	49,998	2/3	Feb-13	Korea	MI	Spot	N/A	Eco-design
Ardmore Seaventure	Product/Chemical	49,998	2/3	Jun-13	Korea	MI	Spot	N/A	Eco-design
Ardmore Seavantage	Product/Chemical	49,997	2/3	Jan-14	Korea	MI	Spot	N/A	Eco-design
Ardmore Seavanguard	Product/Chemical	49,998	2/3	Feb-14	Korea	MI	Spot	N/A	Eco-design
Ardmore Sealion	Product/Chemical	49,999	2/3	May-15	Korea	MI	Pool	N/A	Eco-design
Ardmore Seafox	Product/Chemical	49,999	2/3	Jun-15	Korea	MI	Pool	N/A	Eco-design
Ardmore Seawolf	Product/Chemical	49,999	2/3	Aug-15	Korea	MI	Pool	N/A	Eco-design
Ardmore Seahawk	Product/Chemical	49,999	2/3	Nov-15	Korea	MI	Pool	N/A	Eco-design
Ardmore Endeavour	Product/Chemical	49,997	2/3	Jul-13	Korea	MI	Spot	N/A	Eco-design
Ardmore Enterprise	Product/Chemical	49,453	2/3	Sep-13	Korea	MI	Spot	N/A	Eco-design
Ardmore Endurance	Product/Chemical	49,466	2/3	Dec-13	Korea	MI	Spot	N/A	Eco-design
Ardmore Encounter	Product/Chemical	49,478	2/3	Jan-14	Korea	MI	Spot	N/A	Eco-design
Ardmore Explorer	Product/Chemical	49,494	2/3	Jan-14	Korea	MI	Spot	N/A	Eco-design
Ardmore Exporter	Product/Chemical	49,466	2/3	Feb-14	Korea	MI	Spot	N/A	Eco-design
Ardmore Engineer	Product/Chemical	49,420	2/3	Mar-14	Korea	MI	Spot	N/A	Eco-design
Ardmore Seafarer	Product/Chemical	45,744	3	Aug-04	Japan	MI	Spot	N/A	Eco-mod
Ardmore Seatrader	Product	47,141		Dec-02	Japan	MI	Spot	N/A	Eco-mod
Ardmore Seamaster	Product/Chemical	45,840	3	Sep-04	Japan	MI	Spot	N/A	Eco-mod
Ardmore Seamariner	Product/Chemical	45,726	3	Oct-06	Japan	MI	Spot	N/A	Eco-mod
Ardmore Sealeader	Product	47,463		Aug-08	Japan	MI	Spot	N/A	Eco-mod
Ardmore Sealifter	Product	47,472		Jul-08	Japan	MI	Spot	N/A	Eco-mod
Ardmore Dauntless	Product/Chemical	37,764	2	Feb-15	Korea	MI	Pool	N/A	Eco-design
Ardmore Defender	Product/Chemical	37,791	2	Feb-15	Korea	MI	Pool	N/A	Eco-design
Ardmore Cherokee	Product/Chemical	25,215	2	Jan-15	Japan	MI	Spot	N/A	Eco-design
Ardmore Cheyenne	Product/Chemical	25,217	2	Mar-15	Japan	MI	Pool	N/A	Eco-design
Ardmore Chinook	Product/Chemical	25,217	2	Jul-15	Japan	MI	Spot	N/A	Eco-design
Ardmore Chippewa	Product/Chemical	25,217	2	Nov-15	Japan	MI	Pool	N/A	Eco-design
Total	**27**	**1,202,568**							

Our chartering policy is to maintain a broad range of operating and potential time charter customers and pooling alternatives in order to maximize commercial flexibility and to provide a risk management tool depending on prevailing market conditions and outlook. In particular, we seek customers who place value on our proactive approach to fuel efficiency.

COMPETITIVE STRENGTHS

We believe that we possess a number of competitive strengths that support our objectives of maximizing returns and capitalizing on growth opportunities in the product and chemical tanker sectors, including:

Experienced Management Team with an Established Track Record. Our senior management team has an aggregate of over 75 years of experience in maritime and related activities. Our Chief Executive

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Officer, Anthony Gurnee, has over 30 years of experience in the maritime industry, as part of the senior management team that guided Teekay Corporation s turnaround in the 1990s and laid the foundation for its future growth with a series of public bond issuances and its initial public offering. Our Chairman, Reginald Jones, was formerly the global head of transportation investment banking at Goldman, Sachs & Co. where he led numerous shipping mergers and acquisitions and capital markets transactions. Our Chief Operating Officer, Mark Cameron, has held a wide range of operational and strategic management positions within Teekay Corporation, AP Moller Maersk and Safmarine over a 20 year onshore career. Additionally, he served 11 years at sea and achieved the rank of Chief Engineer. Our Chief Financial Officer, Paul Tivnan, was formerly with Ernst & Young in its financial services tax practice specializing in international tax structuring for banking and financial institutions. Our Senior Vice President, Chartering and Business Development, Gernot Ruppelt, joined Ardmore with 12 years of commercial experience in the maritime business. He previously worked as a Tanker Broker at Poten & Partners, New York, and for Maersk Broker and AP Moller Maersk in Copenhagen, Singapore and Germany.

Attractive, Fuel-Efficient Fleet. Consistent with our strategy of focusing on fuel-efficient vessels, we have assembled a modern, high-quality fleet of Eco-design or Eco-mod Japanese and Korean-built tankers. As of November 26, 2017, the average age of our current fleet was 5.2 years.

Focus on Service Excellence and Innovation. Since inception, we have focused on service excellence through high-quality operations and innovation relating to fuel efficiency improvements, including the acquisition of Eco-design newbuildings and performing Eco-mod improvements to second-hand vessels we acquire. Central to our approach is accurate vessel speed and fuel consumption measurement and continuous operational improvement. We believe that this focus has enabled us to negotiate favorable time charter rates in the past and to benefit directly in spot trading and pool arrangements. In addition, we apply our operational experience and expertise in chemical tanker operations to complex CPP trades to support our customers needs.

Low Cost Operation. We believe our overhead cost per vessel and operating expenses per vessel are among the lowest of our industry peers. We have achieved these results by purchasing high-quality second-hand vessels, building ships in modern, reputable shipyards and remaining focused on two closely related business sectors. We have further achieved low operating expenses per vessel by using our operations management team to closely supervise and augment our jointly owned ship manager and third-party technical managers, which provide scale benefits with managed fleets each in excess of 800 vessels.

Financial Flexibility. We have capitalized our business in a financially conservative manner and have been able to raise debt and equity capital to fund growth. We have done so during the recent severe shipping downturn that led to the reorganization or bankruptcy of many leading shipping companies and prevented many other operators from taking advantage of attractive investment opportunities.

BUSINESS STRATEGY

Our objective is to solidify our position as a market leader in modern, fuel-efficient, mid-size product and chemical tankers by engaging in well-timed growth and utilizing our operational expertise and quality-focused approach to provide value-added services to our customers. The key elements of our business strategy include:

Focus on Modern, Mid-Size Product and Chemical Tankers. The average sizes of our product and chemical tankers are substantially similar to the median sizes of the global fleets for product tankers and chemical tankers. We have developed our strategic focus around mainstream tanker sizes that are readily employed and actively traded worldwide in broad and deep markets. Additionally, as a result of the overlap between the product and chemical sectors, we believe that our fleet composition enables us to take advantage of opportunities, both operationally and strategically, while also providing investment diversification.

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Well-Timed Growth through the Acquisition of Quality Tonnage. We have a diligent and patient approach to expanding our fleet and are selective as to the quality of ships we seek to acquire. Since we commenced business in 2010, we have only acquired Japanese or Korean-built ships, but may consider vessels constructed elsewhere if they meet the same high standard of quality. We believe that our commitment and selectivity in growing our fleet has been instrumental in building our reputation for quality and service excellence.

Optimizing Fuel Efficiency. The shipping industry is experiencing a steady increase in fuel efficiency, and we intend to remain at the forefront of this development. Our Eco-design vessels incorporate many of the latest technological improvements, such as electronically-controlled engines, more efficient hull forms matched with energy efficient propellers, and decreased water resistance. Our Eco-mod vessels have improved propulsion efficiency and decreased water resistance. In addition, we achieve further improvements through engine diagnostics and operational performance monitoring. We estimate that our Eco-design and Eco-mod medium range (MR) tankers consume approximately 10 20% less fuel than similar standard MR tankers.

Commercial Independence, Flexibility and Diversification. We maintain a broad range of existing and potential time-charter and spot customers, as well as pooling alternatives, as part of our effort to maximize commercial flexibility and to manage cash flow visibility through charter duration and customer diversification. In particular we seek customers who value our active approach to fuel efficiency and service delivery.

Low Cost Structure. We have established a solid foundation for growth while cost-effectively managing our operating expenses and corporate overhead. We intend to grow our staff as needed and to realize further economies of scale as our fleet expands. At the core of our business philosophy is the belief that well-run companies can deliver high quality service and achieve efficiency simultaneously, through hands-on management, effective communication with employees, and constant re-evaluation of budgets and operational performance.

CORPORATE STRUCTURE

Ardmore Shipping Corporation was incorporated under the laws of the Republic of the Marshall Islands on May 14, 2013. We commenced business operations through our predecessor company, Ardmore Shipping LLC, on April 15, 2010. On August 6, 2013, we completed our initial public offering of our common stock.

As at November 1, 2017, GA Holdings LLC held 5,787,942 shares of our common stock, or 17.2% of our outstanding shares of common stock, with the remaining 82.8% held by public investors.

We maintain our principal executive offices in Hamilton, Bermuda and our principal operating office in Cork, Ireland. Our telephone number at our principal executive offices located at Cumberland House, 1 Victoria Street, 5th Floor, Hamilton, HM 11, Bermuda is +(1) 441 405-7800. ASSIL s office is located at Unit 1102, One Albert Quay, Albert Quay, Cork, T12X8N6 Ireland. Our telephone at this address is +(353) 21 240-9500. Ardmore Shipping (Bermuda) Limited, a wholly-owned subsidiary incorporated in Bermuda, carries out our management services and associated functions. Each of Ardmore Shipping (Asia) Pte. Limited and Ardmore Shipping (Americas) LLC, wholly-owned subsidiaries incorporated in Singapore and Delaware, respectively, performs commercial management and chartering services for us.

SHARE REPURCHASE

Subject to the completion of this offering, we have (a) agreed to purchase from the underwriter 1,350,000 shares of our common stock that are subject to this offering and (b) agreed to purchase from the selling shareholder in a privately-negotiated transaction 85,654 shares of our common stock, having an aggregate value

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of approximately $ million and in each case at a purchase price per share equal to the price per share paid by the underwriter to the selling shareholder in this offering. We refer to this repurchase in this prospectus supplement as the share repurchase. We intend to fund the share repurchase with cash on hand. The share repurchase is being conducted outside of our recently renewed $25 million share repurchase plan.

The description and the other information in this prospectus supplement about the share repurchase is included solely for informational purposes. Nothing in this prospectus supplement should be construed as an offer to sell, or the solicitation of an offer to buy, any of our common stock subject to the share repurchase

THE OFFERING

The following summary of the offering contains basic information about the offering and is not intended to be complete. It does not contain all the information that may be important to you. For a more complete understanding of our common stock, please refer to the section of the August 26, 2016 base prospectus entitled Description of Capital Stock.

