

TOP SHIPS INC.  
Form F-1  
July 14, 2014  
Table of Contents

As filed with the U.S. Securities and Exchange Commission on July 14, 2014.

Registration No. 333-

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM F-1  
REGISTRATION STATEMENT  
*UNDER*  
*THE SECURITIES ACT OF 1933*

TOP SHIPS INC.

(Exact name of Registrant as specified in its charter)

Republic of The Marshall Islands (State or other jurisdiction of incorporation or organization)	4412 (Primary Standard Industrial Classification Code Number)	N/A (I.R.S. Employer Identification No.)
-------------------------------------------------------------------------------------------------------	---------------------------------------------------------------------	------------------------------------------------

**1 Vas. Sofias and Meg. Alexandrou Str,  
15124 Maroussi, Greece  
011 30 210 8128180  
(Address and telephone number of  
Registrant's principal executive offices)**

**Seward & Kissel LLP  
Attention: Gary J. Wolfe, Esq.  
One Battery Park Plaza  
New York, New York 10004  
(212) 574-1223  
(Name, address and telephone  
number of agent for service)**

*Copies to:*

**Gary J. Wolfe, Esq.  
Robert E. Lustrin, Esq.  
Seward & Kissel LLP  
One Battery Park Plaza  
New York, New York 10004  
(212) 574-1223 (telephone number)  
(212) 480-8421 (facsimile number)**

**Brad L. Shiffman, Esq.  
Blank Rome LLP  
405 Lexington Avenue  
The Chrysler Building  
New York, New York 10174  
(212) 885-5000 (telephone number)  
(212) 885-50001 (facsimile number)**

**Approximate date of commencement of proposed sale to the public: As soon as practicable after this  
Registration Statement becomes effective.**

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

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

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same

offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

### CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Proposed Maximum	Amount of
	Aggregate Offering Price	Registration Fee
Common Shares, \$0.01 par value per share	\$57,500,000(1)(2)	\$7,406
Preferred Stock Purchase Rights(3)		
Underwriters Warrants to Purchase Common Shares(4)(5)		
Common Shares Underlying Underwriters Warrants, \$0.01 par value per share	\$1,875,000(6)	\$242
Total Registration Fee	\$59,375,000	\$7,648

- (1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(o) under the Securities Act of 1933.
- (2) Includes common shares that may be sold pursuant to the underwriters over-allotment option.
- (3) Preferred stock purchase rights are not currently separable from the common shares and are not currently exercisable. The value attributable to the preferred stock purchase rights, if any, will be reflected in the market price of the common shares.
- (4) Pursuant to Rule 416 under the Securities Act, there are also being registered an indeterminable number of additional securities as may be issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (5) In accordance with Rule 457(g) under the Securities Act, because the Registrant's common shares underlying the Underwriters Warrants are registered hereby, no separate registration fee is required with respect to the warrants registered hereby.
- (6) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(g) under the Securities Act, based on an estimated maximum exercise price of 125% of the maximum offering price.

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





Edgar Filing: TOP SHIPS INC. - Form F-1

Aegis Capital Corp

, 2014

Table of Contents

## TABLE OF CONTENTS

<u>PROSPECTUS SUMMARY</u>	1
<u>THE OFFERING</u>	7
<u>SUMMARY FINANCIAL DATA</u>	9
<u>RISK FACTORS</u>	12
<u>CAUTIONARY STATEMENT REGARDING FORWARD LOOKING STATEMENTS</u>	34
<u>USE OF PROCEEDS</u>	35
<u>OUR DIVIDEND POLICY</u>	36
<u>CAPITALIZATION</u>	37
<u>SELECTED FINANCIAL AND OTHER DATA</u>	38
<u>PRICE RANGE OF OUR COMMON SHARES</u>	41
<u>MANAGEMENT'S DISCUSSION AND ANALYSIS</u>	42
<u>THE INTERNATIONAL REFINED PETROLEUM PRODUCTS SHIPPING INDUSTRY</u>	67
<u>BUSINESS</u>	85
<u>MANAGEMENT</u>	98
<u>SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT</u>	102
<u>CERTAIN RELATIONSHIPS AND RELATED-PARTY TRANSACTIONS</u>	103
<u>DESCRIPTION OF CAPITAL STOCK</u>	108
<u>MARSHALL ISLANDS COMPANY CONSIDERATIONS</u>	112
<u>TAXATION</u>	116
<u>UNDERWRITING</u>	125
<u>OTHER EXPENSES OF ISSUANCE AND DISTRIBUTION</u>	133
<u>LEGAL MATTERS</u>	134
<u>EXPERTS</u>	134
<u>ENFORCEABILITY OF CIVIL LIABILITIES</u>	134
<u>WHERE YOU CAN FIND ADDITIONAL INFORMATION</u>	134
<u>INDUSTRY DATA</u>	135
<u>GLOSSARY OF SHIPPING TERMS</u>	136
<u>INDEX TO CONSOLIDATED FINANCIAL STATEMENTS</u>	F-1

**You should rely only on information contained in this prospectus. We have not, and the underwriters have not, authorized anyone to give any information or to make any representations other than those contained in this prospectus. We take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. This prospectus is not an offer to sell, and it is not soliciting an offer to buy, (1) any securities other than our common shares or (2) our common shares in any circumstances in which such an offer or solicitation is unlawful. The information contained in this prospectus may change after the date of this prospectus. Do not assume after the date of this prospectus that the information contained in this prospectus is still correct. Information contained on our website, [www.topships.org](http://www.topships.org), does not constitute part of this prospectus.**

---

**Table of Contents**

**PROSPECTUS SUMMARY**

*This section summarizes some of the information that is contained in this prospectus. As an investor or prospective investor, you should review carefully the more detailed information that appears later in this prospectus and the information incorporated by reference in this prospectus, including the information set forth under the headings entitled Risk Factors and Management's Discussion and Analysis. Unless otherwise indicated, the information presented in this prospectus gives effect to a one-for-seven reverse stock split of our issued and outstanding common shares effective on April 21, 2014.*

*Unless the context otherwise requires, as used in this prospectus, the terms Company, we, us, and our refer to TOP SHIPS INC. and all of its subsidiaries, and TOP SHIPS INC. refers only to TOP SHIPS INC. and not to its subsidiaries. We use the term deadweight ton, or dwt, in describing the size of vessels. Dwt, expressed in metric tons each of which is equivalent to 1,000 kilograms, refers to the maximum weight of cargo and supplies that a vessel can carry. Our reporting currency is in the U.S. dollar and all references in this prospectus to \$ or dollars are to U.S. dollars. Throughout this prospectus, the conversion from Euros to U.S. dollars is based on the U.S. dollar/Euro exchange rate of 1.379 as of December 31, 2013, unless otherwise specified.*

**Our Company**

We are a provider of international seaborne transportation services, carrying petroleum products for the oil industry. We believe that the current dynamics in the MR product tanker market will present attractive vessel purchase opportunities for ship operators that have the necessary experience and capital resources.

Our fleet is expected to initially consist of six medium-range, or MR, product/chemical tankers under construction, including two 39,000 dwt and four 50,000 dwt tankers, of which one 50,000 dwt tanker was delivered on June 20, 2014, with the remaining five tankers scheduled to be delivered from Hyundai Mipo Dockyard Co., Ltd. between the first quarter of 2015 and the third quarter of 2016. We have fixed all of the vessels of our fleet on medium-term time charter contracts to commence upon delivery.

We acquired five of our newbuilding vessels under construction on March 19, 2014, through share purchase agreements we entered into with affiliates of our President, Chief Executive Officer and Director, Evangelos J. Pistiolis, and unrelated third parties. We acquired the shipbuilding contracts for these vessels, Hull Nos. S407, S418, S419, S414 and S417, for an aggregate purchase price of \$43.3 million, paid as follows: \$2.5 million in cash and \$40.8 million in newly-issued common shares, issued at \$7.00 per share. Pursuant to the share purchase agreements with respect to Hull Nos. S407, S418, S419 and S417, until September 19, 2014, we will have the right to buy back up to 2,046,342 shares issued to the unaffiliated parties to the agreements at a price of \$8.40 per share. Concurrently with the share purchase agreements, we entered into an agreement to terminate the MOA we had previously entered into on December 5, 2013 for the acquisition of Hull S418, and to apply the full amount of the deposit paid under the MOA, in the amount of \$7.0 million, to reduce the purchase price under the share purchase agreement.

On February 6, 2014, we entered into a memorandum of agreement, or an MOA, with an affiliate of Mr. Pistiolis, to acquire the M/T Eships Taweelah, which was delivered to us on June 20, 2014.

We intend to continue to review the market in order to identify potential acquisition targets which will be accretive to our earnings per share. Our acquisition strategy focuses on the acquisition and operation of the latest generation MR product/chemical tankers with fuel-efficient specifications and sizes of greater than 38,000 dwt, consistent with our current fleet of newbuildings under construction. We believe that recent advances in shipbuilding design and technology should make these latest generation vessels more fuel-efficient than older vessels in the global fleet that



compete with us for charters, providing us with a competitive advantage.

**Table of Contents**

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

**Our Fleet**

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

<b>Operating Fleet</b>	<b>Delivery Dates</b>	<b>Capacity (Dwt)</b>	<b>Type</b>	<b>Charterer</b>	<b>Duration (years fixed + options)*</b>	<b>Gross Rate per day fixed period/options**</b>
M/T Eships Taweelah	June 20, 2014	50,000	MR	Eships Tankers Ltd	2+1	\$ 16,000/ \$ 17,250
						<b>Expected Gross Rate per day fixed period/options**</b>
<b>Newbuilding Fleet</b>	<b>Contractual Delivery Dates</b>	<b>Capacity (Dwt)</b>	<b>Type</b>	<b>Charterer upon delivery</b>	<b>Duration (years fixed + options)*</b>	<b>Gross Rate per day fixed period/options**</b>
Hull number S407	Q1 2015	50,000	MR	Eships Tankers Ltd	2+1	\$ 16,000/ \$ 17,250
Hull number S418	Q3 2015	39,000	MR	BP Shipping Limited	3+1+1	\$ 15,200/ \$ 16,000/ \$ 16,750
Hull number S419	Q1 2016	39,000	MR	BP Shipping Limited	3+1+1	\$ 15,200/ \$ 16,000/ \$ 16,750
Hull number S414	Q2 2016	50,000	MR	Eships Tankers Ltd	2+1	\$ 16,000/ \$ 17,250
Hull number S417	Q3 2016	50,000	MR	Dampskibsselskabet NORDEN A/S	5+1+1	\$ 16,800/ \$ 17,600/

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

\*\* Includes a 1.25% commission payable to our Fleet Manager and a 1.25% commission payable to third party brokers.

Our existing vessel is, and all of our vessels under construction will be, equipped with engines of modern design and with improvements in the hull, propellers and other parts of the vessel specifically designed to decrease fuel consumption and reduce emissions. Vessels with this combination of technologies, introduced in the last two years from certain shipyards, are commonly referred to as ECO vessels.

We intend to use the proceeds from this offering to finance part of our contractual commitments in relation to our fleet and to apply any amounts not used for this purpose for working capital and general corporate purposes, which may include the acquisition of other secondhand or newbuilding vessels. As of the date of this prospectus, we have remaining contractual commitments for the acquisition of our fleet totaling approximately \$127.5 million, including \$22.1 million, \$25.0 million, \$28.2 million, \$26.0 million and \$26.2 million pursuant to our newbuilding agreements for Hull S407, Hull S418, Hull S419, Hull S414 and Hull S417, respectively.

---

## **Table of Contents**

We plan to finance the remaining contractual cash commitments for our fleet with the net proceeds of this offering, borrowings under new credit facilities, cash flows from operations and net proceeds from securities offered in the public and private debt capital markets.

### **Competitive Strengths**

***Experienced Management Team.*** Our founder, President and Chief Executive Officer, Evangelos J. Pistiolis, has assembled a management team of senior executive officers, some of whom have been with us for more than 10 years, with extensive experience in all aspects of the shipping industry. Our management team's experience encompasses the commercial, technical, management and financial areas of our business, and we believe their extensive experience will promote a focused marketing effort, tight quality and cost controls, effective operations and safety.

***Modern, Fuel-Efficient ECO Fleet.*** All of the newbuilding vessels of our fleet are being built with the latest-generation, fuel-efficient design and additional items to the yard's basic specification, including phenolic epoxy coating, thicker steel in selected parts of the vessel, and additional backup systems and equipment. Additionally, all our vessels have IMO II/III designation specifications which enable them to transport a wide variety of oil products, including certain chemical cargoes, which we believe will make our vessels attractive to a wide base of charterers. We believe that modern, fuel-efficient vessels like ours will command higher charter rates than conventional vessels.

