

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

SCHEDULE 13G

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Under the Securities Exchange Act of 1934

(Amendment No. 2)\*

Eagle Bulk Shipping, Inc.  
(Name of Issuer)

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

Y2187A127  
(CUSIP Number)

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

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

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

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

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

CUSIP No. Y2187A127

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

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

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

CUSIP No. Y2187A127

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

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

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

CUSIP No. Y2187A127

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

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

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

CUSIP No. Y2187A127

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

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

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

CUSIP No. Y2187A127

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

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

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

CUSIP No. Y2187A127

Item Name of Issuer:

1(a)

Eagle Bulk Shipping, Inc.

Item Address of Issuer's Principal Executive Offices:

1(b)

477 Madison Avenue  
New York, New York 10022

Item Name of Person Filing:

2(a)

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

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

2(b)

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

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

Item Citizenship:

2(c)

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

Item Title of Class of Securities:

2(d)

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

Item CUSIP Number:

2(e)

Y2187A127





CUSIP No. Y2187A127

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

Not Applicable.

#### Item 4 Ownership

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

Name  
of  
Fund Shares of Common Stock Owned

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

Strategic  
Value  
Special  
Situations

Master  
Fund

III,  
L.P.

Strategic  
Value

Opportunities

Fund,

L.P. 108,538 (4)

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

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

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

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

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

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

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

CUSIP No. Y2187A127

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

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

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

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

Item 5 Ownership of  
Five Percent

or Less of a  
Class.

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

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

The  
information in  
Item 4 is  
incorporated  
herein by  
reference.

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

Not  
applicable.

Item 8 Identification  
and  
Classification  
of Members  
of the Group.

Not  
applicable.

CUSIP No. Y2187A127

Item Notice of Dissolution of Group.

9

Not applicable.

Item Certification.

10

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

10

---



CUSIP No. Y2187A127

SIGNATURE

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

January 17, 2017

STRATEGIC VALUE PARTNERS, LLC

By: /s/ James Dougherty

Name: James Dougherty

Title: Fund Chief Financial Officer

SVP SPECIAL SITUATIONS II LLC

By: /s/ James Dougherty

Name: James Dougherty

Title: Fund Chief Financial Officer

SVP SPECIAL SITUATIONS III LLC

By: /s/ James Dougherty

Name: James Dougherty

Title: Fund Chief Financial Officer

SVP SPECIAL SITUATIONS III-A LLC

By: /s/ James Dougherty

Name: James Dougherty

Title: Fund Chief Financial Officer

/s/ Victor Khosla

Victor Khosla