Issuer	Ardmore Shipping Corporation.
Selling shareholder	GA Holdings LLC.
Shares of common stock offered by the selling shareholder	5,579,978 shares.
Shares of common stock offered by us	634,497, if the underwriter exercises in full the option we granted to it to purchase additional shares.
Shares of common stock outstanding immediately after this offering	
	Giving effect to the share repurchase (but without giving effect to any exercise by the underwriter of the option we granted to it to purchase additional shares in this offering), there would be 32,139,956 shares of common stock outstanding immediately following completion of this offering. Giving effect to the share repurchase and assuming the underwriter exercises its option to purchase additional shares in full, there would be 32,774,453 shares of common stock outstanding immediately following completion of this offering.
Use of proceeds	We will not receive any proceeds from the sale of shares of our common stock by the selling shareholder in this offering. We intend to use the net proceeds from the sale of shares of our common stock to the underwriter pursuant to any exercise by the underwriter of its option to purchase additional shares, which proceeds would be approximately $ million assuming the underwriter exercises this option in full, for general corporate purposes. Please read Use of Proceeds.

Share repurchase	Subject to completion of this offering, we have agreed to repurchase a total of 1,435,654 shares of our common stock from the underwriter in this offering and the selling shareholder, having an aggregate value of approximately $ million and in each case at a purchase price per share equal to the price paid by the underwriter to the selling shareholder in this offering. We intend to fund the share repurchase with cash on hand. A special committee of our board of directors, which committee consisted solely of independent directors without any direct or indirect financial interest in the selling shareholder or this offering, approved the share repurchase and our providing the over-allotment option to the underwriter in this offering.
Dividend policy	Our dividend policy is to pay out, as a cash dividend on a quarterly basis, 60% of Earnings from Continuing Operations (which represents our earnings per share reported under GAAP as adjusted for unrealized and realized gains and losses and extraordinary items). Our ability to pay dividends is subject to various risks and restrictions. Since the quarter ended June 30, 2016, we have not paid cash dividends on our shares of common stock due to losses from continuing operations. Please read Risk Factors Risks Related to our Common Stock and this Offering Our ability to pay dividends may be limited by the amount of cash we generate from operations following the payment of fees and expenses, by the establishment of any reserves and by additional factors unrelated to our profitability.
NYSE listing	Our common stock is listed on the New York Stock Exchange under the symbol ASC.

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SUMMARY HISTORICAL CONSOLIDATED FINANCIAL AND OPERATING DATA

The following tables set forth, in each case for the periods and as at the dates indicated, our summary consolidated financial data and operating data. The summary financial and operating data has been prepared on the following basis:

The summary consolidated income statement data for the fiscal years ended December 31, 2016, December 31, 2015 and December 31, 2014 and the summary consolidated balance sheet data as of December 31, 2016 and 2015 are derived from our audited consolidated financial statements and the notes thereto, which are included in our 2016 Annual Report and incorporated into this prospectus supplement by reference. The summary consolidated balance sheet data as of December 31, 2014 is derived from our audited consolidated financial statements and the notes thereto, which are not incorporated by reference into this prospectus supplement.

The summary condensed consolidated financial data as at and for the nine months ended September 30, 2017 and 2016 are derived from our unaudited condensed interim consolidated financial statements and the notes thereto, which financial statements are included in our Report on Form 6-K dated November 1, 2017 and incorporated by reference into this prospectus supplement.

	Nine months ended September 30,		Years ended December 31,		
INCOME STATEMENT DATA	**2017**	**2016**	**2016**	**2015**	**2014**
REVENUE					
Revenue	$ 148,168,757	121,224,907	164,403,938	157,882,259	67,326,634
OPERATING EXPENSES					
Commissions and voyage related costs[1]	55,199,927	23,762,818	37,121,398	30,137,173	7,004,045
Vessel operating expenses	46,786,299	40,290,408	56,399,979	46,416,510	29,447,876
Depreciation	25,625,382	21,578,136	30,091,237	24,157,022	14,854,885
Amortization of deferred dry dock expenditure	1,971,213	2,050,091	2,715,109	2,120,974	2,031,100
Total general and administrative expenses	11,496,529	11,266,648	14,077,212	10,748,622	8,178,666
Corporate	9,484,195	10,030,701			
Commercial and Chartering	2,012,334	1,235,947			
Total operating expenses	**141,079,350**	**98,948,101**	**140,404,935**	**113,580,301**	**61,516,572**
Profit/(loss) from operations	**7,089,407**	**22,276,806**	**23,999,003**	**44,301,958**	**5,810,062**
Interest expense and finance costs	(16,029,527)	(12,294,821)	(17,754,118)	(12,282,704)	(4,119,283)
Interest income	327,016	107,425	164,629	15,571	16,444
Gain (loss) on disposal of vessels		451,962	(2,601,148)		
Loss on asset held for sale		(3,028,416)			
Profit/(loss) before taxes	**(8,613,104)**	**7,512,956**	**3,808,366**	**32,034,825**	**1,707,223**

Income tax		(47,839)	(77,250)	(60,434)	(79,860)	(46,749)
Net profit/(loss)	**$**	**(8,660,943)**	**7,435,706**	**3,747,932**	**31,954,965**	**1,660,474**
Net earnings/(loss) per share, basic and diluted	$	(0.26)	0.26	0.12	1.23	0.07
Weighted average number of common shares, basic and diluted		33,575,610	28,988,963	30,141,891	26,059,122	24,547,661

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BALANCE SHEET DATA	As of September 30, 2017	2016	As of December 31, 2016	2015	2014
Cash and cash equivalents	$ 45,814,043	52,970,481	55,952,873	40,109,382	59,879,596
Net vessels (including drydock assets)	764,407,890	769,133,912	788,693,708	662,359,307	489,833,626
Total assets	861,710,616	879,936,498	883,642,723	778,197,608	562,214,991
Senior debt and capital leases	445,997,730	457,277,918	462,343,756	415,014,315	224,902,715
Paid in capital	401,690,178	401,186,887	401,347,393	337,211,121	338,064,585
Accumulated surplus (deficit)	$ (5,738,537)	6,610,184	2,922,406	10,400,157	(10,864,492)

CASH FLOW DATA	Nine months ended September 30, 2017	2016	Years ended December 31, 2016	2015	2014
Net cash provided by operating activities	$ 11,959,149	32,558,821	42,634,500	37,659,686	12,421,127
Net cash used in investing activities	(448,229)	(111,535,142)	(122,311,231)	(232,849,734)	(209,741,529)
Net cash (used in) provided by financing activities	$ (21,649,750)	91,837,420	95,520,221	175,419,834	200,339,153

TIME CHARTER EQUIVALENT DATA(2)	Nine months ended September 30, 2017	2016	Years ended December 31, 2016	2015	2014
Fleet weighted average TCE(2)	12,751	15,748	14,785	18,309	14,393
MR Tankers Eco-design	13,190	16,543	15,098	19,149	15,913
MR Tankers Eco-mod	12,913	15,141	14,318	20,223	14,793
Chemical Tankers Eco-design	11,468	16,362	15,395	17,507	
Chemical Tankers Eco-mod		11,832	11,839	13,417	11,404

FLEET OPERATING DATA	Nine months ended September 30, 2017	2016	Years ended December 31, 2016	2015	2014
OPERATING EXPENDITURE					
Fleet operating costs per day(3)	5,923	6,030	6,017	5,976	6,197
Technical management fees per day(4)	385	255	388	357	359
Total fleet operating costs per day	**6,308**	**6,285**	**6,405**	**6,333**	**6,556**
Expenditures for drydock(5)	2,866,638	2,899,096	3,099,805	3,314,568	4,921,479
HIRE					
On-hire utilization(6)	99.28%	98.53%	99.52%	99.7%	99.9%

(1) Voyage expenses are all expenses related to a particular voyage, including any bunker fuel expenses, port fees, cargo loading and unloading expenses, canal tolls and agency fees.

(2) Time Charter Equivalent (TCE) daily rate is the gross charter rate or gross pool rate, as appropriate, per revenue day plus allowances paid by charterers to owners for communications, victualing and entertainment costs for crew. Revenue days are the total number of calendar days the vessels are in our possession less off-hire days generally associated with drydocking or repairs. For vessels employed on voyage charters, TCE is the net rate after deducting voyage costs incurred by commercial managers. Fleet weighted average TCE is total gross revenue for the fleet, after deducting voyage expenses incurred on voyage charters divided by the number of revenue days.

(3) Fleet operating costs per day are routine operating expenses and include crewing, repairs and maintenance, insurance, stores, lube oils and communication costs. They do not include additional costs related to upgrading or enhancement of the vessels that are not capitalized.

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(4) Technical management fees are fees paid to third-party technical managers.
(5) Drydock costs, which include costs for in-water surveys, consist of direct costs that are incurred as part of drydockings to meet regulatory requirements, expenditures that add economic life to the vessel, and expenditures during drydocking that increase the vessel s earnings capacity or improve the vessel s operating efficiency.
(6) On-hire utilization is based on revenue days divided by net operating days (i.e. operating days less scheduled offhire days).

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RISK FACTORS

Before investing in our common stock, you should carefully consider all of the information included or incorporated by reference into this prospectus supplement. When evaluating an investment in our common stock, you should carefully consider the following risk factors together with all other information included in this prospectus supplement, including those risks discussed under the caption Risk Factors in our 2016 Annual Report which is filed with the SEC and is incorporated by reference into this prospectus supplement, and information included in any applicable free writing prospectus.

Risks Related to our Common Stock and this Offering

The price of our common shares after this offering may be volatile, and the value of an investment in our common stock may decline.

The market price of our common stock could be subject to wide fluctuations in response to many of the risk factors discussed in this prospectus supplement and others beyond our control, including:

- the market for similar securities;
- actual or anticipated fluctuations in our quarterly and annual results and those of other public companies in our industry;
- mergers and strategic alliances in the tanker industry;
- market conditions generally and in the tanker industry;
- prevailing global and regional economic and political conditions;
- the effect of governmental regulations and maritime self-regulatory organization standards on the conduct of our business;
- changes in the basis of taxation of our activities in various jurisdictions;
- our ability to service and refinance our current and future indebtedness;
- our ability to raise additional debt and equity to satisfy our capital needs;

- the failure of securities analysts to publish research about us after this offering, or shortfalls in our operating results from levels forecast by securities analysts;

- announcements concerning us or our competitors; and

- the general state of the securities markets.

The seaborne transportation industry has been highly unpredictable and volatile. In addition, the stock markets in recent years have experienced substantial price and volume fluctuations that have affected and continue to affect the market prices of securities of many companies. These fluctuations often have been unrelated or disproportionate to the operating performance of those companies. These broad market and industry fluctuations, as well as factors such as those listed above, may negatively impact the price of our common stock. If the market price of our common stock declines, you may not realize any return on your investment in us and may lose some or all of your investment. Also, investors may not be able to sell the common stock at prices equal to or greater than those paid in this offering. In the past, companies that have experienced volatility in the market price of their stock have been subject to securities class action litigation. Current or future securities litigation against us could result in substantial costs and divert management s attention from other business concerns, which could harm our business, results of operations and financial condition.

Future sales of our common stock could cause the market price of our common stock to decline.

The market price for our common shares could decline as a result of sales by existing shareholders of large numbers of our common shares after this offering, or as a result of the perception that such sales may occur.

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Sales of our common shares by these shareholders also might make it more difficult for us to sell equity or equity-related securities in the future at a time and at the prices that we deem appropriate.

Anti-takeover provisions in our charter documents could make it difficult for our shareholders to replace or remove our current board of directors or could have the effect of discouraging, delaying or preventing a merger or acquisition, which could adversely affect the market price of our common shares.