***Sister Ship Fleet.*** When we take delivery of all six of our newbuilding vessels, approximately 72% of our fleet in terms of dwt will be considered sister ships, which are vessels of the same type and specification. We expect that the uniform nature of our sister ships will provide us with cost efficiencies in maintaining, supplying and crewing them. We intend to continue to seek to acquire sister ships, which we believe will provide us with efficiencies in meeting our customers' needs and enhance the revenue generating potential of our fleet by providing operational and scheduling flexibility.

***Strong Relationships with Reputable Charterers.*** We have built strong relationships with many well-known charterers, which we believe is the result of our proven track record and our reputation for dependability. Through fixed period time charters and spot charters, we have provided services to many national, regional and international oil companies, charterers and oil traders, including Shell, BP, ExxonMobil, Petrobras, ConocoPhillips, Pemex, Hellenic Petroleum, Glencore, Vitol and Trafigura. We focus on the needs of our customers and intend to acquire tankers and upgrade our fleet based on their requirements and specifications, which we believe will enable us to obtain repeat business from our customers. As of the date of this prospectus, six of our vessels are party to multi-year time charters, three with Eships Tankers Ltd., two with BP Shipping Limited and one with Dampskibsselskabet NORDEN A/S, to commence on each vessel's delivery.

### **Business Strategy**

Our business strategy is focused on expanding our fleet by identifying potential acquisition targets on terms which will be accretive to our earnings per share. Our acquisition strategy focuses on the acquisition and operation of the latest generation MR product/chemical tankers with fuel-efficient specifications and sizes of greater than 38,000 dwt, consistent with our current fleet of newbuildings under construction. Additionally, we may acquire vessels in other sectors which we believe offer attractive investment opportunities, including crude oil tankers. We believe that recent advances in shipbuilding design and technology should make these latest generation vessels more fuel-efficient than older vessels in the global fleet that compete with us for charters, providing us with a competitive advantage. Furthermore, we aim to further nurture and maintain our excellent relationships with participants in the international ocean transport industry, including leading charterers, national and independent oil companies, oil traders, brokers, suppliers, classification societies, insurers, shipyards and others.



## **Table of Contents**

The key elements of our business strategy are:

***Return-Driven Acquisitions.*** We intend to grow our fleet through timely and selective acquisitions of high quality vessels in a manner that will be accretive to our earnings per share. Our acquisition strategy focuses on the acquisition and operation of the latest generation MR product/chemical tankers with fuel-efficient specifications and sizes of greater than 38,000 dwt. We continuously monitor acquisition opportunities in various sectors of the shipping industry based on certain financial returns criteria. We seek to identify, analyze and strategically invest when attractive opportunities arise.

***Focus on high specification ECO modern MR Tankers.*** All of the vessels in our fleet are being built with the latest generation fuel-efficient design and specification, and we intend to focus our acquisition strategy on modern fuel-efficient vessels.

***Maintain stable cash flows.*** We seek to maintain stable cash flows by pursuing medium- to long-term charter contracts for our vessels and focusing on minimizing operating downtime. We believe that our focus on medium to long-term contracts improves the stability and predictability of our operating cash flows, which we believe will enable us to access equity and debt capital markets on attractive terms and, therefore, facilitate our growth strategy.

***Capitalize on strategic relationships with high-quality customers.*** We plan to continue to foster strategic relationships with major international oil companies and high quality charterers for our tankers.

## **Industry Overview**

The global shipping downturn is in its sixth year but according to Drewry Shipping Consultants Ltd, or Drewry, some sectors, including products, have shown signs of a recovery. Between 2008 and 2013, seaborne trade in products grew by a compound adjusted growth rate, or CAGR, of 3.8% and, according to Drewry, the outlook for continued growth is positive, given trends in oil demand in parts of the developing world and geographical changes in the location of global refinery capacity.

According to Drewry, net supply growth in the mid range product tanker sector is likely to be in the order of 3-4% per annum in the next couple of years, assuming expected rates of scrapping and normal delays in the delivery schedule of ships on order. The mid size (30,000 to 50,000 dwt) product tanker orderbook as a percentage of the global fleet is currently at 17.6% (based on vessel numbers). Although the global economy remains weak, demand for product tanker tonnage has been bolstered by several trends including refinery shut-downs and increasing complexity of trade and regulatory initiatives and longer haul voyages.

Newbuilding and secondhand prices for product tankers are close to historical lows. Extreme economic pressure and lack of financing have resulted in financial distress for many companies, forcing sales of vessels and restricting the number of companies able to engage in fleet growth.

Charterers' concerns about environmental and safety standards have shifted their preference towards fuel-efficient modern tankers operated by reputable and financially sound shipping companies.

## **Recent Developments**

On February 24, 2014, at a Special Meeting of Shareholders, our shareholders approved a proposal authorizing our Board of Directors to effect a reverse stock split of our issued and outstanding common shares by a ratio of not less than one-for-two and not more than one-for-twenty with the exact ratio to be set at a whole number within this range

to be determined by the Board of Directors in its discretion.

---

**Table of Contents**

On March 7, 2014 we terminated the Letter Agreement with Central Mare Inc., or Central Mare, and on March 10, 2014 we entered into a new Letter Agreement with Central Shipping Monaco SAM, or CSM, which we refer to as our Fleet Manager, providing for newbuilding supervision services, technical and commercial vessel management services, and accounting, reporting and administrative services. CSM is a related party controlled by our President, Chief Executive Officer and Director, Evangelos J. Pistiolis. Please see the section entitled "Certain Relationships and Related-Party Transactions" for further information.

On April 2, 2014 our Board of Directors determined to effect a one-for-seven reverse stock split of our common shares. The reverse stock split was effected on April 21, 2014. As a result of the reverse stock split, the number of outstanding shares decreased to 8,309,989 shares and the par value of our common shares remained unchanged at \$0.01 per share.

On April 7, 2014 we entered into a time charter party with Dampskibsselskabet NORDEN A/S ( "DS Norden A/S" ) for our newbuilding vessel Hull No. S417. The time charter is for a duration of five years with a gross daily hire rate of \$16,800 per day. The charterers have the option to extend the time charter for another year at \$17,600 per day and another year after that for \$18,400 per day.

On April 9, 2014 we announced that Mr. Michael Docherty, a Class I director, resigned. We have increased the size of our Board of Directors (the "Board" ) from four members to five members, and have appointed Mr. Konstantinos Karelas and Mr. Alexandros Economou to the Board. Both Mr. Konstantinos Karelas and Mr. Alexandros Economou will serve as members of the Audit Committee, Nominating and Corporate Governance Committee, and Compensation Committee of the Board.

On June 11, 2014, we completed a public offering of 10,000,000 of our common shares and warrants to purchase 5,000,000 of our common shares at \$2.00 per common share and \$0.00001 per warrant. The warrants have an exercise price of \$2.50 per share, are exercisable immediately, and will expire five years from the date of issuance. In addition, the underwriters partially exercised their over-allotment option to purchase an additional 660,000 common shares and warrants to purchase 330,000 common shares. The gross proceeds from the offering were approximately \$21.3 million. Race Navigation Inc., a company wholly-owned by Mr. Pistiolis, purchased \$5.0 million of common shares and warrants in the public offering.

On June 20, 2014, we took delivery of our vessel M/T Eships Taweelah. We financed the payment of the final installment for the vessel by entering into a credit facility with Alpha Bank of Greece for an amount of \$20.1 million on June 19, 2014 and from the proceeds of the public equity offering. The facility is repayable in 20 consecutive semi-annual installments of \$0.7 million each, commencing November 28, 2014 plus a balloon installment of \$6.0 million payable together with the last installment. The facility bears interest at a rate of LIBOR + 3.75% per annum. The facility is secured by, among other things, (i) a first priority mortgage over the vessel, (ii) a general assignment of the earnings of the vessel and a specific assignment of any time charter with duration of more than 12 months, (iii) a pledge of the shares of the ship owning subsidiary, (iv) our corporate guarantee, and (v) a pledge of the earnings account. The facility includes customary restrictive covenants and financial covenants which require us to maintain (i) an asset cover ratio of 125%, (ii) a ratio of EBITDA to net interest expenses of not less than 2:1, (iii) a ratio of total debt to market-adjusted total assets of not more than 70%, and (iv) minimum free liquidity of \$1.0 million. Additionally, the facility contains (v) restrictions on the borrower incurring further indebtedness or guarantees and (vi) restrictions on the payment of dividends by us and the borrower.

**Corporate Structure**



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

## **Table of Contents**

As of the date of this prospectus, a wholly-owned subsidiary of Top Ships Inc. owns the M/T Eships Taweelah, and wholly owned subsidiaries of Top Ships Inc. are party to the shipbuilding contracts for the construction of Hulls S407, S418, S419, S414 and S417. All of these subsidiaries are incorporated in the Republic of the Marshall Islands.

CSM performs all vessel operational, technical and commercial functions for us, including the chartering of our fleet, as well as newbuilding supervision and accounting, reporting and administrative services.

The current address of our principal executive office is 1 Vas. Sofias and Meg. Alexandrou Str, 15124 Maroussi, Greece. The telephone number of our registered office is +30 210 812 8000. Our corporate website address is [www.topships.org](http://www.topships.org). The information contained on our website does not constitute part of this prospectus.

## **Risk Factors**

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

This is not a comprehensive list of risks to which we are subject, and you should carefully consider all the information in this prospectus in connection with your ownership of our common shares. In particular, we urge you to carefully consider the risk factors set forth in the section of this prospectus entitled **Risk Factors** beginning on page 12.



Preferred stock purchase rights

We have entered into a stockholders rights agreement dated August 19, 2005, as amended August 24, 2011 and March 19, 2014 (the Stockholders Rights Agreement ), with Computershare Trust Company, N.A. as Rights Agent. Pursuant to this Stockholders Rights Agreement, each of our common shares includes one right (a Right ) that entitles the holder to purchase from us a unit consisting of one one-thousandth of a share of our preferred stock at an exercise price specified in the Stockholders Rights Agreement, subject to specified adjustments. Until a Right is exercised, the holder of a Right will have no rights to vote or receive dividends or any other stockholder rights. See Description of Capital Stock Stockholders Rights Agreement for further details.

---

**Table of Contents**

Tax consequences	We are a Passive Foreign Investment Company, or PFIC. The U.S. federal income tax and Marshall Islands tax consequences of purchasing, owning and disposing of our common shares are described under the heading Taxation U.S. Federal Income Consequences U.S. Federal Income Taxation of U.S. Holders. Prospective investors are urged to consult their own tax advisors regarding the tax consequences of purchasing, owning and disposing of our common shares.
Listing	Our common shares are listed for trading on the Nasdaq Global Select Market under the symbol TOPS.
Risk Factors	Investing in our common shares involves substantial risk. You should carefully consider all the information in this prospectus prior to investing in our common shares. In particular, we urge you to consider carefully the factors set forth in the section of this prospectus entitled Risk Factors beginning on page 12.

Unless we indicate otherwise, all information in this prospectus:

is based upon 18,969,989 common shares issued and outstanding as of \_\_\_\_\_, 2014;

excludes \_\_\_\_\_ common shares underlying the warrants to be issued to the underwriters in connection with the offering;

excludes \_\_\_\_\_ common shares issuable upon exercise of outstanding warrants; and

assumes no exercise by the underwriters of their option to purchase up to \_\_\_\_\_ common shares to cover over-allotments, if any.

**Table of Contents****SUMMARY FINANCIAL DATA**

The following table sets forth our selected historical consolidated financial data and other operating data for the years ended December 31, 2009, 2010, 2011, 2012 and 2013. The following selected historical consolidated financial data is derived from our consolidated financial statements and notes thereto, which have been prepared in accordance with U.S. generally accepted accounting principles, or GAAP. The consolidated financial data for the three months ended March 31, 2013 and 2014, and as of March 31, 2013 and 2014, have been derived from our unaudited interim condensed consolidated financial statements. Operating results for the three months ended March 31, 2014 are not necessarily indicative of the results that may be expected for the entire year ending December 31, 2014.

We have not included any historical financial data relating to the results of operations from the period before the acquisition of the vessels, whether acquired directly or by way of acquisition of the related vessel owning companies. Historical information relating to financial performance is not material to our decision to acquire a specific vessel and is even less so in the case of a vessel under construction that has not yet had any operations. Our decision to acquire a vessel is based on an assessment of factors that we expect will prevail when we own and operate the vessel. Therefore, we do not believe that historical financial information of a vessel prior to its acquisition by us is relevant either to us or to our investors. Please see the section of this prospectus entitled *Management's Discussion and Analysis of Financial Condition and Results of Operations - Lack of Historical Operating Data for Vessels before their Acquisition*.