Several provisions of our articles of incorporation and bylaws could make it difficult for our shareholders to change the composition of our board of directors in any one year, preventing them from changing the composition of management. In addition, the same provisions may discourage, delay or prevent a merger or acquisition that shareholders may consider favorable. These provisions include:

- authorizing the board of directors to issue blank check preferred stock without shareholder approval;
- providing for a classified board of directors with staggered, three-year terms;
- prohibiting cumulative voting in the election of directors;
- authorizing the removal of directors only for cause and only upon the affirmative vote of the holders of two-thirds of the outstanding shares of our common stock entitled to vote for the directors;
- limiting the persons who may call special meetings of shareholders;
- establishing advance notice requirements for nominating candidates for election to our board of directors or for proposing matters that can be acted on by shareholders at shareholder meetings; and
- restricting business combinations with interested shareholders.

These anti-takeover provisions could substantially impede the ability of public shareholders to benefit from a change in control and, as a result, may adversely affect the market price of our common stock and your ability to realize any potential change of control premium.

We are an emerging growth company, and we cannot be certain if the reduced reporting requirements applicable to emerging growth companies will make our common shares less attractive to investors.

We are an emerging growth company, as defined in the Securities Act of 1933, as amended (the Securities Act), and we may take advantage of certain exemptions from various reporting requirements applicable to other public companies that are not emerging growth companies. Investors may find our common shares less attractive because we rely on certain of these exemptions. If some investors find our common shares less attractive as a result, there may be a less active trading market for our common shares and our share price may be more volatile.

Because of our status as an emerging growth company under the Jumpstart Our Business Startups Act status, our independent registered public accounting firm will not be required to attest to the effectiveness of our internal control over financial reporting pursuant to Section 404 of the Sarbanes-Oxley Act of 2002 (the Sarbanes-Oxley Act) for so long as we are an emerging growth company. As long as we take advantage of the reduced reporting obligations, the information that we provide shareholders may be different from information provided by other public companies. We may take advantage of these provisions until December 31, 2018 or such earlier time that we are no longer an emerging growth company. We will cease to be an emerging growth company if, among other things, we have more than $1.0 billion in total annual gross revenues during the most recently completed fiscal year.

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

We may issue additional shares of common stock 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 shares of common stock 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, if any, for dividends payable on our common stock may decrease;
- the relative voting strength of each previously outstanding common share may be diminished; and
- the market price of our common stock may decline.

Our ability to pay dividends may be limited by the amount of cash we generate from operations following the payment of fees and expenses, by the establishment of any reserves by our board of directors and by additional factors unrelated to our profitability.

Although we generally intend to pay regular quarterly dividends on our common shares, we have not paid dividends on our common stock since August 31, 2016, when we paid a cash dividend of $0.11 per share for the quarter ended June 30, 2016, and we may not pay dividends in the future. The amount of dividends we pay will depend in part upon the amount of cash we generate from our operations. We may not, however, have sufficient cash available each quarter to pay dividends, as a result of insufficient levels of profit, restrictions on the payment of dividends contained in our financing arrangements or under applicable law and the decisions of our management and directors. The amount of cash we have available for dividends may fluctuate upon, among other things:

- the rates we obtain from our charters, as well as the rates obtained following expiration of our existing charters;
- the level of our operating costs;
- the number of unscheduled off-hire days and the timing of, and number of days required for, scheduled drydocking of our vessels;
- vessel acquisitions and related financings, such as restrictions in our credit facilities and in any future debt arrangements;
- prevailing global and regional economic and political conditions;

- the effect of governmental regulations and maritime self-regulatory organization standards, including with respect to environmental and safety matters, on the conduct of our business; and

- changes in the bases of taxation of our activities in various jurisdictions.

The actual amount of cash we will have available for dividends will also depend on many factors, including:

- changes in our operating cash flows, capital expenditure requirements, working capital requirements and other cash needs;

- our fleet expansion strategy and associated uses of our cash and our financing requirements;

- modification or revocation of our dividend policy by our board of directors;

- the amount of any cash reserves established by our board of directors; and

- restrictions under our credit facilities and Marshall Islands law.

The amount of cash we generate from our operations may differ materially from our net income or loss for the period, which may be affected by non-cash items. We may incur other expenses or liabilities that could reduce or eliminate the cash available for distribution as dividends. Our credit facilities also restrict our ability to declare and pay dividends if an event of default has occurred and is continuing or if the payment of the dividend would result in an event of default. In addition, Marshall Islands law generally prohibits the payment of

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dividends other than from surplus (retained earnings in excess of consideration received for the sale of stock above the par value of the stock), or while a company is insolvent or if it would be rendered insolvent by the payment of such a dividend, and any dividend may be discontinued at the discretion of our board of directors. As a result of these or other factors, we may pay dividends during periods when we record losses and may not pay dividends during periods when we record income.

Risks Related to our Industry

The tanker industry is cyclical and volatile in terms of charter rates and profitability, which may affect our results of operations.

The tanker industry is both cyclical and volatile in terms of charter rates and profitability. A prolonged downturn in the tanker industry could adversely affect our ability to recharter our vessels or to sell them on the expiration or termination of their charters. In addition, the rates payable in respect of our vessels currently operating in a commercial pool, or any renewal or replacement charters that we enter into, may not be sufficient for us to operate our vessels profitably. Fluctuations in charter rates and tanker values result from changes in the supply and demand for tanker capacity and changes in the supply and demand for oil, oil products and chemicals. The factors affecting the supply and demand for tankers are outside of our control, and the nature, timing and degree of changes in industry conditions are unpredictable.

Factors that influence demand for tanker capacity include:

- supply of and demand for oil, oil products and chemicals;
- regional availability of refining capacity;
- global and regional economic and political conditions;
- the distance oil, oil products and chemicals are to be moved by sea;
- changes in seaborne and other transportation patterns;
- environmental and other legal and regulatory developments;
- currency exchange rates;
- weather;

- competition from alternative sources of energy; and
- international sanctions, embargoes, import and export restrictions, nationalizations and wars.

Factors that influence the supply of tanker capacity include:

- the number of newbuilding deliveries;
- the scrapping rate of older vessels;
- conversion of tankers to other uses;
- the price of steel and other raw materials;
- the number of vessels that are out of service; and
- environmental concerns and regulations.

Historically, the tanker markets have been volatile as a result of a variety of conditions and factors that can affect the price, supply and demand for tanker capacity. Demand for transportation of oil products and chemicals over longer distances was significantly reduced during the last economic downturn. More recently, since 2015 an oversupply of tanker capacity has contributed to continuing low charter rates in the tanker industry. As of

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November 26, 2017, none of our vessels were on time charters, eight of our vessels operated in a spot market-oriented commercial pool and 19 of our vessels operated in the spot market directly. We may seek to employ one or more of our vessels directly in the spot market upon re-delivery from the current time charterers. If time charter or spot charter rates decline, we may be unable to achieve a level of charter hire sufficient for us to operate our vessels profitably or we may have to operate our vessels at a greater loss.

Any decrease in spot-charter rates in the future or continuation of current rates may adversely affect our results of operations.

As of November 26, 2017, eight of our operating vessels were employed in a spot market-oriented commercial pool and 19 of our operating vessels operated directly in the spot market. The earnings of these vessels are based on the spot market charter rates of the pool or the particular voyage charter. We may seek to employ other vessels directly in the spot market upon re-delivery from the current charterers.

We may employ in the spot-charter market additional vessels that we may acquire in the future. Where we plan to employ a vessel in the spot-charter market, we intend to generally place such vessel in a commercial pool that pertains to that vessel s size class or to employ the vessel in the spot market directly. Although spot chartering is common in the tanker industry, the spot-charter market may fluctuate significantly based upon tanker and oil product/chemical supply and demand, and there have been periods when spot rates have declined below the operating cost of vessels. The successful operation of our vessels in the competitive spot-charter market, including within commercial pools, depends upon, among other things, spot-charter rates and minimizing, to the extent possible, time spent waiting for charters and time spent travelling unladen to pick up cargo. If spot-charter rates decline, we may be unable to operate our vessels trading in the spot market profitably, meet our obligations, including payments on indebtedness or of dividends in the future. In addition, as charter rates for spot-charters are fixed for a single voyage that may last up to several weeks, during periods in which spot-charter rates are rising, we will generally experience delays in realizing the benefits from such increases.

Our ability to renew the charters on our vessels on the expiration or termination of our current charters, or to enter into charters on vessels that we may acquire in the future, the charter rates payable under any replacement charters and vessel values will depend upon, among other things, economic conditions in the sectors in which our vessels operate at that time, changes in the supply and demand for vessel capacity and changes in the supply and demand for the seaborne transportation of oil and chemical products.

A continuation of the recent significant declines in oil prices may adversely affect our growth prospects and results of operations.

Global crude oil prices have significantly declined since mid-2014. A continuation of lower oil prices or a further decline in oil prices may adversely affect our business, results of operations and financial condition and our ability to service our indebtedness and pay dividends, as a result of, among other things:

- a reduction in exploration for or development of new oil fields or energy projects, or the delay or cancelation of existing projects as energy companies lower their capital expenditures budgets, which may reduce our growth opportunities;

potential lower demand for tankers, which may reduce available charter rates and revenue to us upon chartering or rechartering of our vessels;

customers failing to extend or renew contracts upon expiration;

the inability or refusal of customers to make charter payments to us due to financial constraints or otherwise; or

declines in vessel values, which may result in losses to us upon vessel sales or impairment charges against our earnings.

Declines in charter rates and other market deterioration could cause us to incur impairment charges.

We evaluate the carrying amounts of our vessels to determine if events have occurred that would require an impairment of their carrying amounts. The recoverable amount of vessels is reviewed based on events and changes in circumstances that would indicate that the carrying amount of the assets might not be recovered. The review for potential impairment indicators and projection of future cash flows related to our vessels is complex and requires us to make various estimates, including future charter rates, operating expenses and drydock costs. Historically, each of these items has been volatile.

An impairment charge is recognized if the carrying value is in excess of the estimated future undiscounted net operating cash flows. The impairment loss is measured based on the excess of the carrying amount over the fair market value of the asset. An impairment loss could adversely affect our results of operations.

The market values of our vessels may decrease, which could cause us to breach covenants in our credit facilities and adversely affect our operating results.

The market values of tankers have historically experienced high volatility. The market prices for tankers declined significantly from historically high levels reached in early 2008 and remain at relatively low levels. The market value of our vessels will fluctuate depending on general economic and market conditions affecting the shipping industry and prevailing charter hire rates, competition from other shipping companies and other modes of transportation, the types, sizes and ages of vessels, applicable governmental regulations and the cost of new buildings. If the market value of our fleet declines, we may not be able to obtain other financing or to incur debt on terms that are acceptable to us or at all. A decrease in these values could also cause us to breach certain loan-to-value covenants that are contained in our credit facilities and in future financing agreements that we may enter into from time to time. If we breach such covenants due to decreased vessel values and we are unable to remedy the relevant breach, our lenders could accelerate our debt and foreclose on vessels in our fleet, which would adversely affect our business, results of operations and financial condition.

An over-supply of tanker capacity may lead to reductions in charter rates, vessel values, and profitability.

The market supply of tankers is affected by a number of factors, such as demand for energy resources, oil, petroleum and chemical products, as well as the level of global and regional economic growth. If the capacity of new ships delivered exceeds the capacity of tankers being scrapped and lost, tanker capacity will increase. In addition, the global newbuilding MR product tanker orderbook, which extends to 2020, equaled approximately 4% of the existing MR product tanker fleet and approximately 9% of the existing chemical tanker fleet as of September 30, 2017, and the orderbook may increase further in proportion to the existing fleet. If the supply of tanker capacity increases and if the demand for tanker capacity does not increase correspondingly, charter rates and vessel values could materially decline. A reduction in charter rates and the value of our vessels may have a material adverse effect on our business, results of operations and financial condition.

We have limited current liquidity.

As at September 30, 2017, we had total liquidity of $45.8 million in cash and cash equivalents. Giving effect to the share repurchase (but without giving effect to any exercise by the underwriter of the option we granted it to purchase additional shares in this offering and the effect of a drawdown under the recently completed revolving credit facility), as at September 30, 2017, we would have had pro forma total liquidity of approximately $ million in cash and cash equivalents. Our short-term liquidity requirements include the payment of operating expenses, drydocking expenditures, debt servicing costs, any dividends on our shares of common stock, scheduled repayments of long-term debt, as well as funding our other working capital requirements. Our short-term spot charters, including our participation in spot charter pooling arrangements, contribute to the volatility of our net operating cash flow, and thus our ability to generate sufficient cash flows to meet our short-term liquidity needs. We expect to manage our near-term liquidity needs from our working capital, together with expected cash flows from operations and availability under credit facilities. Our existing long-term debt facilities require, among other things, that we maintain minimum cash and cash equivalents based on the number of vessels owned and chartered-in and 5% of outstanding debt. The required minimum cash balance as of September 30, 2017, was $22.8 million. Should we not meet this financial covenant or other covenants in our debt facilities, the lenders may declare our obligations under the applicable agreements immediately due and payable, and terminate any further loan commitments, which would significantly affect our short-term liquidity requirements. A default under financing agreements could also result in foreclosure on any of our vessels and other assets securing the related loans.

Global financial markets and economic conditions may adversely impact our ability to obtain additional financing on acceptable terms, if at all, and otherwise negatively impact our business.

Global financial markets and economic conditions have been, and continue to be, volatile. In the last economic downturn, operating businesses in the global economy faced tightening credit, weakening demand for goods and services, deteriorating international liquidity conditions and declining markets. There was a general decline in the willingness of banks and other financial institutions to extend credit, particularly in the shipping industry due to the historically volatile asset values of vessels. Since 2008, lending by financial institutions worldwide decreased significantly compared to the period preceding 2008 and lending to the shipping industry remains restrictive. As the shipping industry is highly dependent on the availability of credit to finance and expand operations, it was negatively affected by this decline.

Also, as a result of concerns about the stability of financial markets generally and the solvency of counterparties specifically, the cost of borrowing funds during the last economic downturn increased as many lenders increased interest rates, enacted tighter lending standards, refused to refinance existing debt at all or on terms similar to current debt and reduced, and in some cases, ceased to provide funding to borrowers. Due to these factors, additional financing may not be available if needed by us on acceptable terms or at all. If additional financing is not available when needed or is available only on unfavorable terms, we may be unable to expand or meet our obligations as they come due or we may be unable to enhance our existing business, complete additional vessel acquisitions or otherwise take advantage of business opportunities as they arise.

Changes in fuel, or bunkers, prices may adversely affect our results of operation.

Fuel, or bunkers, is a significant expense for our vessels employed in the spot market and can have a significant impact on pool earnings. For our vessels that may be employed on time charters in the future, the charterer is generally responsible for the cost and supply of fuel; however, such cost may affect the charter rates we are able to negotiate for our vessels. Changes in the price of fuel may adversely affect our profitability. The price and supply of fuel is unpredictable and fluctuates based on events outside our control, including geopolitical developments, supply and demand for oil and gas, actions by the Organization of Petroleum Exporting Countries and other oil and gas producers, war and unrest in oil producing countries and regions, regional production patterns and environmental concerns. In addition, fuel price increases may reduce the profitability and competitiveness of our business versus other forms of transportation, such as truck or rail.

Changes in the oil, oil products and chemical markets could result in decreased demand for our vessels and services.

Demand for our vessels and services in transporting oil, oil products and chemicals depends upon world and regional oil markets. Any decrease in shipments of oil, oil products and chemicals in those markets could have a material adverse effect on our business, financial condition and results of operations. Historically, those markets have been volatile as a result of the many conditions and events that affect the price, production and transport of oil, oil products and chemicals, including competition from alternative energy sources. Past slowdowns of the U.S. and world economies have resulted in reduced consumption of oil and oil products and decreased demand for our vessels and services, which reduced vessel earnings. Additional slowdowns could have similar effects on our operating results and may limit our ability to expand our fleet.

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We are subject to complex laws and regulations, including environmental laws and regulations, which can adversely affect our business, results of operations and financial condition.

Our operations are subject to numerous laws and regulations in the form of international conventions and treaties, national, state and local laws and national and international regulations in force in the jurisdictions in which our vessels operate or are registered, which can significantly affect the ownership and operation of our vessels. Compliance with such laws and regulations, where applicable, may require installation of costly equipment or operational changes and may affect the resale value or useful lives of our vessels. We may also incur additional costs in order to comply with other existing and future regulatory obligations, including costs relating to, among other things: air emissions including greenhouse gases; the management of ballast and bilge waters; maintenance and inspection; elimination of tin-based paint; development and implementation of emergency procedures and insurance coverage or other financial assurance of our ability to address pollution incidents. Environmental or other initiatives or incidents (such as the 2010 Deepwater Horizon oil spill in the Gulf of Mexico) may result in additional regulatory initiatives or statutes or changes to existing laws that may affect our operations or require us to incur additional expenses to comply with such regulatory initiatives, statutes or laws. These costs could have a material adverse effect on our business, results of operations and financial condition.

A failure to comply with applicable laws and regulations may result in administrative and civil penalties, criminal sanctions or the suspension or termination of our operations. Environmental laws often impose joint and strict liability for remediation of spills and releases of oil and hazardous substances, which could subject us to liability without regard to whether we were negligent or at fault. Under the U.S. Oil Pollution Act of 1990, for example, owners, operators and bareboat charterers are jointly and severally strictly liable for the discharge of oil in U.S. waters, including the 200-nautical mile exclusive economic zone around the United States. An oil spill could also result in significant liability, including fines, penalties, criminal liability, remediation costs and natural resource damages under international and U.S. federal, state and local laws, as well as third-party damages, and could harm our reputation with current or potential charterers of our tankers. We are required to satisfy insurance and financial responsibility requirements for potential oil (including marine fuel) spills and other pollution incidents. Although we have arranged insurance to cover certain environmental risks, there can be no assurance that such insurance will be sufficient to cover all such risks or that any claims will not have a material adverse effect on our business, results of operations and financial condition.

If we fail to comply with international safety regulations, we may be subject to increased liability, which may adversely affect our insurance coverage and may result in a denial of access to, or detention in, certain ports.

The operation of our vessels is affected by the requirements set forth in the International Maritime Organization s International Safety Management Code for the Safe Operation of Ships and Pollution Prevention (ISM Code), promulgated by the IMO under the International Convention for the Safety of Life at Sea of 1974. The ISM Code requires ship owners, ship managers and bareboat charterers to develop and maintain an extensive Safety Management System that includes the adoption of safety and environmental protection policies setting forth instructions and procedures for safe operation and describing procedures for dealing with emergencies. If we fail to comply with the ISM Code or similar regulations, we may be subject to increased liability or our existing insurance coverage may be invalidated or decreased for our affected vessels. Such failure may also result in a denial of access to, or detention of our vessels in, certain ports. The U.S. Coast Guard and European Union authorities have indicated that vessels not in compliance with the ISM Code will be prohibited from trading in U.S. and European Union ports, which could have an adverse effect on the our future performance, results of operations, cash flows and financial position.

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If our vessels suffer damage due to the inherent operational risks of the shipping industry, we may experience unexpected drydocking costs and delays or total loss of our vessels, which may adversely affect our business and financial condition.

The operation of an ocean-going vessel carries inherent risks. Our vessels and their cargoes will be at risk of being damaged or lost because of events, such as marine disasters, bad weather, climate change, business interruptions caused by mechanical failures, grounding, fire, explosions, collisions, human error, war, terrorism, piracy, cargo loss, latent defects, acts of God and other circumstances or events. Changing economic, regulatory and political conditions in some countries, including political and military conflicts, have from time to time resulted in attacks on vessels, mining of waterways, piracy, terrorism, labor strikes and boycotts. These hazards may result in death or injury to persons, loss of revenues or property, environmental damage, higher insurance rates, damage to our customer relationships, market disruptions, delays or rerouting. In addition, the operation of tankers has unique operational risks associated with the transportation of oil and chemical products. An oil or chemical spill may cause significant environmental damage and the associated costs could exceed the insurance coverage available to us. Compared to other types of vessels, tankers are exposed to a higher risk of damage and loss by fire, whether ignited by a terrorist attack, collision or other causes, due to the high flammability and high volume of the oil or chemicals transported in tankers.

If our vessels suffer damage, they may need to be repaired at a drydocking facility. The costs of drydock repairs are unpredictable and may be substantial. We may have to pay drydocking costs if our insurance does not cover them in full. The loss of revenues while these vessels are being repaired and repositioned, as well as the actual cost of these repairs, may adversely affect our business, results of operations and financial condition. In addition, space at drydocking facilities is sometimes limited and not all drydocking facilities are conveniently located. We may be unable to find space at a suitable drydocking facility or our vessels may be forced to travel to a drydocking facility that is not conveniently located to our vessels positions. The loss of earnings while such vessels wait for space or travel or are towed to more distant drydocking facilities may be significant. The total loss of any of our vessels could harm our reputation as a safe and reliable vessel owner and operator. If we are unable to adequately maintain or safeguard our vessels, we may be unable to prevent any such damage, costs or loss which could negatively impact our business, results of operations and financial condition.

We operate our vessels worldwide and, as a result, our vessels are exposed to international risks which may reduce revenue or increase expenses.

The international shipping industry is an inherently risky business involving global operations. Our vessels are at risk of damage or loss because of events such as marine disasters, bad weather, climate change, business interruptions caused by mechanical failures, grounding, fire, explosions, collisions, human error, war, terrorism, piracy, cargo loss, latent defects, acts of God and other circumstances or events. In addition, changing economic, regulatory and political conditions in some countries, including political and military conflicts, have from time to time resulted in attacks on vessels, mining of waterways, piracy, terrorism, labor strikes and boycotts. These sorts of events could interfere with shipping routes and result in market disruptions, which may reduce our revenue and increase our expenses. Our worldwide operations also expose us to the risk that an increase in restrictions on global trade will harm our business. The adoption of trade barriers by governments may reduce global shipping demand and reduce our revenue.

International shipping is subject to various security and customs inspection and related procedures in countries of origin and destination and transhipment points. Inspection procedures can result in the seizure of the cargo or vessels, delays in the loading, offloading or delivery and the levying of customs duties, fines or other penalties against vessel owners. It is possible that changes to inspection procedures could impose additional financial and legal obligations on us. In addition, changes to inspection procedures could also impose additional costs and obligations on our customers and may, in certain cases, render the shipment of certain types of cargo uneconomical or impractical. Any such changes or developments may have a material adverse effect on our business, results of operations and financial condition.

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Acts of piracy on ocean-going vessels could adversely affect our business.