Our audited consolidated financial statements of comprehensive income, shareholders' equity and cash flows for the years ended December 31, 2011, 2012 and 2013 and the consolidated balance sheets at December 2012 and 2013, together with the notes thereto, are included elsewhere in this prospectus and should be read in their entirety.

Our unaudited interim condensed consolidated financial statements of comprehensive income and cash flows for the three months ended March 31, 2013 and 2014 and the consolidated balance sheets and shareholders' equity as of March 31, 2014, together with the notes thereto, are included elsewhere in this prospectus and should be read in their entirety.

All references to our common shares and per-share data included in the selected historical consolidated financial data below have been retrospectively adjusted to reflect the one-for-seven reverse stock split effective on April 21, 2014.

<i>U.S. Dollars in thousands, except per share data</i>	<b>Three Months Ended</b>		<b>Year Ended December 31,</b>				
	<b>March 31, 2013</b>	<b>2014</b>	<b>2009</b>	<b>2010</b>	<b>2011</b>	<b>2012</b>	<b>2013</b>
<b>STATEMENT OF COMPREHENSIVE INCOME/ (LOSS)</b>							
Revenues	\$ 7,474	\$ 449	\$ 107,979	\$ 90,875	\$ 79,723	\$ 31,428	\$ 20,074
Other income					872		
Voyage expenses	196	6	3,372	2,468	7,743	1,023	663
Charter hire expense			10,827	480	2,380		
Amortization of deferred gain on sale and leaseback of vessels and write-off of seller's credit			(7,799)				
Lease termination expense			15,391		5,750		

Edgar Filing: TOP SHIPS INC. - Form F-1

Vessel operating expenses			23,739	12,853	10,368	814	745
Dry-docking costs			4,602	4,103	1,327		
Management fees-third parties			419	159	439		
Management fees-related parties	158	33		3,131	5,730	2,345	1,351
General and administrative expenses	431	344	23,416	18,142	15,364	7,078	3,258
(Gain)/Loss on sale of vessels				(5,101)	62,543		(14)
Vessel depreciation	2,021		31,585	32,376	25,327	11,458	6,429
Impairment on vessels			36,638		114,674	61,484	
Gain on disposal of subsidiaries							(1,591)

**Table of Contents**

<i>U.S. dollars in thousands, except per share data</i>	<b>Three Months Ended</b>		<b>Year Ended December 31,</b>				
	<b>March 31,</b>		<b>2009</b>	<b>2010</b>	<b>2011</b>	<b>2012</b>	<b>2013</b>
	<b>2013</b>	<b>2014</b>					
<b>Operating</b>							
<b>(loss)/income</b>	<b>\$ 4,668</b>	<b>\$ 66</b>	<b>\$ (34,211)</b>	<b>\$ 22,264</b>	<b>\$ (171,050)</b>	<b>\$ (52,774)</b>	<b>\$ 9,233</b>
Interest and finance costs	(1,912)	(44)	(13,969)	(14,776)	(16,283)	(9,345)	(7,443)
Loss on derivative financial instruments	(69)		(2,081)	(5,057)	(1,793)	(447)	(171)
Interest income	29	37	235	136	95	175	131
Other (expense) / income, net	10	(5)	(170)	(54)	(81)	(1,593)	(342)
<b>Net (loss) / income</b>	<b>\$ 2,726</b>	<b>\$ 54</b>	<b>\$ (50,196)</b>	<b>\$ 2,513</b>	<b>\$ (189,112)</b>	<b>\$ (63,984)</b>	<b>\$ 1,408</b>
Other Comprehensive income / (loss)			64	(51)			
<b>Comprehensive (loss)/income</b>	<b>\$ 2,726</b>	<b>\$ 54</b>	<b>\$ (50,132)</b>	<b>\$ 2,462</b>	<b>\$ (189,112)</b>	<b>\$ (63,984)</b>	<b>\$ 1,408</b>
(Loss) / earnings per share, basic and diluted	\$ 1.12	\$ 0.02	\$ (124.31)	\$ 5.60	\$ (209.97)	(26.36)	\$ 0.58
Weighted average common shares outstanding, basic	2,431,113	3,232,168	403,294	439,325	900,668	2,427,083	2,437,361
Weighted average common shares outstanding, diluted	2,432,184	3,232,168	403,294	439,677	900,668	2,427,083	2,444,504

<i>U.S. dollars in thousands</i>	<b>Three Months Ended</b>		<b>As of December 31,</b>				
	<b>March 31,</b>	<b>2014</b>	<b>2009</b>	<b>2010</b>	<b>2011</b>	<b>2012</b>	<b>2013</b>
<b>BALANCE SHEET DATA</b>							
Current assets		\$3,365	\$ 3,787	\$ 3,420	\$ 14,866	\$ 26,735	\$ 10,262
Total assets		39,380	675,149	622,091	296,373	211,415	27,868
		7,959	427,953	366,609	219,690	193,630	8,605



Current liabilities, including current portion of long-term debt							
Non-current liabilities	3,985				4,706	4,468	
Total debt		399,087	337,377	193,749	172,619		
Common shares	83	5	5	24	24	25	
Stockholders equity	27,436	247,196	255,482	76,684	13,079	14,795	
	<b>Three Months Ended</b>			<b>Year Ended December 31,</b>			
	<b>March 31,</b>						
<i>U.S. dollars, except for fleet data</i>							
	<b>2013</b>	<b>2014</b>	<b>2009</b>	<b>2010</b>	<b>2011</b>	<b>2012</b>	<b>2013</b>
<b>FLEET DATA</b>							
Total number of vessels at end of period	7		13.0	13.0	7.0	7.0	0.0
Average number of vessels(1)	7		13.7	13.1	11.7	7.0	5.1
Total calendar days for fleet(2)	630		5,008	4,781	4,281	2,562	1,852
Total available days for fleet(3)	630		4,813	4,686	4,218	2,546	1,852
Total operating days for fleet(4)	630		4,775	4,676	4,180	2,544	1,852
Total time charter days for fleet			2,841	2,076	1,109	124	
Total bareboat charter days for fleet	630		1,934	2,555	2,551	2,420	1,852
Total spot market days for fleet				45	520		
Fleet utilization(5)	100%	%	99.20%	99.80%	99.1%	99.92%	100.00%
<b>AVERAGE DAILY RESULTS</b>							
Time charter equivalent(6)	\$ 11,552		\$ 21,907	\$ 18,907	\$ 17,220	\$ 11,951	\$ 10,484
Vessel operating expenses(7)			\$ 4,740	\$ 2,688	\$ 2,422	\$ 318	\$ 402
	\$ 684		\$ 4,676	\$ 3,795	\$ 3,589	\$ 2,763	\$ 1,759

General and  
administrative  
expenses(8)

- (1) Average number of vessels is the number of vessels that constituted our fleet (including leased vessels) for the relevant period, as measured by the sum of the number of days each vessel was a part of our fleet during the period divided by the number of calendar days in that period.
- (2) Calendar days are the total days the vessels were in our possession for the relevant period. Calendar days are an indicator of the size of our fleet over the relevant period and affect both the amount of revenues and expenses that we record during that period.

**Table of Contents**

- (3) Available days are the number of calendar days less the aggregate number of days that our vessels are off-hire due to scheduled repairs or scheduled guarantee inspections in the case of newbuildings, vessel upgrades or special or intermediate surveys and the aggregate amount of time that we spend positioning our vessels. Companies in the shipping industry generally use available days to measure the number of days in a period during which vessels should be capable of generating revenues. We determined to use available days as a performance metric, for the first time, in the second quarter and first half of 2009. We have adjusted the calculation method of utilization to include available days in order to be comparable with shipping companies that calculate utilization using operating days divided by available days.
- (4) Operating days are the number of available days in a period less the aggregate number of days that our vessels are off-hire due to unforeseen circumstances. The shipping industry uses operating days to measure the aggregate number of days in a period that our vessels actually generate revenue.
- (5) Fleet utilization is calculated by dividing the number of operating days during a period by the number of available days during that period. The shipping industry uses fleet utilization to measure a company's efficiency in finding suitable employment for its vessels and minimizing the number of days that its vessels are off-hire for reasons other than scheduled repairs or scheduled guarantee inspections in the case of newbuildings, vessel upgrades, special or intermediate surveys and vessel positioning. We used a new calculation method for fleet utilization, for the first time, in the second quarter and first half of 2009. In all prior filings and reports, utilization was calculated by dividing operating days by calendar days. We have adjusted the calculation method in order to be comparable with most shipping companies, which calculate utilization using operating days divided by available days.
- (6) Time charter equivalent rate, or TCE rate, is a measure of the average daily revenue performance of a vessel on a per voyage basis. Our method of calculating TCE rate is consistent with industry standards and is determined by dividing time charter equivalent revenues or TCE revenues by operating days for the relevant time period. TCE revenues are revenues minus voyage expenses. Voyage expenses primarily consist of port, canal and fuel costs that are unique to a particular voyage, which would otherwise be paid by the charterer under a time charter contract, as well as commissions. TCE revenues and TCE rate, which are non-GAAP measures, provide additional meaningful information in conjunction with shipping revenues, the most directly comparable GAAP measure, because it assists our management in making decisions regarding the deployment and use of our vessels and in evaluating their financial performance. The table below reflects the reconciliation of TCE revenues to revenues as reflected in the consolidated statements of operations and our calculation of TCE rates for the periods presented.
- (7) Daily vessel operating expenses, which include crew costs, provisions, deck and engine stores, lubricating oil, insurance, maintenance and repairs are calculated by dividing vessel operating expenses by fleet calendar days for the relevant time period.
- (8) Daily general and administrative expenses are calculated by dividing general and administrative expenses by fleet calendar days for the relevant time period.

The following table reflects reconciliation of TCE revenues to revenues as reflected in the consolidated statements of operations and calculation of the TCE rate.

U.S. dollars in thousands, except for total operating days and average daily time charter equivalent	Three Months Ended March 31,			Year Ended December 31,			
	2013	2014	2009	2010	2011	2012	2013
Revenues	\$ 7,474	\$ 449	\$ 107,979	\$ 90,875	\$ 79,723	\$ 31,428	\$ 20,074
Less:							

Edgar Filing: TOP SHIPS INC. - Form F-1

Voyage expenses	(196)	(6)	(3,372)	(2,468)	(7,743)	(1,023)	(663)
Time charter equivalent revenues	\$ 7,278	\$ 443	\$ 104,607	\$ 88,407	\$ 71,980	\$ 30,405	\$ 19,411
Total operating days	630		4,775	4,676	4,180	2,544	1,852
<b>Average Daily Time Charter Equivalent (TCE)</b>	\$ 11,552		\$ 21,907	\$ 18,907	\$ 17,220	\$ 11,951	\$ 10,484

---

**Table of Contents**

**RISK FACTORS**

*An investment in our common shares involves risks and uncertainties. You should carefully consider the risks described below, as well as the other information included in this prospectus before deciding to invest in our common shares.*

**RISKS RELATING TO OUR COMPANY**

***Our operating fleet consists of one MR tanker, the M/T Eships Taweelah. Any limitation in the availability or operation of this vessel could have a material adverse effect on our business, results of operations and financial condition.***

Our operating fleet consists of one MR tanker, the M/T Eships Taweelah. Until the delivery of one or more of the vessels for which we have contracted, which are scheduled to be delivered to us between the first quarter of 2015 and the third quarter of 2016, or until we identify and acquire additional vessels, we will depend upon this vessel for all of our revenue. If this vessel is unable to generate revenue as a result of off-hire time, early termination of the applicable time charter or otherwise, our business, results of operations financial condition and ability to pay dividends on our common shares could be materially adversely affected.

***Newbuilding projects are subject to risks that could cause delays.***

We have entered into shipbuilding contracts for five newbuilding vessels scheduled to be delivered from Hyundai Mipo Dockyard Co., Ltd. between the first quarter of 2015 and the third quarter of 2016. Newbuilding construction projects are subject to risks of delay inherent in any large construction project from numerous factors, including shortages of equipment, materials or skilled labor, unscheduled delays in the delivery of ordered materials and equipment or shipyard construction, failure of equipment to meet quality and/or performance standards, financial or operating difficulties experienced by equipment vendors or the shipyard, unanticipated actual or purported change orders, inability to obtain required permits or approvals, design or engineering changes and work stoppages and other labor disputes, adverse weather conditions, bankruptcy or other financial crisis of the shipyard, a backlog of orders at the shipyard, or any other events of force majeure. A yard's failure to complete the project on time may result in the delay of revenue from the vessel. Any such failure or delay could have a material adverse effect on our operating results as we will continue to incur other costs to operate our business.