Acts of piracy have historically affected ocean-going vessels trading in regions of the world such as the South China Sea, the Indian Ocean and in the Gulf of Aden. Sea piracy incidents continue to occur, particularly in the South China Sea, the Indian Ocean, the Red Sea, the Gulf of Aden, the Gulf of Guinea, Venezuela, and in certain areas of the Middle East, and increasingly the Sulu Archipelago and Indonesia in the South China Sea with tankers particularly vulnerable to such attacks. If piracy attacks result in the characterization of regions in which our vessels are deployed as war risk zones or Joint War Committee war and strikes listed areas by insurers, premiums payable for such coverage could increase significantly and such insurance coverage may be more difficult to obtain. In addition, crew costs, including costs which may be incurred to the extent we employ onboard security guards, could increase in such circumstances. We may not be adequately insured to cover losses from these incidents, which could have a material adverse effect on us. In addition, detention or hijacking as a result of an act of piracy against our vessels, or an increase in cost, or unavailability of insurance for our vessels, could have a material adverse impact on our business, results of operations, cash flows and financial condition and may result in loss of revenues, increased costs and decreased cash flows to our customers, which could impair their ability to make payments to us under our charters.

Political instability, terrorist or other attacks, war or international hostilities can affect the tanker industry, which may adversely affect our business.

We conduct most of our operations outside of the United States, and our business, results of operations, cash flows, financial condition and available cash may be adversely affected by the effects of political instability, terrorist or other attacks, war or international hostilities. Continuing conflicts and recent developments in the Middle East, and the presence of the United States and other armed forces in regions of conflict, may lead to additional acts of terrorism and armed conflict around the world, which may contribute to further world economic instability and uncertainty in global financial markets. As a result of these factors, insurers have increased premiums and reduced or restricted coverage for losses caused by terrorist acts generally. Future terrorist attacks could result in increased volatility of the financial markets and negatively impact the United States and global economy. These uncertainties could also adversely affect our ability to obtain additional financing on terms acceptable to us or at all.

In the past, political instability has also resulted in attacks on vessels, mining of waterways and other efforts to disrupt international shipping, particularly in the Arabian Gulf region. Acts of terrorism and piracy have also affected vessels trading in regions such as the West of Africa, South China Sea, South-East Asia and the Gulf of Aden including off the coast of Somalia. Any of these occurrences could have a material adverse impact on our business, results of operations and financial condition.

If our vessels call on ports located in countries that are subject to restrictions imposed by the U.S. government, our reputation and the market for our securities could be adversely affected.

Although no vessels owned or operated by us have called on ports located in countries subject to sanctions and embargoes imposed by the U.S. government and other authorities or countries identified by the U.S. government or other authorities as state sponsors of terrorism, such as Iran, Sudan and Syria, in the future our vessels may call on ports in these countries from time to time on charterers instructions in violation of contractual provisions that prohibit them from doing so. Sanctions and embargo laws and regulations vary in their application, as they do not all apply to the same covered persons or proscribe the same activities, and such sanctions and embargo laws and regulations may be amended or strengthened over time.

Although we believe that we have been in compliance with all applicable sanctions and embargo laws and regulations, and intend to maintain such compliance, there can be no assurance that we will be in compliance in the future, particularly as the scope of certain laws may be unclear and may be subject to changing interpretations. Any such violation could result in fines, penalties or other sanctions that could severely impact the market for our common shares, our ability to access U.S. capital markets and conduct our business and could result in some investors deciding, or being required, to divest their interest, or not to invest, in us.

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Our charterers may violate applicable sanctions and embargo laws and regulations as a result of actions that do not involve us or our vessels and those violations could in turn negatively affect our reputation or the ability of our charters to meet their obligations to us or result in fines, penalties or sanctions.

The smuggling of drugs or other contraband onto our vessels may lead to governmental claims against us.

We expect that our vessels will call on ports where smugglers may attempt to hide drugs and other contraband on vessels, with or without the knowledge of crew members. To the extent our vessels are found with contraband, whether inside or attached to the hull of our vessel and whether with or without the knowledge of any of our crew, we may face governmental or other regulatory claims which could have an adverse effect on our business, results of operations and financial condition.

Maritime claimants could arrest our vessels, which would have a negative effect on our business and results of operations.

Crew members, suppliers of goods and services to a vessel, shippers of cargo and other parties may be entitled to a maritime lien against a vessel for unsatisfied debts, claims or damages. In many jurisdictions, a maritime lien holder may enforce its lien by arresting or attaching a vessel through foreclosure proceedings. The arrest or attachment of one or more of our vessels could interrupt our business or require us to pay significant amounts to have the arrest lifted, which would have a negative effect on our business, results of operations and financial condition.

In addition, in some jurisdictions, such as South Africa, under the sister ship theory of liability, a claimant may arrest both the vessel that is subject to the claimant s maritime lien and any associated vessel, which is any vessel owned or controlled by the same owner. Claimants could try to assert sister ship liability against one vessel in our fleet for claims relating to another of our vessels.

Governments could requisition our vessels during a period of war or emergency, which may adversely affect our business and results of operations.

A government could requisition for title or seize our vessels. Requisition for title occurs when a government takes control of a vessel and becomes the owner. Also, a government could requisition our vessels for hire. Requisition for hire occurs when a government takes control of a vessel and effectively becomes the charterer at dictated charter rates. Generally, requisitions occur during a period of war or emergency. Government requisition of one or more of our vessels could adversely affect our business, results of operations and financial condition.

Technological innovation could reduce our charter hire income and the value of our vessels.

The charterhire rates and the value and operational life of a vessel are determined by a number of factors, including the vessel s efficiency, operational flexibility and physical life. Efficiency includes speed, fuel economy and the ability to load and discharge cargo quickly. Flexibility includes the ability to enter various harbors and ports, utilize related docking facilities and pass through canals and straits. The length of a vessel s physical life is related to its original design and construction, its maintenance and the impact of the stress of operations. If new tankers are built that are more efficient or more flexible or have longer physical lives than our vessels, competition from these more technologically advanced vessels could adversely affect the amount of charterhire payments, if any, we receive for our vessels once existing charters expire and the resale value of our vessels could significantly decrease. As a result, our business, results of operations and financial condition could be adversely affected.

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If labor or other interruptions are not resolved in a timely manner, they could have a material adverse effect on our business.

We, indirectly through our technical managers, employ masters, officers and crews to operate our vessels, exposing us to the risk that industrial actions or other labor unrest may occur. A significant portion of the seafarers that crew our vessels are employed under collective bargaining agreements. We may suffer labor disruptions if relationships deteriorate with the seafarers or the unions that represent them. The collective bargaining agreements may not prevent labor disruptions, particularly when the agreements are being renegotiated. If not resolved in a timely and cost-effective manner, industrial action or other labor unrest could prevent or hinder our operations from being carried out as we expect and could have a material adverse effect on our business, results of operations and financial condition.

Risks Related to our Business

Delays in deliveries of vessels we may purchase or order, our decision to cancel an order for purchase of a vessel or our inability to otherwise complete the acquisitions of additional vessels for our fleet, could harm our operating results.

We expect to purchase and order additional vessels from time to time. The delivery of these vessels could be delayed, not completed or cancelled, which would delay or eliminate our expected receipt of revenues from the employment of these vessels. The seller could fail to deliver these vessels to us as agreed, or we could cancel a purchase contract because the seller has not met its obligations. The delivery of any vessels we may propose to acquire could be delayed because of, among other things, hostilities or political disturbances, non-performance of the purchase agreement with respect to the vessels by the seller, our inability to obtain requisite permits, approvals or financings or damage to or destruction of vessels while being operated by the seller prior to the delivery date.

If the delivery of any vessel is materially delayed or cancelled, especially if we have committed the vessel to a charter under which we become responsible for substantial liquidated damages to the customer as a result of the delay or cancellation, our business, financial condition and results of operations could be adversely affected.

The delivery of vessels we may purchase or order could be delayed because of, among other things:

- work stoppages or other labor disturbances or other events that disrupt the operations of the shipyard building the vessels;
- quality or other engineering problems;
- changes in governmental regulations or maritime self-regulatory organization standards;
- lack of raw materials;
- bankruptcy or other financial crisis of the shipyard building the vessels;

our inability to obtain requisite financing or make timely payments;

a backlog of orders at the shipyard building the vessels;

hostilities or political or economic disturbances in the countries where the vessels are being built;

weather interference or catastrophic event, such as a major earthquake or fire;

our requests for changes to the original vessel specifications;

shortages or delays in the receipt of necessary construction materials, such as steel;

our inability to obtain requisite permits or approvals; or

a dispute with the shipyard building the vessels.

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We will be required to make substantial capital expenditures to expand the number of vessels in our fleet and to maintain all our vessels, which will depend on our ability to obtain additional financing.

Our business strategy is based in part upon the expansion of our fleet through the purchase and ordering of additional vessels. We will be required to make substantial capital expenditures to expand the size of our fleet. We also have incurred significant capital expenditures to upgrade secondhand vessels we have acquired to Eco-Mod standards.

In addition, we will incur significant maintenance costs for our current fleet and any additional vessels we acquire. A newbuilding vessel must be drydocked within five years of its delivery from a shipyard and vessels are typically drydocked every 30 to 60 months thereafter depending on the vessel, not including any unexpected repairs. We estimate the cost to drydock a vessel is between $0.75 million and $1.1 million, depending on the size and condition of the vessel and the location of drydocking relative to the location of the vessel.

We may be required to incur additional debt or raise capital through the sale of equity securities to fund the purchasing of vessels or for drydocking costs from time to time. However, we may be unable to access the required financing if conditions change and we may be unsuccessful in obtaining financing for future fleet growth. Use of cash from operations will reduce available cash. Our ability to obtain bank financing or to access the capital markets for future offerings may be limited by our financial condition at the time of any such financing or offering as well as by adverse market conditions resulting from, among other things, general economic conditions and contingencies and uncertainties that are beyond our control. If we finance our expenditures by incurring additional debt, our financial leverage could increase. If we finance our expenditures by issuing equity securities, our shareholders ownership interest in us could be diluted.

We will not be able to take advantage of favorable opportunities in the spot market with respect to vessels employed on medium to long-term time charters, if any.

As of November 26, 2017, none of our vessels were employed under fixed-rate time charter agreements. However, in the future we may enter into fixed-rate time charter agreements with respect to our vessels. Vessels committed to medium and long-term time charters may not be available for spot charters during periods of increasing charter hire rates, when spot charters might be more profitable.

If we do not identify suitable vessels or shipping companies for acquisition or successfully integrate any acquired vessels or shipping companies, we may not be able to grow or effectively manage our growth.

One of our principal strategies is to continue expanding our operations and our fleet. Our future growth will depend upon a number of factors, some of which may not be within our control. These factors include our ability to:

- identify suitable tankers and/or shipping companies for acquisitions at attractive prices;
- identify businesses engaged in managing, operating or owning tankers for acquisitions or joint ventures;
- integrate any acquired tankers or businesses successfully with our existing operations;

- hire, train and retain qualified personnel and crew to manage and operate our growing business and fleet;
- identify additional new markets;
- improve or expand our operating, financial and accounting systems and controls; and
- obtain required financing for our existing and new vessels and operations.

Our failure to effectively identify, purchase, develop and integrate any tankers or businesses could adversely affect our business, financial condition and results of operations. The number of employees that perform services for us and our current operating and financial systems may not be adequate as we implement our plan to expand the size of our fleet and we may not be able to effectively hire more employees or adequately improve those systems. In addition, acquisitions may require additional equity issuances or the incurrence of additional debt (which may require additional amortization payments or impose more restrictive covenants). If we are unable to successfully accommodate any growth, our business, results of operations and financial condition may be adversely affected.