***If we are unable to obtain financing required to complete payments on our newbuildings, we may lose all or a portion of the payments previously made.***

We have remaining contractual commitments for the acquisition of the five newbuilding vessels of our fleet totaling approximately \$127.5 million as of the date of this prospectus, of which \$9.7 million is payable in 2014, \$51.4 million in 2015 and \$66.4 million in 2016. We had, as of March 31, 2014, a cash balance of \$4.1 million to fund these newbuilding vessels and other newbuilding or secondhand purchases. To fund the delivery installments for Hulls S407, S418, S419, S414 and S417, and to acquire further vessels, we will be required to use cash or incur borrowings or raise capital through the sale of additional equity securities. 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 are not able to borrow additional funds, raise other capital or utilize available cash on hand, we may not be able to take delivery of our contracted newbuildings or acquire other newbuilding or secondhand vessels, which could have a material adverse effect on our business, financial condition, results of operations and cash flows. If for any reason we fail to make a payment when due, which

may result in a default under our construction contracts, or otherwise fail to take delivery of a vessel, we would be prevented from realizing potential revenues from this vessel, which could have a material adverse effect on our business, results of operations and financial condition.

**Table of Contents**

Additionally, we could also lose all or a portion of our payments to the shipyard for the contracts that were paid by us and we could be liable for penalties and damages under such contracts. Even if we are successful in obtaining necessary funds, incurring additional debt may significantly increase our interest expense and financial leverage, which could limit our financial flexibility and ability to pursue other business opportunities.

*Due to market conditions, we may sell our newbuilding vessels at a loss or incur impairment charges.*

We have entered into shipbuilding contracts for five newbuilding vessels scheduled to be delivered from Hyundai Mipo Dockyard Co., Ltd. between the first quarter of 2015 and the third quarter of 2016, and have only one vessel currently operating. Since the summer of 2008, vessel values in the tanker industry have been very volatile.

The fair market value of our vessels may increase and decrease depending on the following factors:

general economic and market conditions affecting the international tanker shipping industry;

prevailing level of charter rates;

competition from other shipping companies;

types, sizes and ages of vessels;

other modes of transportation;

supply and demand for vessels;

cost of newbuildings;

price of steel;

governmental or other regulations; and

technological advances.

If we sell any vessel at a time when vessel prices have fallen, the sale price may be less than the vessel's carrying amount in our financial statements, in which case we will realize a loss. Vessel prices can fluctuate significantly, and in the case where the market value falls below the carrying amount we will evaluate the asset for a potential impairment adjustment and may be required to write down the carrying amount of the vessel in our financial statements and incur a loss and a reduction in earnings, if the estimate of undiscounted cash flows, excluding interest

charges, expected to be generated by the use of the asset is less than its carrying amount. For example, in the period from 2009 to 2013, as a result of declining vessel values, we recorded significant impairment charges and losses on the sale of vessels in an aggregate amount of approximately \$212.8 million.

***We expect to be dependent on a limited number of customers for a large part of our revenues, and failure of such counterparties to meet their obligations could cause us to suffer losses or negatively impact our results of operations and cash flows.***

In the future we may enter into various contracts, including pooling arrangements, charter agreements, shipbuilding contracts and credit facilities. All of our revenues are currently derived from one charterer, Eships Tankers Ltd., and upon delivery of our five newbuildings under construction, unless we acquire additional vessels, we expect that the majority of our revenues will be derived from three charterers, BP Shipping Limited, Eships Tankers Ltd. and Dampskibsselskabet NORDEN A/S. Such agreements 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 industry, the overall financial condition of the counterparty, charter rates received for specific types of vessels, and various expenses. 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



**Table of Contents**

availability of debt or equity financing may result in a significant reduction in the ability of charterers to make charter payments to us. In addition, in depressed market conditions, charterers and customers may no longer need a vessel that is then 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, results of operations and cash flows.

***Servicing current and future debt will limit funds available for other purposes and impair our ability to react to changes in our business.***

To finance our fleet expansion program, we have incurred and intend to incur additional secured indebtedness. We must dedicate a portion of our cash flow from operations to pay the principal and interest on our indebtedness. These payments limit funds otherwise available for working capital, capital expenditures and other purposes. Our current and expected future level of indebtedness create the possibility that we may be unable to generate cash sufficient to pay, when due, the principal of, interest on or other amounts due in respect of, our indebtedness. Our current and future debt could also have other significant consequences. For example, it could:

increase our vulnerability to general economic downturns and adverse competitive and industry conditions;

require us to dedicate a substantial portion, if not all, of our cash flow from operations to payments on our indebtedness, thereby reducing the availability of our cash flow to fund working capital, capital expenditures and other general corporate purposes;

limit our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate;

place us at a competitive disadvantage compared to competitors that have less debt or better access to capital;

limit our ability to raise additional financing on satisfactory terms or at all;

limit our ability to make investments, capital expenditures and redeem capital stock, sell vessels, incur additional indebtedness or credit liens, or to change or terminate the management of our vessels; and

adversely impact our ability to comply with the financial and other restrictive covenants in the our credit agreements, which could result in an event of default under such agreements.

Failure to make payments when due or to comply with covenants contained in any financing documents could result in the lender accelerating payment of all outstanding indebtedness and/or foreclosing on any assets we pledge as collateral. Furthermore, our future interest expense could increase if interest rates increase. If we do not have

sufficient earnings, we may be required to refinance all or part of our existing debt, sell assets, borrow more money or sell more securities, none of which we can guarantee we will be able to do.

*If we fail to manage our planned growth properly, we may not be able to successfully expand our market share.*

We intend to continue to grow our fleet in the future. Our future growth will primarily depend on our ability to:

generate excess cash flow so that we can invest without jeopardizing our ability to cover current and foreseeable working capital needs (including debt service);

raise equity and obtain required financing for our existing and new operations;

locate and acquire suitable vessels;

**Table of Contents**

identify and consummate acquisitions or joint ventures;

integrate any acquired vessel successfully with our existing operations;

hire, train and retain qualified personnel and crew to manage and operate our growing business and fleet;

enhance our customer base; and

manage expansion.

Growing any business by acquisition presents numerous risks such as undisclosed liabilities and obligations, difficulty in obtaining additional qualified personnel, managing relationships with customers and suppliers and integrating newly acquired operations into existing infrastructures. We may not be successful in executing our growth plans and we may incur significant additional expenses and losses in connection therewith.

***Our loan agreement contains restrictive covenants that may limit our liquidity and corporate activities, which could have an adverse effect on our financial condition and results of operations.***

Our existing bank loan agreement contains, and any future financing arrangements are expected to contain, customary covenants and event of default clauses, including cross-default provisions and restrictive covenants and performance requirements, which may affect operational and financial flexibility. Such restrictions could affect, and in many respects limit or prohibit, among other things, our ability to pay dividends, incur additional indebtedness, create liens, sell assets, or engage in mergers or acquisitions. These restrictions could limit our ability to plan for or react to market conditions or meet extraordinary capital needs or otherwise restrict corporate activities. There can be no assurance that such restrictions will not adversely affect our ability to finance our future operations or capital needs.

Our loan agreement with Alpha Bank of Greece, which is secured by the M/T Eships Taweelah, restricts our ability to pay dividends, requires us to maintain specified financial ratios, satisfy financial covenants and contains cross-default clauses. These financial ratios and covenants include requirements that we:

maintain a ratio of total debt to market-adjusted total assets of not more than 70%,

maintain a ratio of EBITDA to net interest expenses of not less than 2:1,

maintain minimum free liquidity of \$1.0 million; and

maintain an asset cover ratio of 125%,

As of \_\_\_\_\_, 2014, we are in compliance with the asset cover ratio covenant and the minimum free liquidity contained in this facility. Under the loan agreement, covenant testing for the other abovementioned covenants will commence from December 31, 2014.

As a result of the restrictions in our loan agreement, or similar restrictions in our future financing arrangements, we may need to seek permission 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 their permission when needed. This may prevent us from taking actions that we believe are in our best interest which may adversely impact our revenues, results of operations and financial condition.

A failure by us to meet our payment and other obligations, including our financial covenants and security coverage requirement, could lead to defaults under our secured loan agreement or our future financing arrangements. In addition, a default under one credit facility could result in the cross-acceleration of other indebtedness. Our lenders could then accelerate our indebtedness and foreclose on our fleet. The loss of our vessels would mean we could not run our business.

---

**Table of Contents**

***In the highly competitive international tanker shipping market, we may not be able to compete for charters with new entrants or established companies with greater resources.***

We employ our MR tanker, the M/T Eships Taweelah, and we will employ our newbuilding product/chemical tankers, and any additional vessels we intend to acquire, in a highly competitive market that is capital intensive and highly fragmented. The operation of tanker vessels and the transportation of cargoes shipped in these vessels, as well as the shipping industry in general, is extremely competitive. Competition arises primarily from other vessel owners, including major oil companies as well as independent tanker shipping companies, some of whom have substantially greater resources than we do. Competition for the transportation of oil and refined petroleum products can be intense and depends on price, location, size, age, condition and the acceptability of the vessel and its operators to the charterers. Due in part to the highly fragmented market, competitors with greater resources could enter and operate larger fleets through consolidations or acquisitions that may be able to offer better prices and fleets than us.

***A limited number of financial institutions hold our cash including financial institutions located in Greece.***

A limited number of financial institutions, including institutions located in Greece, hold all of our cash. Our bank accounts have been deposited from time to time with banks in Monaco, Germany, United Kingdom and Greece amongst others. Of the financial institutions located in Greece, some are subsidiaries of international banks and others are Greek financial institutions. These balances are not covered by insurance in the event of default by these financial institutions. The occurrence of such a default could have a material adverse effect on our business, financial condition, results of operations and cash flows, and we may lose part or all of our cash that we deposit with such banks.

***We may be subject to litigation that, if not resolved in our favor and not sufficiently insured against, could have a material adverse effect on us.***

We may be, from time to time, involved in various litigation matters. These matters may include, among other things, contract disputes, personal injury claims, environmental claims or proceedings, asbestos and other toxic tort claims, employment matters, governmental claims for taxes or duties, securities litigation, and other litigation that arises in the ordinary course of our business. Although we intend to defend these matters vigorously, we cannot predict with certainty the outcome or effect of any claim or other litigation matter, and the ultimate outcome of any litigation or the potential costs to resolve them may have a material adverse effect on us. Insurance may not be applicable or sufficient in all cases and/or insurers may not remain solvent, which may have a material adverse effect on our financial condition.

***We may be unable to attract and retain key management personnel and other employees in the international tanker shipping industry, which may negatively impact the effectiveness of our management and our results of operations.***

Our success depends to a significant extent upon the abilities and efforts of our management team. All of our executive officers are employees of Central Mare, a related party controlled by the family of our Chief Executive Officer, and we have entered into agreements with Central Mare for the provision of the services of Evangelos Pistiolis, as our President, Chief Executive Officer, and Director, Alexandros Tsirikos as our Chief Financial Officer and Director, Vangelis Ikonou as our Executive Vice President, Chairman and Director, and Demetris Souroullas as our Chief Technical Officer. The loss of the services of any of these individuals could adversely affect our operations, business prospects and financial condition. Difficulty in hiring and retaining personnel could adversely affect our results of operations. We do not maintain key man life insurance on any of our officers.



**Table of Contents**

***If crew is not timely hired or labor interruptions are not resolved in a timely and cost-effective manner, they could have a material adverse effect on our business, results of operations, cash flows, financial condition and available cash.***

Our fleet manager is responsible for recruiting, mainly through a crewing agent, the senior officers and all other crew members for our fleet. If crews for our vessels are not timely hired or labor interruptions are 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, cash flows, financial condition and available cash.

***If we expand our business, we will need to improve our operations and financial systems and staff; if we cannot improve these systems or recruit suitable employees, our performance may be adversely affected.***

Our current operating and financial systems may not be adequate if we implement a plan to expand the size of our fleet, and our attempts to improve those systems may be ineffective. If we are unable to operate our financial and operations systems effectively or to recruit suitable employees as we expand our fleet, our performance may be adversely affected.

***A drop in spot charter rates may provide an incentive for some charterers to default on their charters, which could affect our results of operations, cash flow and financial condition.***

When we enter into a time charter or bareboat charter, charter rates under that charter are fixed throughout the term of the charter. If the spot charter rates in the tanker shipping industry, as applicable, become significantly lower than the time charter equivalent rates that some of our charterers are obligated to pay us under our charters, the charterers may have incentive to default under that charter or attempt to renegotiate the charter. If our charterers fail to pay their obligations, we would have to attempt to re-charter our vessels at lower charter rates, and as a result we could sustain significant losses which could have a material adverse effect on our cash flow and financial condition, which would affect our ability to meet our loan repayment obligations if any, in which case our lenders could choose to accelerate our indebtedness and foreclose their liens, and we could be required to sell vessels in our fleet and our ability to continue to conduct our business would be impaired.

***An increase in operating costs could decrease earnings and available cash.***

Vessel operating costs include the costs of crew, fuel (for spot chartered vessels), provisions, deck and engine stores, insurance and maintenance and repairs, which depend on a variety of factors, many of which are beyond our control. Some of these costs, primarily relating to insurance and enhanced security measures, have been increasing. If any of 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 could decrease our earnings and available cash. We will not be able to recoup any of these increased costs for our vessels employed on time charters.

***The aging of our fleet may result in increased operating and other costs in the future, which could adversely affect our earnings.***

In general, the cost of maintaining a vessel in good operating condition increases with the age of the vessel. As our fleet ages, operating and other costs will increase. In the case of time charters, operating costs are borne by the vessel owner. Cargo insurance rates also increase with the age of a vessel, making older vessels less desirable to charterers. Governmental regulations, including environmental 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 our vessels may engage. As our fleet ages, market conditions might not justify those expenditures or enable us to operate our vessels profitably during the remainder of their useful lives.



---

**Table of Contents**

***Unless we set aside reserves or are able to borrow funds for vessel replacement, our revenue will decline at the end of a vessel's useful life, which would adversely affect our business, results of operations and financial condition.***

Unless we maintain reserves or are able to borrow or raise funds for vessel replacement, we will be unable to replace the vessels in our fleet upon the expiration of their remaining useful lives, which we estimate to be 25 years from the date of initial delivery from the shipyard. Our cash flows and income are dependent on the revenues earned by the chartering of our vessels to customers. If we are unable to replace the vessels in our fleet upon the expiration of their useful lives, our business, results of operations and financial condition will be materially and adversely affected. Moreover, it is possible that vessels will need to be replaced prior to the expiration of their estimated useful lives.

***Purchasing and operating previously owned, or secondhand, vessels may result in increased operating costs and vessels off-hire, which could adversely affect our earnings.***

We may expand our fleet through the acquisition of previously owned vessels. While we intend to rigorously inspect previously owned, or secondhand vessels prior to purchase, this does not normally provide us with the same knowledge about their condition and cost of any required (or anticipated) repairs that we would have had if these vessels had been built for and operated exclusively by us. Accordingly, we may not discover defects or other problems with such vessels prior to purchase. Any such hidden defects or problems, when detected, may be expensive to repair, and if not detected, may result in accidents or other incidents for which we may become liable to third parties. Also, when purchasing previously owned vessels, we will not receive the benefit of warranties from the builders if the vessels we buy are older than one year. In general, the costs to maintain a vessel in good operating condition increase with the age and type of the vessel. In the case of chartered-in vessels, we run the same risks.

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.

***We may not have adequate insurance to compensate us if we lose any vessels that we acquire.***

We carry insurance for our operating vessel and intend to carry insurance for all vessels we acquire against those types of risks commonly insured against by vessel owners and operators. These insurances include hull and machinery insurance, protection and indemnity insurance, which includes environmental damage and pollution insurance coverage and war risk insurance. Reasonable insurance rates can best be obtained when the size and the age/trading profile of the fleet is attractive. As a result, rates become less competitive as a fleet downsizes.

In the future, we may not be able to obtain adequate insurance coverage at reasonable rates for the vessels we acquire. The insurers may not pay particular claims. Our insurance policies contain deductibles for which we will be responsible as well as limitations and exclusions which may nevertheless increase our costs or lower our revenue.

***We may be subject to increased premium payments, or calls, if we obtain some of our insurance through protection and indemnity associations.***

We may be subject to increased premium payments, or calls, in amounts based on our claim records and the claim records of our Fleet Manager as well as the claim records of other members of the protection and indemnity associations through which we receive insurance coverage for tort liability, including pollution-related liability. 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.

---

**Table of Contents**

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

We expect that our vessels will call in 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, cash flows, financial condition and ability to pay dividends.

***Maritime claimants could arrest our vessels, which could interrupt our cash flow.***

Crew members, suppliers of goods and services to a vessel, shippers of cargo and other parties may be entitled to a maritime lien against that vessel for unsatisfied debts, claims or damages. In many jurisdictions, a maritime lienholder may enforce its lien by arresting or attaching a vessel through foreclosure proceedings. The arrest or attachment of one or more vessels could result in a significant loss of earnings for the related off-hired period. In addition, in jurisdictions where the sister ship theory of liability applies, a claimant may arrest the vessel which is subject to the claimant's maritime lien and any associated vessel, which is any vessel owned or controlled by the same owner. In countries with sister ship liability laws, claims might be asserted against us or any of our vessels for liabilities of other vessels that we own.

***Governments could requisition our vessels during a period of war or emergency, resulting in loss of earnings.***

A government could requisition our vessels for title or hire. Requisition for title occurs when a government takes control of a vessel and becomes the owner. 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 our vessels could negatively impact our revenues should we not receive adequate compensation.

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

Under the U.S. Internal Revenue Code of 1986, or the Code, 50% of the gross shipping income of a vessel owning or chartering corporation, such as ourselves and our subsidiaries, that is attributable to transportation that begins or ends, but that does not begin and end, in the U.S. is characterized as U.S. source shipping income and such income is 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. Although we have qualified for this statutory exemption in previous taxable years and have taken this position for U.S. federal income tax return reporting purposes, there are factual circumstances beyond our control that could cause us to lose the benefit of the exemption and thereby become subject to U.S. federal income tax on our U.S. source shipping income. For example, we would fail to qualify for exemption under Section 883 of the Code for a particular tax year if shareholders, each of whom owned, actually or under applicable constructive ownership rules, a 5% or greater interest in the vote and value of our common shares, owned in the aggregate 50% or more of the vote and value of such stock, and qualified shareholders as defined by the Treasury regulation under Section 883 of the Code did not own, directly or under applicable constructive ownership rules, sufficient shares in our closely-held block of common shares to preclude the shares in that closely-held block that are not so owned from representing 50% or more of the value of our common shares for more than half of the number of days during the taxable year. Establishing such ownership by qualified shareholders will depend upon the status of certain of our direct or indirect shareholders as residents of qualifying jurisdictions and whether those shareholders own their shares through bearer share arrangements. In addition, such shareholders will also be required to comply with ownership certification procedures attesting that they are residents of qualifying jurisdictions, and each intermediary or other person in the chain of ownership between us and such shareholders must undertake similar

compliance procedures. Due to the factual nature of the issues involved, we may not qualify for exemption under Section 883 of the Code for any future taxable year.

---

**Table of Contents**

*We may be treated as a passive foreign investment company, which could have adverse U.S. federal income tax consequences to U.S. shareholders.*

A foreign corporation will be treated as a passive foreign investment company, or PFIC, for U.S. federal income tax purposes if either (1) at least 75% of its gross income for any taxable year consists of certain types 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 those types of passive income. For purposes of these tests, passive income includes dividends, interest, 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. Income derived from the performance of services does not constitute passive income for this purpose. U.S. shareholders of a PFIC are subject to a disadvantageous 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.

In general, income derived from the bareboat charter of a vessel should be treated as passive income for purposes of determining whether a foreign corporation is a PFIC, and such vessel should be treated as an asset which produces or is held for the production of passive income. On the other hand, income derived from the time charter of a vessel should not be treated as passive income for such purpose, but rather should be treated as services income; likewise, a time chartered vessel should generally not be treated as an asset which produces or is held for the production of passive income.

For our 2013 taxable year, we believe that at least 50% of the average value of our assets consisted of vessels which are bareboat chartered and at least 75% of our gross income was derived from vessels on bareboat charter. Therefore, we expect to be treated as a PFIC for our 2013 taxable year. Whether we will be treated as a PFIC for any future taxable year depends on the nature and extent of our operations. In this regard, we intend to take the position that our vessels operating on voyage or time charters should be treated as assets held for the production of active income and that such income should be treated as services income, rather than rental income. Accordingly, such income should not constitute passive income, and the assets that we own and operate in connection with the production of such income, in particular, the vessels, should not constitute passive assets for purposes of determining whether we are a PFIC. There is substantial legal authority supporting this position consisting of case law and Internal Revenue Service, or IRS, pronouncements concerning the characterization of income derived from time 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 for any taxable year.

Our U.S. shareholders may face adverse U.S. federal income tax consequences and certain information reporting obligations as a result of us being treated as a PFIC. Under the PFIC rules, unless those shareholders make an election available under the Code (which election could itself have adverse consequences for such shareholders, as discussed below under *Taxation U.S. Federal Income Tax Consequences U.S. Federal Income Taxation of U.S. Holders*), such shareholders would be liable to pay U.S. federal income tax at the then prevailing income tax rates on ordinary income plus interest upon excess distributions and upon any gain from the disposition of their common shares, as if the excess distribution or gain had been recognized ratably over the shareholder's holding period of the common shares. Absent making certain elections, if we are a PFIC for any taxable year during which a U.S. shareholder owns our common shares, such U.S. shareholder will generally continue to be subject to the PFIC regime described below regardless of whether we are treated as a PFIC in any subsequent taxable year. If we are treated as a PFIC for any taxable year, a U.S. Holder will be required to file Form 8621 with the IRS under Section 1298(f) of the Code. See *Taxation U.S. Federal Income Tax Consequences U.S. Federal Income Taxation of U.S. Holders* for a more comprehensive discussion of the U.S. federal income tax consequences to U.S. shareholders if we are treated as a PFIC for any

taxable year. In addition, as a result of being treated as a PFIC for the 2013 taxable year, any dividends paid by us during 2013 and 2014 will not be eligible to be treated as qualified dividend income, which would otherwise be eligible for preferential tax rates in the hands of non-corporate U.S. shareholders.

---

**Table of Contents**

*Fluctuations in exchange rates could affect our results of operations because we generate a portion of our expenses in currencies other than U.S. dollars.*

We generate all of our revenues in U.S. dollars but incur certain expenses in currencies other than U.S. dollars, mainly Euros. During 2013, approximately 7.3% of our expenses were in Euros and approximately 0.2% were in currencies other than the U.S. dollar or Euro. This difference could lead to fluctuations in net income due to changes in the value of the U.S. dollar relative to the other currencies, in particular, the Euro. Should the Euro appreciate relative to the U.S. dollar in future periods, our expenses will increase in U.S. dollar terms, thereby decreasing our net income. We have not hedged these risks and therefore our operating results could suffer as a result.

*Because the Public Company Accounting Oversight Board is not currently permitted to inspect our independent accounting firm, you may not benefit from such inspections.*

Auditors of U.S. public companies are required by law to undergo periodic Public Company Accounting Oversight Board, or PCAOB, inspections that 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 Greece, 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. The PCAOB conducted inspections in Greece in 2008 and evaluated our auditor's performance of audits of SEC registrants and our auditor's quality controls. The PCAOB issued its report which can be found on the PCAOB website. Currently, however, the PCAOB is unable to conduct inspections in Greece until a cooperation agreement between the PCAOB and the Greek Accounting & Auditing Standards Oversight Board is reached. Accordingly, unlike for most U.S. public companies, should the PCAOB again wish to conduct an inspection it 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, our shareholders would be deprived of the possible benefits of such inspections.

**RISKS RELATED TO OUR RELATIONSHIP WITH OUR FLEET MANAGER AND ITS AFFILIATES**

*We are dependent on our Fleet Manager to perform the day-to-day management of our fleet.*

Our executive management team consists of our President and Chief Executive Officer, Evangelos Pistiolis, our Chief Financial Officer, Alexandros Tsirikos, our Executive Vice President, Vangelis Ikonou, and our Chief Technical Officer, Demetris Souroullas. Upon delivery of each newbuilding vessel and of any other vessel we acquire, we subcontract the day-to-day management of such vessel, including crewing, maintenance and repair, to our Fleet Manager. Our Fleet Manager is a related party controlled by our Chief Executive Officer. We are dependent on our Fleet Manager for the technical and commercial operation of our fleet and the loss of our Fleet Manager's services or its failure to perform obligations to us could materially and adversely affect the results of our operations. If our Fleet Manager suffers material damage to its reputation or relationships it may harm our ability to:

continue to operate our vessels and service our customers;

renew existing charters upon their expiration;

obtain new charters;

obtain financing on commercially acceptable terms;

obtain insurance on commercially acceptable terms;

maintain satisfactory relationships with our customers and suppliers; and

successfully execute our growth strategy.