Growing any business by acquisition presents numerous risks such as undisclosed liabilities and obligations, difficulty in obtaining additional qualified personnel and managing relationships with customers and suppliers and integrating newly acquired vessels and operations into existing infrastructures. The expansion of our fleet may impose significant additional responsibilities on our management and staff, and the management and staff of our technical managers, and may necessitate that we, and they, increase the number of personnel to support such expansion. We may not be successful in executing our growth plans and we may incur significant expenses and losses in connection with such growth plans.

If we purchase and operate second-hand vessels, we will be exposed to increased operating costs that could adversely affect our earnings and, as our fleet ages, the risks associated with older vessels could adversely affect our ability to obtain profitable charters.

Our current business strategy includes additional growth through the acquisition of new and second-hand vessels. While we typically inspect second-hand vessels prior to purchase, this does not provide us with the same knowledge about their condition that we would have had if these vessels had been built for and operated exclusively by us. Generally, we do not receive the benefit of warranties from the builders of the second-hand vessels that we acquire. These factors could increase the ultimate cost of any second-hand vessel acquisitions by us.

In general, the costs to maintain a vessel in good operating condition increase with the age of the vessel. Older vessels are typically less fuel-efficient than more recently constructed vessels due to improvements in engine technology. Cargo insurance rates increase with the age of a vessel, making older vessels less desirable to charterers.

Governmental regulations, safety or other equipment standards related to the age of vessels may require expenditures for alterations or the addition of new equipment, to our vessels and may restrict the type of activities in which the vessels may engage. As our vessels age, market conditions may not justify those expenditures or enable us to operate our vessels profitably during the remainder of their useful lives.

An increase in operating or voyage expenses would decrease our earnings and cash flows.

For all vessels that may be operating under time charters in the future, the charterer is primarily responsible for voyage expenses and we are responsible for the vessel operating expenses. Under spot chartering arrangements, we will be responsible for all cost associated with operating the vessel, including operating expenses, voyage expenses, bunkers, port and canal costs.

Our vessel operating expenses include the costs of crew, provisions, deck and engine stores, insurance and maintenance, repairs and spares, which depend on a variety of factors, many of which are beyond our control. If our vessels suffer damage, they may need to be repaired at a drydocking facility. The costs of drydocking repairs are unpredictable and can be substantial. Increases in any of these expenses would decrease earnings and cash flow.

We may be unsuccessful in competing in the highly competitive international tanker market, which would negatively affect our results of operations and financial condition and our ability to expand our business.

The operation of tanker vessels and transportation of petroleum and chemical products is extremely competitive, and our industry is capital intensive and highly fragmented. Competition arises primarily from other

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tanker owners, including major oil companies as well as independent tanker companies, some of which have substantially greater resources than we do. Competition for the transportation of oil products and chemicals can be intense and depends on price, location, size, age, condition and the acceptability of the tanker and its operators to the charterers. We may be unable to compete effectively with other tanker owners, including major oil companies and independent tanker companies.

Our market share may decrease in the future. We may not be able to compete profitably as we seek to expand our business into new geographic regions or provide new services. New markets may require different skills, knowledge or strategies than we use in our current markets, and the competitors in those new markets may have greater financial strength and capital resources than we do.

We derive a substantial majority of our revenues from a limited number of customers, and the loss of any such customers could result in a significant loss of revenues and cash flow.

We have derived, and we believe we will continue to derive, a substantial majority of revenues and cash flow from a limited number of customers. Each of the Vitol Group and Trafigura accounted for more than 10% of our consolidated revenues from continuing operations during the nine months ended September 30, 2017; each of the Vitol Group, the Navig8 Group and Trafigura accounted for more than 10% of our consolidated revenues from continuing operations during 2016; each of the Vitol Group and the Navig8 Group accounted for more than 10% of our consolidated revenues from continuing operations during 2015; and each of Cargill International SA, Geneva, Koch Shipping Inc., the Vitol Group, and Womar Logistic Pte. Ltd (pool arrangement) accounted for more than 10%, of our consolidated revenues from continuing operations during 2014. No other customer accounted for 10% or more of revenues from continuing operations during any of these periods.

If we lose a key customer or if a customer exercises its right under some charters to terminate the charter, we may be unable to enter into an adequate replacement charter for the applicable vessel or vessels. The loss of any of our significant customers or a reduction in revenues from them could have a material adverse effect on our business, results of operations, cash flows and financial condition.

Our charterers may terminate or default on their charters, which could adversely affect our business, results of operations and cash flow.

Our charters may terminate earlier than their scheduled expirations. The terms of our charters vary as to which events or occurrences will cause a charter to terminate or give the charterer the option to terminate the charter, but these generally include: a total or constructive loss of the relevant vessel; the governmental requisition for hire of the relevant vessel; the drydocking of the relevant vessel for a certain period of time; and the failure of the relevant vessel to meet specified performance criteria. In addition, the ability of each of our charterers to perform its obligations under a charter will depend on a number of factors that are beyond our control. These factors may include general economic conditions, the condition of the tanker industry, the charter rates received for specific types of vessels and various operating expenses. The costs and delays associated with the default by a charterer under a charter of a vessel may be considerable and may adversely affect our business, results of operations, cash flows and financial condition and our available cash.

We cannot predict whether our charterers will, upon the expiration of their charters, re-charter our vessels on favorable terms or at all. If our charterers are unable or decide not to re-charter our vessels, we may not be able to re-charter them on terms similar to our current charters or at all. In addition, the ability and willingness of each of our counterparties to perform its obligations under a time charter agreement with us will depend on a number of factors that are beyond our control and may include, among other things, general economic conditions, the condition of the tanker shipping industry and the overall financial condition of the counterparties. Charterers are sensitive to the commodity markets and may be impacted by market forces affecting commodities. In depressed market conditions, there have been reports of charterers renegotiating their charters or defaulting on their obligations under charters. Our customers may fail to pay charter hire or attempt to renegotiate charter rates.

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If a counterparty fails to honor its obligations under agreements with us, it may be difficult for us to secure substitute employment for such vessel, and any new charter arrangements we secure in the spot market or on time charters may be at lower rates. Any failure by our charterers to meet their obligations to us or any renegotiation of our charter agreements could have a material adverse effect on our business, financial condition and results of operations.

Our ability to obtain additional debt financing may be dependent on the performance of our then-existing charters and the creditworthiness of our charterers.

The actual or perceived credit quality of our charterers, and any defaults by them, may materially affect our ability to obtain the additional capital resources that we will require to purchase additional vessels or may significantly increase our costs of obtaining such capital. Our inability to obtain additional financing at all or at a higher than anticipated cost may materially affect our results of operations and our ability to implement our business strategy.

Servicing our debt, including debt which we may incur in the future, limits funds available for other purposes and if we cannot service our debt, we may lose our vessels.

Borrowing under our existing credit facilities requires us to dedicate a significant part of our cash flow from operations to paying principal and interest on our indebtedness, and we intend to incur additional debt in the future. These payments limit funds available for working capital, capital expenditures and other purposes

Amounts borrowed under our credit facilities bear interest at variable rates. Currently, we do not have any hedge arrangements in place to reduce our exposure to interest rate variability on variable rate debt. Increases in prevailing rates could increase the amounts that we would have to pay to our lenders, even though the outstanding principal amount remains the same, and our net income and cash flows would decrease. We expect our earnings and cash flow to vary from year to year due to the cyclical nature of the tanker industry. If we do not generate or reserve enough cash flow from operations to satisfy our debt obligations, we may have to:

- seek to raise additional capital;
- refinance or restructure our debt;
- sell tankers; or
- reduce or delay capital investments.

However, these alternatives, if necessary, may not be sufficient to allow us to meet our debt obligations. If we are unable to meet our debt obligations or if some other default occurs under our credit facilities, the lenders could elect to declare that debt, together with accrued interest and fees, to be immediately due and payable and proceed against the vessels or other collateral securing that debt.

We are a holding company and depend on the ability of our subsidiaries to distribute funds to us in order to satisfy our financial obligations and to make dividend payments.

We are a holding company and our subsidiaries, which are all directly and indirectly wholly-owned by us, conduct all of our operations and own all of our operating assets. As a result, our ability to satisfy our financial obligations and to pay dividends to our shareholders depends on the ability of our subsidiaries to generate profits available for distribution to us and, to the extent that they are unable to generate profits, we will be unable to pay our creditors or dividends to our shareholders.

Our ability to grow may be adversely affected by our dividend policy.

Under our dividend policy, we expect to distribute on a quarterly basis as dividends on our shares of common stock an amount equal to 60% of Earnings from Continuing Operations (which represents our earnings per share reported under GAAP as adjusted for unrealized and realized gains and losses and extraordinary items). Accordingly, our growth, if any, may not be as fast as businesses that do not distribute quarterly dividends. To the extent we do not have sufficient cash reserves or are unable to obtain financing from external sources, our dividend policy may significantly impair our ability to meet our financial needs or to grow. Since the quarter ended June 30, 2016, we have not paid cash dividends on our shares of common stock due to losses from continuing operations.

Our credit facilities contain restrictive covenants that limit our business and financing activities, which could negatively affect our growth and results of operations.

Our credit facilities and capital leases impose operating and financial restrictions on us. These restrictions may limit our ability, or the ability of our subsidiaries, to:

- pay dividends and make capital expenditures if we do not repay amounts drawn under our credit facilities or if there is a default under our credit facilities;
- incur or guarantee additional indebtedness;
- create liens on our assets;
- change the flag, class or management of our vessels or terminate or materially amend the management agreement relating to each vessel;
- sell our vessels;
- merge or consolidate with, or transfer all or substantially all our assets to, another person; or
- enter into a new line of business.

Certain of our credit facilities and capital leases require us to maintain specified financial ratios and satisfy financial covenants. These financial ratios and covenants require us, among other things, to maintain minimum solvency, cash and cash equivalents, corporate net worth, working capital, loan-to-value and interest coverage levels and to avoid exceeding corporate leverage maximum.

As a result of these restrictions, we may need to seek consent from our lenders in order to engage in some corporate actions. Our lenders interests may be different from ours and we may not be able to obtain our lenders consent when needed. This may limit our ability to finance our future operations or capital requirements, make acquisitions or pursue business opportunities. Our ability to comply with covenants and restrictions contained in debt instruments may be affected by events beyond our control, including prevailing economic, financial and industry conditions. If market or other economic conditions deteriorate, we may fail to comply with these covenants. If we breach any of the restrictions, covenants, ratios or tests in our financing agreements, our obligations may become immediately due and payable, and the lenders commitment under our credit facilities, if any, to make further loans may terminate. A default under financing agreements could also result in foreclosure on any of our vessels and other assets securing related loans.

If interest rates increase, it will affect the interest rates under our credit facilities which could affect our results of operations.

Amounts borrowed under our existing credit facilities bear interest at an annual rate ranging from 2.50% to 2.90% above LIBOR. Interest rates have recently been at historic lows and any normalization in interest rates would lead to an increase in LIBOR, which would affect the amount of interest payable on amounts that we borrow under our credit facilities, which in turn could have an adverse effect on our results of operations.

If we fail to maintain an effective system of internal control over financial reporting, we may not be able to accurately report our financial results or prevent fraud. As a result, shareholders could lose confidence in our financial and other public reporting, which would harm our business and the trading price of our common stock.