---

**Table of Contents**

***Our Fleet Manager is a privately held company and there may be limited or nonpublicly available information about it.***

Our Fleet Manager is a privately held company. The ability of our Fleet Manager to provide services for our benefit will depend in part on its own financial strength. Circumstances beyond our control could impair our Fleet Manager's financial strength, and there may be limited publicly available information about its financial strength. As a result, an investor in our common shares might have little advance warning of problems affecting our Fleet Manager, even though these problems could have a material adverse effect on us.

***Our Fleet Manager may have conflicts of interest between us and its other clients.***

Upon delivery of each newbuilding vessel and any other vessel we may acquire, we subcontract the day-to-day technical and commercial management of such vessel, including crewing, maintenance, supply provisioning and repair, to our Fleet Manager. Our Fleet Manager currently provides similar services for vessels owned by other shipping companies, and it may provide similar services to companies with which our Fleet Manager is affiliated. These responsibilities and relationships could create conflicts of interest between our Fleet Manager's performance of its obligations to us, on the one hand, and our Fleet Manager's performance of its obligations to its other clients, on the other hand. These conflicts may arise in connection with obtaining new charters and/or the crewing, supply provisioning and operations of the vessels in our fleet versus vessels owned by other clients of our Fleet Manager. In particular, our Fleet Manager may give preferential treatment to vessels owned by other clients whose arrangements provide for greater economic benefit to our Fleet Manager. These conflicts of interest may have an adverse effect on our results of operations.

**RISKS RELATED TO OUR INDUSTRY**

***Our earnings may be adversely affected if we do not successfully employ our vessels once they are delivered.***

Given current market conditions, we seek to deploy our vessels on time and bareboat charters in a manner that will help us achieve a steady flow of earnings. Although period charters provide relatively steady streams of revenue, vessels committed to period charters will not be available for spot voyages during an upturn in the tanker industry cycle when spot voyages might be more profitable. If we are unable to employ our vessels on profitable time charters or trade them in the spot market profitably, our results of operations and operating cash flow may suffer if rates achieved are not sufficient to cover respective vessel operating and financial expenses.

***The international tanker industry is both cyclical and highly volatile and this may lead to reductions and volatility in our charter rates when we re-charter our vessels, our vessel values and our results of operations.***

The international tanker industry in which we operate is cyclical with attendant high volatility in charter hire rates, vessel values and industry profitability. For tanker vessels, the degree of charter rate volatility among different types of vessels has varied widely. If we enter into a charter when charter rates are low, our revenues and earnings will be adversely affected. In addition, a decline in charter hire rates likely will cause the value of our vessels to decline.

Changes in spot rates and time charters can not only affect the revenues we will receive from operations, but can also affect the value of our vessels, even if they are employed under long-term time charters. Our ability to re-charter our vessels on the expiration or termination of their time or bareboat charters and the charter rates payable under any renewal or replacement charters will depend upon, among other things, economic conditions in the tanker market.

Fluctuations in charter rates and vessel values result from changes in the supply and demand for vessels. Factors affecting the supply and demand for our vessels are outside of our control and are unpredictable. The nature, timing, direction and degree of changes in tanker industry conditions are also unpredictable. Factors that influence demand for tanker vessel capacity include:

supply and demand for refined petroleum products and crude oil;

changes in crude oil production and refining capacity and resulting shifts in trade flows for crude oil and petroleum products;

**Table of Contents**

the location of regional and global crude oil refining facilities that affect the distance commodities are to be moved by sea;

global and regional economic and political conditions, including developments in international trade, fluctuations in regional production, and armed conflicts, terrorist activities and strikes;

environmental and other legal and regulatory developments;

currency exchange rates;

weather, natural disasters and other acts of God, including hurricanes and typhoons;

competition from alternative sources of energy and for other shipping companies and other modes of transportation; and

international sanctions, embargoes, import and export restrictions, nationalizations, piracy and wars.  
The factors that influence the supply of ocean-going vessel capacity include:

the number of newbuilding deliveries;

current and expected purchase orders for vessels;

the scrapping rate of older vessels;

vessel freight rates;

the price of steel and vessel equipment;

technological advances in the design and capacity of vessels;

potential conversion of vessels to alternative use;

vessel casualties;

changes in environmental and other regulations that may limit the useful lives of vessels;

port or canal congestion;

the number of vessels that are used for storage;

the number of vessels that are out of service at a given time; and

changes in global crude oil production.

***The international tanker shipping industry has experienced drastic downturns after experiencing historically high charter rates and vessel values in early 2008, and a continued downturn in this market may have an adverse effect on our earnings, impair the carrying value of our vessels and affect compliance with our loan covenants.***

The Baltic Dirty Tanker Index, a U.S. dollar daily average of charter rates issued by the Baltic Exchange that takes into account input from brokers around the world regarding crude oil fixtures for various routes and tanker vessel sizes, declined from a high of 2,347 in July 2008 to a low of 453 in mid-April 2009, which represents a decline of 80%. While the index rose to 717 as of June 23, 2014 there can be no assurance that the crude oil charter market will increase further, and the market could decline. The Baltic Clean Tanker Index fell from 1,509 points as of June 19, 2008, to 345 points as of April 4, 2009. The index rose to 908 as of December 23, 2011, but has since dropped again to 511 as of June 23, 2014. The dramatic decline in charter rates was due to various factors, including the significant fall in demand for crude oil and petroleum products, the consequent rising inventories of crude oil and petroleum products in the United States and in other industrialized nations and the corresponding reduction in oil refining, the dramatic fall in the price of oil in 2008, and the restrictions on crude oil production that OPEC and other non-OPEC oil producing countries have imposed in an

## **Table of Contents**

effort to stabilize the price of oil. Starting from 2009 and up to 2013, the above-mentioned factors affecting the Baltic Dirty and Clean Tanker Indices partially subsided, allowing for the modest recovery of rates and a stabilization of tanker vessel values; however, tanker vessel oversupply has suppressed any increase in rates or values due to increases in crude oil or oil product demand.

A further decline in charter rates could have a material adverse effect on our business, financial condition and results of operations. If the charter rates in the tanker market decline from their current level, our future earnings may be adversely affected, we may have to record impairment adjustments to the carrying values of our fleet and we may not be able to comply with the financial covenants in our loan agreements.

***The instability of the euro or the inability of countries to refinance their debts could have a material adverse effect on our revenue, profitability and financial position.***

As a result of the credit crisis in Europe, in particular in Greece, Cyprus, Italy, Ireland, Portugal and Spain, the European Commission created the European Financial Stability Facility, or the EFSF, and the European Financial Stability Mechanism, or the EFSM, to provide funding to Eurozone countries in financial difficulties that seek such support. In March 2011, the European Council agreed on the need for Eurozone countries to establish a permanent stability mechanism, the European Stability Mechanism, or the ESM, which was established on September 27, 2012 to assume the role of the EFSF and the EFSM in providing external financial assistance to Eurozone countries. Despite these measures, concerns persist regarding the debt burden of certain Eurozone countries and their ability to meet future financial obligations and the overall stability of the euro. An extended period of adverse development in the outlook for European countries could reduce the overall demand for oil and consequently for our services. These potential developments, or market perceptions concerning these and related issues, could affect our financial position, results of operations and cash flow.

***If economic conditions throughout the world do not improve, it will impede our operations.***

Negative trends in the global economy that emerged in 2008 continue to adversely affect global economic conditions. In addition, the world economy continues to face a number of new challenges, including uncertainty related to continuing discussions in the United States regarding the federal debt ceiling and recent turmoil and hostilities in the Middle East, North Africa and other geographic areas and countries and continuing economic weakness in the European Union. The deterioration in the global economy has caused, and may continue to cause, a decrease in worldwide demand for certain goods and, thus, shipping. We cannot predict how long the current market conditions will last. However, recent and developing economic and governmental factors, together with the concurrent decline in charter rates and vessel values, have had a material adverse effect on our results of operations, financial condition and cash flows, have caused the price of our common shares to decline and could cause the price of our common shares to decline further.

The economies of the United States, the European Union and other parts of the world continue to experience relatively slow growth or remain in recession and exhibit weak economic trends. The credit markets in the United States and Europe have experienced significant contraction, deleveraging and reduced liquidity, and the U.S. federal government and state governments and European authorities continue to implement a broad variety of governmental action and/or new regulation of the financial markets. Global financial markets and economic conditions have been, and continue to be, severely disrupted and volatile. Since 2008, lending by financial institutions worldwide has remained at very low levels compared to the period proceeding 2008.

Continued economic slowdown in the Asia Pacific region, especially in Japan and China, may exacerbate the effect on us of the recent slowdown in the rest of the world. As a result, continued economic slowdown in the Asia Pacific

region, especially in Japan and China, may have a material adverse effect on our business, financial position and results of operations, as well as our future prospects. Before the global economic financial crisis that began in 2008, China had one of the world's fastest growing economies in terms of gross domestic product, or GDP, which had a significant impact on shipping demand. The growth rate of China's GDP is estimated by

**Table of Contents**

government officials to average 7.6% for the year ended December 31, 2013, as compared to approximately 7.8% for the year ended December 31, 2012, and continues to remain below pre-2008 levels. China has imposed measures to restrain lending, which may further contribute to a slowdown in its economic growth. China and other countries in the Asia Pacific region may continue to experience slowed or even negative economic growth in the future. Moreover, the current economic slowdown in the economies of the United States, the European Union and other Asian countries may further adversely affect economic growth in China and elsewhere. Our financial condition and results of operations, as well as our future prospects, would likely be impeded by a continuing or worsening economic downturn in any of these countries.

If the current global economic environment persists or worsens, we may be negatively affected in the following ways:

we may not be able to employ our vessels at charter rates as favorable to us as historical rates or at all or operate our vessels profitably; and

the market value of our vessels could decrease, which may cause us to recognize losses if any of our vessels are sold or if their values are impaired.

The occurrence of any of the foregoing could have a material adverse effect on our business, results of operations, cash flows, financial condition and ability to pay dividends.

We face risks attendant to changes in economic environments, changes in interest rates, and instability in the banking and securities markets around the world, among other factors. We cannot predict how long the current market conditions will last. However, these recent and developing economic and governmental factors, together with the concurrent decline in charter rates and vessel values, may have a material adverse effect on our results of operations and may cause the price of our common shares to decline.

***The current state of the global financial markets and current economic conditions may adversely impact our ability to obtain financing on acceptable terms and otherwise negatively impact our business.***

Global financial markets and economic conditions have been, and continue to be, volatile. Recently, operating businesses in the global economy have faced tightening credit, weakening demand for goods and services, deteriorating international liquidity conditions, and declining markets. There has been a general decline in the willingness by banks and other financial institutions to extend credit, particularly in the shipping industry, due to the historically volatile asset values of vessels. As the shipping industry is highly dependent on the availability of credit to finance and expand operations, it has been 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 obtaining money from the credit markets has increased as many lenders have 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, we cannot be certain that financing will be available to the extent required, on acceptable terms. If financing is not available when needed, or is available only on unfavorable terms, we may be unable to 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.

***We are subject to complex laws and regulations, including environmental regulations that can adversely affect the cost, manner or feasibility of doing business.***

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 will operate or are registered, which can significantly affect the ownership and operation of our vessels. These regulations include, but are not limited to the International Convention for the Prevention of



---

**Table of Contents**

Pollution from Ships, or MARPOL, the International Convention on Load Lines of 1966, the International Convention on Civil Liability for Oil Pollution Damage of 1969, generally referred to as CLC, the International Convention on Civil Liability for Bunker Oil Pollution Damage, or Bunker Convention, the International Convention for the Safety of Life at Sea of 1974, or SOLAS, the International Safety Management Code for the Safe Operation of Ships and for Pollution Prevention, or ISM Code, the Maritime Labor Convention of 2006, the International Convention for the Control and Management of Ships' Ballast Water and Sediments, or the BWM Convention, the U.S. Oil Pollution Act of 1990, or OPA, the Comprehensive Environmental Response, Compensation and Liability Act, or CERCLA, the U.S. Clean Water Act, the U.S. Clean Air Act, the U.S. Outer Continental Shelf Lands Act, the U.S. Maritime Transportation Security Act of 2002, or the MTSA, and European Union regulations. Compliance with such laws, regulations and standards, 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, but not limited to, costs relating to air emissions, the management of ballast waters, maintenance and inspection, development and implementation of emergency procedures and insurance coverage or other financial assurance of our ability to address pollution incidents. These costs could have a material adverse effect on our business, results of operations, cash flows 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 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 OPA, for example, owners, operators and bareboat charterers are jointly and severally strictly liable for the discharge of oil within the 200-mile exclusive economic zone around the United States. Furthermore, the 2010 explosion of the *Deepwater Horizon* and the subsequent release of oil into the Gulf of Mexico, or other events, may result in further regulation of the shipping industry, and modifications to statutory liability schemes, which could have a material adverse effect on our business, financial condition, results of operations and cash flows. An oil spill could result in significant liability, including fines, penalties and criminal liability and remediation costs for natural resource damages under other federal, state and local laws, as well as third-party damages. We are required to satisfy insurance and financial responsibility requirements for potential oil (including marine fuel) spills and other pollution incidents. Although insurance covers 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, cash flows and financial condition and our ability to pay dividends, if any, in the future.

***We are subject to international safety regulations and requirements imposed by classification societies and the failure to comply with these regulations may subject us to increased liability, 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 United Nations' International Maritime Organization's International Management Code for the Safe Operation of Ships and Pollution Prevention, or ISM Code. 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 a safety and environmental protection policy setting forth instructions and procedures for safe operation and describing procedures for dealing with emergencies. We expect that any vessels that we acquire in the future will be ISM Code-certified when delivered to us. The failure of a shipowner or bareboat charterer to comply with the ISM Code may subject it to increased liability, may invalidate existing insurance or decrease available insurance coverage for the affected vessels and may result in a denial of access to, or detention in, certain ports, including United States and European Union ports.

In addition, the hull and machinery of every commercial vessel must be classed by a classification society authorized by its country of registry. The classification society certifies that a vessel is safe and seaworthy in accordance with the

applicable rules and regulations of the country of registry of the vessel and the Safety of Life

---

**Table of Contents**

at Sea Convention. If a vessel does not maintain its class and/or fails any annual survey, intermediate survey or special survey, the vessel will be unable to trade between ports and will be unemployable, which will negatively impact our revenues and results from operations.

***Climate change and greenhouse gas restrictions may adversely impact our operations and markets.***

Due to concern over the risk of climate change, a number of countries and the IMO have adopted, or are considering the adoption of, regulatory frameworks to reduce greenhouse gas emissions. These regulatory measures may include, among others, adoption of cap and trade regimes, carbon taxes, increased efficiency standards, incentives or mandates for renewable energy, requirements for new fuel standards, limits on vessel speeds and local requirements for shore-side electrical power for vessels in port. In addition, although the emissions of greenhouse gases from international shipping currently are not subject to the Kyoto Protocol to the United Nations Framework Convention on Climate Change, a new treaty may be adopted in the future that includes restrictions on shipping emissions. Compliance with changes in laws, regulations and obligations relating to climate change 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.

Adverse effects upon the oil and gas industry relating to climate change, including growing public concern about the environmental impact of climate change, may also adversely affect demand for our services. For example, increased regulation of greenhouse gases or other concerns relating to climate change may reduce the demand for oil and gas in the future or create greater incentives for use of alternative energy sources. Any long-term material adverse effect on the oil and gas industry could have a significant financial and operational adverse impact on our business that we cannot predict with certainty at this time.

***Our vessels may suffer damage due to the inherent operational risks of theseaborne transportation industry and we may experience unexpected dry-docking 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 are at risk of being damaged or lost because of events such as marine disasters, bad weather and other acts of God, business interruptions caused by mechanical failures, grounding, fire, explosions and collisions, human error, war, terrorism, piracy and other circumstances or events. These hazards may result in death or injury to persons, loss of revenues or property, the payment of ransoms, environmental damage, higher insurance rates, damage to our customer relationships or delay or re-routing, which may also subject us to litigation. If our vessels suffer damage, they may need to be repaired at a dry-docking facility. The costs of dry-dock repairs are unpredictable and may be substantial. We may have to pay dry-docking costs that our insurance does not cover in full. The loss of earnings while these vessels are being repaired and repositioned, as well as the actual cost of these repairs, would decrease our earnings. In addition, space at dry-docking facilities is sometimes limited and not all dry-docking facilities are conveniently located. We may be unable to find space at a suitable dry-docking facility or our vessels may be forced to travel to a dry-docking facility that is not conveniently located to our vessels' positions. The loss of earnings while these vessels are forced to wait for space or to steam to more distant dry-docking facilities would decrease our earnings. Further, 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, financial condition, results of operations and available cash.

***An over-supply of tanker capacity may lead to reductions in charter hire rates and profitability.***

The supply of vessels generally increases with deliveries of new vessels and decreases with the scrapping of older vessels. The market supply of tankers is affected by a number of factors such as demand for energy

---

**Table of Contents**

resources, oil and petroleum products, as well as strong overall economic growth in part of the world economy, including Asia. As of December 31, 2013, newbuilding orders have been placed for an aggregate of approximately 11% of the existing global tanker fleet with the bulk of deliveries expected during 2014 to 2015.

An over-supply of tanker capacity has already resulted in a reduction of charter hire rates. If further reduction occurs, we may be unable to find profitable charters for our vessels. The occurrence of these events could have a material adverse effect on our business, results of operations, cash flows, financial condition and ability to pay dividends.

***World events could adversely affect our results of operations and financial condition.***

The continuing conflicts and recent developments in Korea, the Middle East, including Egypt, Iraq and Afghanistan, North Africa, including Libya, and Ukraine may lead to additional acts of terrorism and armed conflict around the world, which may contribute to further economic instability in the global financial markets. These uncertainties could also adversely affect our ability to obtain additional financing or, if we are able to obtain financing, to do so on terms unfavorable to us. In the past, political conflicts have 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 South China Sea. Any of these occurrences could adversely affect trade patterns and our operations by causing delays in shipping or making shipping impossible on certain routes. As a result, any of these occurrences could have a material adverse impact on our business, financial condition and results of operations and our vessels and customers.

***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 off the coast of Somalia. Although the frequency of sea piracy worldwide decreased during 2013 to its lowest level since 2009, sea piracy incidents continue to occur, particularly in the Gulf of Aden off the coast of Somalia and increasingly in the Gulf of Guinea, with tankers particularly vulnerable to such attacks. If these piracy attacks result in regions in which our vessels are deployed being characterized by insurers as war risk zones by insurers or Joint War Committee war and strikes listed areas, 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 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, financial condition and ability to pay dividends 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.

***Changes in the economic and political environment in China and policies adopted by the government to regulate its economy may have a material adverse effect on our business, financial condition and results of operations.***

The Chinese economy differs from the economies of most countries belonging to the Organization for Economic Cooperation and Development, or OECD, in respects such as structure, government involvement, level of development, growth rate, capital reinvestment, allocation of resources, rate of inflation and balance of payments position. Prior to 1978, the Chinese economy was a planned economy. Since 1978, increasing emphasis has been placed on the utilization of market forces in the development of the Chinese economy. Annual and five-year plans, or State Plans, are adopted by the Chinese government in connection with the development of the economy. Although state-owned enterprises still account for a substantial portion of the Chinese industrial output, in general, the Chinese

government is reducing the level of direct control that it exercises over the

---

**Table of Contents**

economy through State Plans and other measures. There is an increasing level of freedom and autonomy in areas such as allocation of resources, production, pricing and management and a gradual shift in emphasis to a market economy and enterprise reform. Limited price reforms were undertaken, with the result that prices for certain commodities are principally determined by market forces. Many of the reforms are unprecedented or experimental and may be subject to revision, change or abolition based upon the outcome of such experiments. If the Chinese government does not continue to pursue a policy of economic reform the level of imports to and exports from China could be adversely affected which could adversely affect our business, operating results and financial condition.

***Increased inspection procedures and tighter import and export controls could increase costs and disrupt our business.***

International shipping is subject to various security and customs inspection and related procedures in countries of origin and destination. Inspection procedures can result in the seizure of, delay in the loading, off-loading or delivery of, the contents of our vessels or the levying of customs duties, fines or other penalties against us. It is possible that changes to inspection procedures could impose additional financial and legal obligations on us. Furthermore, 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, financial condition, and results of operations.

***Rising fuel prices may adversely affect our business.***

Fuel is a significant, if not the largest, operating expense for many of our shipping operations when our vessels are not under period charter. 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 OPEC, and other oil and gas producers, war and unrest in oil producing countries and regions, regional production patterns and environmental concerns. Currently fuel prices are near historical highs, however fuel may become even more expensive in the future, which may reduce the profitability and competitiveness of our business versus other forms of transportation, such as truck or rail. When our vessels are under period employment the fuel cost is borne by the charterer.

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

***If we cannot complete the purchase of the vessels we intend to purchase with the proceeds of this offering, we may use the proceeds of this offering for general corporate purposes with which you may not agree.***

We intend to use a portion of the proceeds of this offering to finance part of our contractual commitments in relation to our fleet. If Hyundai Mipo Dockyard Co., Ltd. fails to deliver any of our newbuilding vessels, or if we cancel a construction contract because the shipyard has not met its obligations to us, our management will have the discretion to apply the proceeds of this offering that we would have used to purchase those vessels to acquire other vessels or for general corporate purposes with which you may not agree. We will not escrow the proceeds from this offering and we will not return the proceeds to you if we do not take delivery of one or more vessels. It may take a substantial period of time before we can locate and purchase other suitable vessels.

***Our share price may continue to be highly volatile, which could lead to a loss of all or part of a shareholder's investment.***

The market price of our common shares has fluctuated widely since our common shares began trading in July of 2004 on the Nasdaq National Market, now the Nasdaq Global Select Market, which we refer to as Nasdaq. Over the last few years, the stock market has experienced price and volume fluctuations. This volatility has sometimes been unrelated to

the operating performance of particular companies. During 2013, the closing



**Table of Contents**

price of our common shares experienced a high of \$16.80 on July 29, 2013 and a low of \$5.18 on March 11, 2013, and our common shares traded at \$2.13 on July 9, 2014. On August 21, 2012, we received a notification of deficiency from Nasdaq stating that market value of our publicly-held shares fell below certain minimum requirements for listing on the Nasdaq Global Select Market, with a grace period of 180 calendar days to regain compliance. Nasdaq has since notified us that we regained compliance within the applicable grace period. In addition, because the market price of our common shares has dropped below \$5.00 per share, brokers generally prohibit shareholders from using such shares as collateral for borrowing in margin accounts. This inability to continue to use our common shares as collateral may lead to sales of such shares creating downward pressure on and increased volatility in the market price of our common shares. Furthermore, if the volatility in the market continues or worsens, it could have a further adverse affect on the market price of our common shares, regardless of our operating performance.

The market price of our common shares is due to a variety of factors, including:

fluctuations in interest rates;

fluctuations in the availability or the price of oil;

fluctuations in foreign currency exchange rates;

announcements by us or our competitors;

changes in our relationships with customers or suppliers;

actual or anticipated fluctuations in our semi-annual and annual results and those of other public companies in our industry;

changes in United States or foreign tax laws;

actual or anticipated fluctuations in our operating results from period to period;

shortfalls in our operating results from levels forecast by securities analysts;

market conditions in the shipping industry and the general state of the securities markets;

mergers and strategic alliances in the shipping industry;

changes in government regulation;

a general or industry-specific decline in the demand for, and price of, our common shares resulting from capital market conditions independent of our operating performance;

the loss of any of our key management personnel; and

our failure to successfully implement our business plan.

***There may not be a continuing public market for you to resell our common shares.***

Our common shares began trading in July of 2004 on the Nasdaq National Market, and our common shares currently trade on the Nasdaq Global Select Market; however, an active and liquid public market for our common shares may not continue and you may not be able to sell your common shares in the future at the price that you paid for them or at all. As noted above, on August 21, 2012, we received a notification of deficiency from Nasdaq stating that market value of our publicly-held shares fell below certain minimum requirements for listing on the Nasdaq Global Select Market, with a grace period of 180 calendar days to regain compliance. Nasdaq has since notified us that we regained compliance within the applicable grace period.

Further, lack of trading volume in our stock may affect investors' ability to sell their shares. Our common shares have been experiencing low daily trading volumes in the market. As a result, an investor may be unable to sell all of such investor's shares in the desired time period, or may only be able to sell such shares at a significant discount to the previous closing price.