Effective internal controls over financial reporting are necessary for us to provide reliable financial reports and, together with adequate disclosure controls and procedures, are designed to prevent fraud. Any failure to implement required new or improved controls, or difficulties encountered in their implementation, could cause us to fail to meet our reporting obligations. In addition, any testing we conduct in connection with Section 404 of the Sarbanes-Oxley Act, or any subsequent testing by our independent registered public accounting firm, may reveal deficiencies in our internal controls over financial reporting that are deemed to be material weaknesses or that may require prospective or retroactive changes to our financial statements or identify other areas for further attention or improvement. Inferior internal controls could also cause investors to lose confidence in our reported financial information, which could have a negative effect on the trading price of our securities.

We are required to disclose changes made in our internal controls and procedures and our management is required to assess the effectiveness of these controls annually. However, for as long as we are an emerging growth company , as defined in the Securities Act, our independent registered public accounting firm will not be required to attest to the effectiveness of our internal controls over financial reporting pursuant to Section 404 of the Sarbanes-Oxley Act. We could be an emerging growth company until December 31, 2018. An independent assessment of the effectiveness of our internal controls could detect problems that our management s assessment might not. Undetected material weaknesses in our internal controls could lead to financial statement restatements and require us to incur the expense of remediation.

We are subject to certain risks with respect to our counterparties on contracts, and failure of such counterparties to meet their obligations could cause us to suffer losses or otherwise adversely affect our results of operation.

We enter into time-charter contracts, commercial pool agreements, ship management agreements, credit facilities and capital lease arrangements and other commercial arrangements. Such agreements and arrangements subject us to counterparty risks. The ability of each of our counterparties to perform its obligations under a contract with us will depend on a number of factors that are beyond our control and may include, among other things, general economic conditions, the condition of the maritime and offshore industries, the overall financial condition of the counterparty, charter rates received for specific types of vessels, and various expenses. For example, the combination of a reduction of cash flow resulting from declines in world trade, a reduction in borrowing bases under reserve-based credit facilities and the lack of availability of debt or equity financing may result in a significant reduction in the ability of our charterers to make charter payments to us. In addition, in depressed market conditions, our charterers and customers may no longer need a vessel that is currently under charter or contract or may be able to obtain a comparable vessel at lower rates. As a result, charterers and customers may seek to renegotiate the terms of their existing charter agreements or avoid their obligations under those contracts. Should a counterparty fail to honor its obligations under agreements with us, we could sustain significant losses, which could have a material adverse effect on our business, financial condition and results of operation.

Our business depends upon key members of our senior management team who may not necessarily continue to work for us.

Our future success depends to a significant extent upon certain members of our senior management team. Our management team includes members who have substantial experience in the product tanker and chemical shipping industries and have worked with us since inception. Our management team is crucial to the execution of our business strategies and to the growth and development of our business. If the individuals were no longer affiliated with us, we may be unable to recruit other employees with equivalent talent and experience, and our business and financial condition may suffer as a result.

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Our insurance may not be adequate to cover our losses that may result from our operations due to the inherent risks of the tanker industry.

We carry insurance to protect us against most of the accident-related risks involved in the conduct of our business, including marine hull and machinery insurance, protection and indemnity insurance, which includes pollution risks, crew insurance and war risk insurance. However, we may not be adequately insured to cover losses from our operational risks, which could have a material adverse effect on us. Additionally, our insurers may refuse to pay particular claims and our insurance may be voidable by the insurers if we take, or fail to take, certain action, such as failing to maintain certification of our vessels with applicable maritime regulatory organizations. Any significant uninsured or under-insured loss or liability could have a material adverse effect on our business, results of operations and financial condition. In addition, we may not be able to obtain adequate insurance coverage at reasonable rates in the future during adverse insurance market conditions. Changes in the insurance markets attributable to terrorist attacks may also make certain types of insurance more difficult for us to obtain due to increased premiums or reduced or restricted coverage for losses caused by terrorist acts generally.

Because we obtain some of our insurance through protection and indemnity associations, we may be required to make additional premium payments.

We receive insurance coverage for tort liability, including pollution-related liability, from protection and indemnity associations. We may be subject to increased premium payments, or calls, in amounts based on our claim records, the claim records of our managers, as well as the claim records of other members of the protection and indemnity associations. In addition, our protection and indemnity associations may not have enough resources to cover claims made against them. Our payment of these calls could result in significant expense to us, which could have a material adverse effect on our business, results of operations and financial condition.

Exposure to currency exchange rate fluctuations could result in fluctuations in our operating results.

We operate within the international shipping market, which utilizes the U.S. Dollar as its functional currency. As a consequence, the majority of our revenues and the majority of our expenses are in U.S. Dollars.

However, we incur certain general and operating expenses, including vessel operating expenses and general and administrative expenses, in foreign currencies, the most significant of which are the Euro, Singapore Dollar, and British Pound Sterling. This partial mismatch in revenues and expenses could lead to fluctuations in net income due to changes in the value of the U.S. Dollar relative to other currencies.

Climate change and greenhouse gas restrictions may adversely affect our operating results.

A number of countries have adopted, or are considering the adoption of, regulatory frameworks to reduce greenhouse gas emissions due to the concern about climate change. These regulatory measures in various jurisdictions include the adoption of cap and trade regimes, carbon taxes, increased efficiency standards, and incentives or mandates for renewable energy. In November 2016, the international Paris Agreement that deals with greenhouse gas emission reduction measures and targets to limit global temperature increases came into force. Compliance with changes in laws, regulations and obligations relating to climate change, including as a result of such international negotiations, could increase our costs related to operating and maintaining our vessels and require us to install new emission controls, acquire allowances or pay taxes related to our greenhouse gas emissions, or administer and manage a greenhouse gas emissions program. Revenue generation and strategic growth opportunities may also be adversely affected.

The effects upon the oil industry relating to climate change and the resulting regulations may also include declining demand for our services. We do not expect that demand for oil will lessen dramatically over the short-term, but in the long-term climate change may reduce the demand for oil or increased regulation of greenhouse

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gases may create greater incentives for use of alternative energy sources. Any long-term material adverse effect on the oil industry could adversely affect the financial and operational aspects of our business, which we cannot predict with certainty at this time.

We are incorporated in the Marshall Islands, which does not have a well-developed body of corporate case law or bankruptcy law and, as a result, shareholders may have fewer rights and protections under Marshall Islands law than under a typical jurisdiction in the United States.

Our corporate affairs are governed by our articles of incorporation and bylaws and by the Marshall Islands Business Corporations Act (the BCA). The provisions of the BCA resemble provisions of the corporation laws of a number of states in the United States. However, there have been few judicial cases in the Marshall Islands interpreting the BCA. The rights and fiduciary responsibilities of directors under the law of the Marshall Islands are not as clearly established as the rights and fiduciary responsibilities of directors under statutes or judicial precedent in existence in certain U.S. jurisdictions. Shareholder rights may differ as well. While the BCA does specifically incorporate the non-statutory law, or judicial case law, of the State of Delaware and other states with substantially similar legislative provisions, our shareholders may have more difficulty in protecting their interests in the face of actions by management, directors or controlling shareholders than would shareholders of a corporation incorporated in a U.S. jurisdiction. In addition, the Marshall Islands does not have a well-developed body of bankruptcy law. As such, in the case of a bankruptcy involving us, there may be a delay of bankruptcy proceedings and the ability of securityholders and creditors to receive recovery after a bankruptcy proceeding, and any such recovery may be less predictable.

It may be difficult to serve process on or enforce a U.S. judgment against us, our officers and our directors.

We are a Marshall Islands corporation and several of our executive offices are located outside of the United States. Most of our directors and officers reside outside the United States. In addition, a substantial portion of our assets and the assets of our directors, officers and experts are located outside of the United States. As a result, you may have difficulty serving legal process upon us or any of these persons within the United States. You may also have difficulty enforcing, both in and outside the United States, judgments you may obtain in U.S. courts against us or any of these persons in any action, including actions based upon the civil liability provisions of U.S. federal or state securities laws. In addition, there is substantial doubt that the courts of the Marshall Islands or of the non-U.S. jurisdictions in which our offices are located would enter judgments in original actions brought in those courts predicated on U.S. federal or state securities laws.

The Public Company Accounting Oversight Board (PCAOB) is not currently permitted to inspect our independent accounting firm and you may not benefit from such inspections.

Auditors of U.S. public companies are required by law to undergo periodic PCAOB inspections to assess their compliance with U.S. law and professional standards in connection with performance of audits of financial statements filed with the SEC. Certain European Union countries, including Ireland, do not currently permit the PCAOB to conduct inspections of accounting firms established and operating in such European Union countries, even if they are part of major international firms. Accordingly, unlike for most U.S. public companies, the PCAOB is currently prevented from evaluating our auditor s performance of audits and its quality control procedures, and, unlike shareholders of most U.S. public companies, we and our shareholders are deprived of the possible benefits of such inspections.

Tax Risks

U.S. tax authorities could treat us as a passive foreign investment company, which could have adverse U.S. federal income tax consequences to U.S. holders.

A foreign corporation will be treated as a passive foreign investment company (PFIC), for U.S. federal income tax purposes if either (1) at least 75% of its gross income for any taxable year consists of passive income or (2) at least 50% of the average value of the corporation s assets produce or are held for the production of passive income . For purposes of these tests, passive income generally includes dividends, interest, and gains from the sale or exchange of investment property and rents and royalties other than rents and royalties which are received from unrelated parties in connection with the active conduct of a trade or business. For purposes of these tests, income derived from the performance of services generally does not constitute passive income . U.S. shareholders of a PFIC are subject to an adverse U.S. federal income tax regime with respect to the income derived by the PFIC, the distributions they receive from the PFIC and the gain, if any, they derive from the sale or other disposition of their shares in the PFIC.

Based upon our operations as described herein, we do not believe that our income from time charters should be treated as passive income for purposes of determining whether we are a PFIC, and, consequently, the assets that we own and operate in connection with the production of that income should not constitute passive assets. Accordingly, based on our current operations, we do not believe we will be treated as a PFIC with respect to any taxable year.

There is substantial legal authority supporting this position consisting of case law and U.S. Internal Revenue Service (IRS), pronouncements concerning the characterization of income derived from time charters and voyage charters as services income for other tax purposes. However, there is also authority which characterizes time charter income as rental income rather than services income for other tax purposes.

Accordingly, no assurance can be given that the IRS or a court of law will accept this position, and there is a risk that the IRS or a court of law could determine that we are a PFIC. Moreover, no assurance can be given that we would not constitute a PFIC for any future taxable year if the nature and extent of our operations change.

If the IRS were successful in asserting that we are or have been a PFIC for any taxable year, U.S. shareholders would face adverse U.S. federal income tax consequences. Under the PFIC rules, unless a shareholder makes an election available under the U.S. Internal Revenue Code of 1986, as amended, (the Code), which election could itself have adverse consequences for such shareholders, as discussed in the accompanying prospectuses under Tax Considerations U.S. Federal Income Tax Considerations, excess distributions and any gain from the disposition of such shareholder s common shares would be allocated ratably over the shareholder s holding period of the common shares and the amounts allocated to the taxable year of the excess distribution or sale or other disposition and to any year before we became a PFIC would be taxed as ordinary income. The amount allocated to each other taxable year would be subject to tax at the highest rate in effect for individuals or corporations, as appropriate, for that taxable year, and an interest charge would be imposed with respect to such tax. See Tax Considerations U.S. Federal Income Tax Considerations in the accompanying prospectuses for a more comprehensive discussion of the U.S. federal income tax consequences to United States shareholders if we are treated as a PFIC.

We may have to pay tax on U.S. source shipping income, which would reduce our earnings.

Under the Code, 50% of the gross shipping income of a corporation that owns or charters vessels, as we and our subsidiaries do, that is attributable to transportation that begins or ends, but that does not both begin and end, in the United States will be subject to a 4% U.S. federal income tax without allowance for deduction, unless that corporation qualifies for exemption from tax under Section 883 of the Code and the applicable Treasury Regulations promulgated thereunder or that corporation is entitled to an exemption from such tax under an applicable U.S. income tax treaty.

We expect to take the position that we qualify for this statutory exemption for U.S. federal income tax return reporting purposes for our 2017 taxable year and we intend to so qualify for future taxable years. However, there are factual circumstances beyond our control that could cause us to lose the benefit of this tax exemption and thereby cause us to become subject to U.S. federal income tax on our U.S. source shipping income. For example, there is a risk that we could no longer qualify for exemption under Section 883 of the Code for a particular

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taxable year if non-qualified shareholders with a 5% or greater interest in our stock were, in combination with each other, to own 50% or more of the outstanding shares of our stock on more than half the days during the taxable year. Due to the factual nature of the issues involved, we can give no assurances on our tax-exempt status or that of any of our subsidiaries.

If we or our subsidiaries were not entitled to exemption under Section 883 of the Code for any taxable year, we or our subsidiaries would be subject for such year to a 4% U.S. federal income tax on 50% of the shipping income we or our subsidiaries derive during the year which is attributable to the transport of cargoes to or from the United States. The imposition of this taxation would have a negative effect on our business and would decrease our earnings available for distribution to our shareholders. For a discussion of the U.S. federal income tax treatment of our operating income, please read Additional Information Taxation of Holders U.S. Federal Income Tax Considerations U.S. Federal Income Taxation of Operating Income: In General of our 2016 Annual Report.

We may be subject to additional taxes, which could adversely impact our business and financial results.

We and our subsidiaries are subject to tax in certain jurisdictions in which we or our subsidiaries are organized, own assets or have operations. In computing our tax obligations in these jurisdictions, we are required to take various tax accounting and reporting positions on matters that are not entirely free from doubt and for which we have not received rulings from the governing authorities. We cannot assure you that, upon review of these positions, the applicable authorities will agree with our positions. A successful challenge by a tax authority could result in additional tax imposed on us or our subsidiaries, which could adversely impact our business and financial results.

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USE OF PROCEEDS

We will not receive any proceeds from the sale of shares of our common stock by the selling shareholder in this offering. We have granted the underwriter an option for a period of 30 days from the date of this prospectus supplement to purchase up to 634,497 additional shares of our common stock. We intend to use the net proceeds to us from the sale of shares of our common stock to the underwriter pursuant to any exercise of this option, which proceeds would be approximately $ million assuming the underwriter exercises this option in full, for general corporate purposes.

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CAPITALIZATION

The following table sets forth our capitalization, as of September 30, 2017:

- on an actual basis; and
- on an as adjusted basis, to give effect to the share repurchase, based on an assumed purchase price of $8.90 per share, the closing sale price of our common stock on the New York Stock Exchange on November 24, 2017.

The data in the table is derived from, and should be read in conjunction with, our historical financial statements, including accompanying notes incorporated by reference into this prospectus.

	As of September 30, 2017	
	Actual	**As Adjusted[(1)]**
Cash and cash equivalents	$ 45,814,043	
Current debt:		
Current portion of capital lease obligations	3,299,099	
Current portion of long-term debt	36,487,931	
Non-current debt:		
Non-current portion of capital lease obligations	39,818,777	
Non-current portion of long-term debt	366,391,923	
Total debt	**$ 445,997,730**	
Equity:		
Share capital	340,613	
Additional paid-in capital	405,622,042	
Treasury stock	(4,272,477)	
Accumulated (deficit) surplus	(5,738,537)	
Total equity	**$ 395,951,641**	
Total capitalization	**$ 841,949,371**	

(1) Assumes no exercise by the underwriter of its option to purchase additional shares from us.

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MATTERS REGARDING OUR COMMON STOCK

Market Price of Common Stock

Our common stock is traded on the New York Stock Exchange under the symbol ASC. The following table sets forth, for the periods indicated, the high and low sales prices for shares of our common stock as reported on the New York Stock Exchange and quarterly dividend paid per common share. The closing sale price of our common stock on the New York Stock Exchange on November 24, 2017 was $8.90 per share.

	Price ranges		Dividend per
	High	Low	Share
For the Year Ended			
December 31, 2016	$ 12.69	$ 5.00	$ 0.27
December 31, 2015	15.07	9.55	0.64
December 31, 2014	15.41	8.25	0.40
December 31, 2013(1)	15.84	11.32	0.17
For the Quarter Ended			
September 30, 2017	8.50	6.87	
June 30, 2017	8.75	6.95	
March 31, 2017	8.15	6.60	
December 31, 2016	7.58	5.00	
September 30, 2016	8.37	6.52	
June 30, 2016	9.96	6.46	$ 0.11
March 31, 2016	12.69	7.11	0.16
December 31, 2015	15.03	11.13	0.13
September 30, 2015	15.07	9.65	0.31
June 30, 2015	13.30	10.03	0.10
March 31, 2015	12.42	9.55	0.10
For the Month Ended			
November 30, 2017(2)	9.00	8.00	
October 31, 2017	9.05	8.15	
September 30, 2017	8.30	7.18	
August 31, 2017	8.15	6.87	
July 31, 2017	8.50	7.58	
June 30, 2017	8.75	6.98	
May 31, 2017	8.24	7.05	

(1) Commencing with the date of our initial public offering on August 1, 2013.
(2) Through November 24, 2017.

Dividend Policy

Under our dividend policy established in September 2015, we expect to pay our shareholders quarterly dividends of 60% of our Earnings from Continuing Operations, which represents our earnings per share reported under GAAP as adjusted for unrealized and realized gains and losses and extraordinary items. We intend to use the remainder of retained earnings for investment in fleet growth, share repurchases under existing and future programs, debt reduction or other corporate purposes. Our board of directors may review and amend our dividend policy from time to time in light of our plans for future growth and other factors. In addition, our ability to pay dividends will be subject to the amount of cash reserves established by our board of directors for the conduct of our business, restrictions in our credit facilities and the provisions of the laws of the Marshall Islands, as well as the other limitations set forth in the section of this prospectus supplement entitled Risk Factors Since the quarter ended June 30, 2016, we have not paid cash dividends on our shares of common stock due to losses from continuing operations.

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In addition, we have in place a dividend reinvestment plan (DRIP), which allows our existing shareholders to purchase additional common shares of our common stock by automatically reinvesting all or any portion of the cash dividends paid on common shares held by the DRIP participant.

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SELLING SHAREHOLDER

The following table sets forth the name and address of the selling shareholder, the number and percentage of shares of our common stock beneficially owned by the selling shareholder as of November 1, 2017, the number of shares of our common stock being offered by the selling shareholder pursuant to this prospectus supplement, and the number and percentage of shares of our common stock to be beneficially owned by the selling shareholder after the offering, assuming the sale of all shares of common stock being offered by the selling shareholder pursuant to this prospectus supplement, the completion of the share repurchase and the distribution by the selling shareholder to certain of its members of its remaining shares of our common stock in connection with the offering.

We have determined beneficial ownership in accordance with the rules of the SEC. The information below is based on information provided by the selling shareholder. The number of shares and percentages of beneficial ownership prior to this offering set forth below are based on the number of shares of our common stock issued and outstanding immediately prior to the consummation of this offering. The number of shares and percentages of beneficial ownership after this offering set forth below are based on the number of shares of our common stock issued and outstanding immediately after the completion of this offering and assumes the selling shareholder sells all 5,579,978 shares of common stock offered by this prospectus supplement, sells an additional 85,654 shares of common stock to us as part of the share repurchase and distributes to certain of its members in connection with the offering its remaining 122,310 shares of common stock (the share distribution).

Name	Common Shares Beneficially Owned Prior to the Offering		Shares Sold in this Offering	Shares Repurchased by Us Directly from Selling Shareholder(1)	Share Distribution By Selling Shareholder(2)	Common Shares Beneficially Owned After the Offering, the Share Repurchase and the Share Distribution	
	Shares	Percentage				Shares	Percentage
GA Holdings LLC(3)	5,787,942	17.2%	5,579,978	85,654	122,310	0	0%

(1) As part of the share repurchase, we have agreed to purchase from the selling shareholder in a privately-negotiated transaction 85,654 shares of our common stock at a price per share equal to the price per share paid by the underwriter to the selling shareholder in this offering.
(2) In connection with the offering, the selling shareholder intends to distribute to certain of its members, including Anthony Gurnee, our chief executive officer and a member of our board of directors, the selling shareholder s remaining 122,310 shares of our common stock.
(3) Approximately 97.9% of the limited liability company interests in GA Holdings LLC are owned by private investment funds managed by affiliates of Greenbriar Equity Group, LLC. Such entities and their control persons, Joel S. Beckman, Reginald Jones (an Ardmore director) and Gerald Greenwald, have shared voting and investment power with respect to shares of the company held by GA Holdings LLC. The business address of GA Holdings LLC is 555 Theodore Fremd Avenue, Suite A-201, Rye, NY 10580.

Two members of our board of directors, Reginald Jones and Niall McComiskey, are affiliated with the selling shareholder. Following the offering, Mr. McComiskey intends to resign as a member of our board of directors. Anthony Gurnee, our chief executive officer and a member of our board of directors, is the beneficial owner of 1.9% of the outstanding equity interests of the selling shareholder. For additional information about certain relationships and transactions between us and the selling shareholder, please read Item 7. Major Shareholders and Related Party Transactions in our 2016 Annual Report.

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UNDERWRITING

Under the terms and subject to the conditions in an underwriting agreement dated the date of this prospectus supplement, the underwriter named below has agreed to purchase, and the selling shareholder has agreed to sell to it, the number of shares indicated below:

Name	Number of Shares
Morgan Stanley & Co. LLC	

The underwriter is offering the shares of common stock subject to its acceptance of the shares from the selling shareholder and subject to prior sale. The underwriting agreement provides that the obligations of the underwriter to pay for and accept delivery of the shares of common stock offered by this prospectus supplement are subject to the approval of certain legal matters by its counsel and to certain other conditions. The underwriter is obligated to take and pay for all of the shares of common stock offered by this prospectus supplement if any such shares are taken. However, the underwriter is not required to take or pay for the shares covered by the underwriter s option to purchase additional shares described below.

The underwriter initially proposes to offer part of the shares of common stock directly to the public at the offering price listed on the cover page of this prospectus supplement and part to certain dealers. After the initial offering of the shares of common stock, the offering price and other selling terms may from time to time be varied by the underwriter.

We have granted to the underwriter an option, exercisable for 30 days from the date of this prospectus supplement, to purchase from us up to 634,497 additional shares of common stock at the public offering price listed on the cover page of this prospectus supplement, less underwriting discounts and commissions. To the extent the option is exercised, the underwriter will become obligated, subject to certain conditions, to purchase the additional shares of common stock issuable upon such exercise of the option.

The following table shows the per share and total public offering price, underwriting discounts and commissions, and proceeds before expenses to the selling shareholder and us. These amounts are shown assuming both no exercise and full exercise of the underwriter s option to purchase up to 634,497 additional shares of common stock.

	Per Share	Total	
		No Exercise	Full Exercise
Public offering price	$	$	$
Underwriting discounts and commissions to be paid by the selling shareholder(1)	$	$	$
Underwriting discounts and commissions to be paid by us(1)	$	$	$
Proceeds, before expenses, to the selling shareholder	$	$	$