---

**Table of Contents**

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

We have authorized 1,000,000,000 shares for issuance, and 18,969,989 shares are issued and outstanding as of the date of this prospectus. Following the completion of this offering, we will have \_\_\_\_\_ common shares outstanding (or \_\_\_\_\_ common shares if the underwriters exercise their over-allotment option in full), which represents an increase of approximately \_\_\_\_\_ % in our outstanding common shares (or \_\_\_\_\_ % if the underwriters exercise their over-allotment option in full.) We may issue additional common shares or other equity securities of equal or senior rank in the future in connection with, among other things, future vessel acquisitions, repayment of outstanding indebtedness, or our equity incentive plan, without shareholder approval, in a number of circumstances. Our existing shareholders may experience significant dilution if we issue shares in the future at prices significantly below the price at which previous shareholders invested.

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

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

decrease our earnings per share if we become profitable;

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

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

the market price of our common shares may decline.

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

***Our issuance of common shares may trigger antidilution provisions in our outstanding warrants and affect the interests of our common shareholders.***

The warrants we issued in June 2014, or our 2014 Warrants, contain antidilution provisions that could be triggered by the issuance of common shares in this offering, depending on their offering price. For instance, the issuance by us of common shares for less than \$2.50 per common share, which is the current exercise price for the 2014 Warrants, could result in an adjustment downward of the exercise price of the 2014 Warrants. Accordingly, if our common shares were to be offered for \$ \_\_\_\_\_, which was the closing price for the common shares on the Nasdaq Global Select Market on July \_\_\_\_\_, 2014, the exercise price of the 2014 Warrants would be adjusted downward from \$2.50 per common share to \$ \_\_\_\_\_. This adjustment could affect the interests of our common shareholders and the trading price for our common shares.

Moreover, future issuance of our common shares or other equity or debt convertible into or issuable or exchangeable for common shares at a price per share less than the then current exercise price of the 2014 Warrants, would result in an adjustment downward of the exercise price.

***Evangelos J. Pistiolis, our President, Chief Executive Officer and Director indirectly holds approximately 40.1% of our common shares and may have the power to exert control over us, which may limit your ability to influence our actions.***

As of the date of this prospectus, Sovereign Holdings Inc., or Sovereign, Epsilon Holdings Inc, Oscar Shipholding Ltd and Race Navigation Inc., companies that are wholly-owned by our President, Chief Executive Officer and Director, Evangelos J. Pistiolis, own approximately 40.1% of our outstanding common shares. In addition, Race Navigation Inc. holds 1,250,000 warrants to purchase common shares at an exercise price of \$2.50 per common share. Due to the number of shares he indirectly holds, Mr. Pistiolis, through Sovereign, Epsilon Holdings Inc, Oscar Shipholding Ltd and Race Navigation Inc., has the power to exert considerable influence over our actions and to effectively control the outcome of matters on which our shareholders are entitled to vote, including the election of our directors and other significant corporate actions. The interests of this stockholder may be different from your interests.

---

**Table of Contents**

***We cannot assure you that our Board of Directors will declare dividends.***

The declaration and payment of dividends, if any, will always be subject to the discretion of our Board of Directors. On April 6, 2006 our Board of Directors decided to discontinue our policy of paying regular quarterly dividends. The declaration and payment of any future special dividends shall remain subject to the discretion of the Board of Directors and shall be based on general market and other conditions including our earnings, financial strength and cash requirements and availability. Our Board of Directors will determine the timing and amount of all dividend payments, based on various factors, including our earnings, financial condition, cash requirements and availability, restrictions in our loan agreements, the provisions of Marshall Islands law affecting the payment of distributions to shareholders and other factors. The international shipping industry is highly volatile, and we cannot predict with certainty the amount of cash, if any, that will be available for distribution as dividends in any period. Also, there may be a high degree of variability from period to period in the amount of cash that is available for the payment of dividends.

We may incur expenses or liabilities or be subject to other circumstances in the future that reduce or eliminate the amount of cash that we have available for distribution as dividends, including as a result of the risks described in this section of the prospectus. Our growth strategy contemplates that we will finance the acquisition of additional vessels through a combination of debt and equity financing on terms acceptable to us. If financing is not available to us on acceptable terms, our Board of Directors may determine to finance or refinance acquisitions with cash from operations, which would reduce or even eliminate the amount of cash available for the payment of dividends.

Marshall Islands law generally prohibits the payment of dividends other than from surplus (retained earnings and the excess of consideration received for the sale of shares above the par value of the shares) or while a company is insolvent or would be rendered insolvent by the payment of such a dividend. In addition, any credit facilities that we may enter into in the future may include restrictions on our ability to pay dividends.

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

Our corporate affairs are governed by our Amended and Restated Articles of Incorporation and By-laws and by the Marshall Islands Business Corporations Act, or 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 Republic of the Marshall Islands interpreting the BCA. The rights and fiduciary responsibilities of directors under the law of the Republic 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 United States 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 public shareholders may have more difficulty in protecting their interests in the face of actions by the management, directors or controlling shareholders than would shareholders of a corporation incorporated in a United States jurisdiction.

***It may not be possible for investors to serve process on or enforce U.S. judgments against us.***

We and all of our subsidiaries are incorporated in jurisdictions outside the U.S. and substantially all of our assets and those of our subsidiaries are located outside the U.S. In addition, most of our directors and officers are non-residents of the U.S., and all or a substantial portion of the assets of these non-residents are located outside the U.S. As a result, it may be difficult or impossible for U.S. investors to serve process within the U.S. upon us, our subsidiaries or our directors and officers or to enforce a judgment against us for civil liabilities in U.S. courts. In addition, you should not

assume that courts in the countries in which we or our subsidiaries are incorporated or where our assets or the assets of our subsidiaries are located (1) would enforce judgments of U.S. courts obtained in actions against us or our subsidiaries based upon the civil liability provisions of applicable U.S. federal and state securities laws or (2) would enforce, in original actions, liabilities against us or our subsidiaries based on those laws.

**Table of Contents**

*Anti-takeover provisions in our organizational documents could have the effect of discouraging, delaying or preventing a merger, amalgamation or acquisition, which could reduce the market price of our common shares.*

Several provisions of our Amended and Restated Articles of Incorporation and our Amended and Restated 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 our 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 at least 80% of the outstanding shares of our capital stock entitled to vote for the directors;

prohibiting shareholder action by written consent unless the written consent is signed by all shareholders entitled to vote on the action;

limiting the persons who may call special meetings of shareholders; and

establishing advance notice requirements for nominations for election to our Board of Directors or for proposing matters that can be acted on by shareholders at shareholder meetings.

In addition, we have entered into a Stockholders Rights Agreement that will make it more difficult for a third party to acquire us without the support of our Board of Directors and principal 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 reduce the market price of our common shares and your ability to realize any potential change of control premium.

**Table of Contents**

**CAUTIONARY STATEMENT REGARDING FORWARD LOOKING STATEMENTS**

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

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

The forward-looking statements in this prospectus are based upon various assumptions, many of which are based, in turn, upon further assumptions, including without limitation, management's examination of historical operating trends, data contained in our records and other data available from third parties. Although we believe that these assumptions were reasonable when made, because these assumptions are inherently subject to significant uncertainties and contingencies which are difficult or impossible to predict and are beyond our control, we cannot assure you that we will achieve or accomplish these expectations, beliefs or projections.

In addition to these assumptions and matters discussed elsewhere herein, important factors that, in our view, could cause actual results to differ materially from those discussed in the forward-looking statements include the strength of world economies and currencies, general market conditions, including fluctuations in charterhire rates and vessel values, changes in demand in the shipping market, including the effect of changes in OPEC's petroleum production levels and worldwide oil consumption and storage, changes in regulatory requirements affecting vessel operations including requirements for double hull tankers, changes in Top Ships Inc.'s operating expenses, including bunker prices, dry-docking and insurance costs, changes in governmental rules and regulations or actions taken by regulatory authorities, changes in the price of our capital investments, potential liability from pending or future litigation, general domestic and international political conditions, potential disruption of shipping routes due to accidents, political events, piracy or acts by terrorists, and other important factors described from time to time in the reports filed by us with the Commission.

See the section entitled Risk Factors, beginning on page 12, for a more complete discussion of these risks and uncertainties and for other risks and uncertainties. Other unknown or unpredictable factors also could harm our results. Consequently, there can be no assurance that actual results or developments anticipated by us will be realized or, even if substantially realized, that they will have the expected consequences to, or effects on, us. Given these uncertainties, prospective investors are cautioned not to place undue reliance on such forward-looking statements.



**Table of Contents**

**USE OF PROCEEDS**

We estimate that the net proceeds from this offering will be approximately \$        million or approximately \$        million if the underwriters exercise their over-allotment option in full, after deducting the underwriting discounts and commissions and estimated offering expenses payable by us.

We intend to use the proceeds from this offering to finance part of our contractual commitments in relation to our fleet and to apply any amounts not used for this purpose for working capital and general corporate purposes which may include the acquisition of other secondhand or newbuilding vessels. As of the date of this prospectus, we have remaining contractual commitments for the acquisition of our fleet totaling approximately \$127.5 million, including \$22.1 million, \$25.0 million, \$28.2 million, \$26.0 million and \$26.2 million pursuant to our newbuilding agreements for Hull S407, Hull S418, Hull S419, Hull S414 and Hull S417, respectively. Of these contractual commitments for the acquisition of our fleet, \$9.7 million is payable in 2014, \$51.4 million in 2015 and \$66.4 million in 2016. We plan to finance the remaining contractual cash commitments for our fleet with the net proceeds of this offering, borrowings under new credit facilities, cash flows from operations and net proceeds from securities offered in the public and private debt capital markets. You may not agree with how we use the proceeds of this offering. See Risk Factors beginning on page 12. We will not escrow the proceeds of this offering and we will not return the proceeds if we do not take delivery of one or more of our newbuilding vessels.

**Table of Contents**

**OUR DIVIDEND POLICY**

On April 6, 2006, our Board of Directors decided to discontinue our policy of paying regular quarterly dividends. The declaration and payment of any future special dividends shall remain subject to the discretion of the Board of Directors and shall be based on general market and other conditions including our earnings, financial strength and cash requirements and availability, restrictions in our loan agreements, the provisions of Marshall Islands law affecting the payment of distributions to shareholders and other factors. Our existing bank loan agreement restricts our ability to pay dividends.

Because by the time we take delivery of the vessels of our fleet we will be a holding company with no material assets other than the stock of our subsidiaries that will own the vessels, our ability to pay dividends will depend on the earnings and cash flow of our subsidiaries and their ability to pay dividends to us. The ability of our vessel-owning or other subsidiaries to pay dividends to us may also be restricted by, among other things, the provisions of future indebtedness, applicable corporate or limited liability company laws and other laws and regulations.

Accordingly, we cannot guarantee that we will be able to pay quarterly dividends. See also Risk Factors.

**Table of Contents****CAPITALIZATION**

The following table sets forth our consolidated capitalization at March 31, 2014:

on an actual basis; and

on an adjusted basis to give effect to:

the sale of 10,000,000 common shares and 5,000,000 warrants on June 6, 2014 at offering prices of \$2.00 per common share and \$0.00001 per warrant and to reflect the application of the net proceeds from the offering after deducting the underwriting discounts and offering expenses, the issuance of 660,000 shares and 330,000 warrants pursuant to the underwriters' partial exercise of the over-allotment option, and the exercise of                      warrants for the issuance of                      common shares; and

the drawdown of \$20.1 million of debt from the Alpha Bank facility for the financing of the M/T Eships Taweelah.

on an as further adjusted basis to give effect to:

the sale of                      common shares in this offering at an offering price of \$                      per common share and to reflect the application of the net proceeds after deducting the estimated underwriting discounts and offering expenses.

The information set forth in the table gives effect to a one-for-seven reverse split of our common shares effective as of April 21, 2014. There have been no other significant adjustments to our capitalization since March 31, 2014.

(Expressed in thousands of U.S. Dollars)	As at March 31, 2014		
	Actual	As Adjusted	As Further Adjusted
<b>Debt:</b>			
Current portion of long-term debt		\$ 1,412	
Long term portion of long-term debt		18,713	
Total debt		20,125	
<b>Shareholders' equity:</b>			
Preferred stock, \$0.01 par value; 20,000,000 shares authorized; none issued	\$ 83	190	

Common stock, \$0.01 par value; 1,000,000,000 shares authorized; 8,309,989 shares issued and outstanding at March 31, 2014 and 18,969,989 shares issued and outstanding as adjusted and shares issued and outstanding as further adjusted(1);		
Additional paid-in capital	305,982	325,710
Accumulated deficit	(278,629)	(278,629)
Total equity	27,436	47,271
<b>Total capitalization</b>	<b>\$ 27,436</b>	<b>\$ 67,396</b>

(1) Excludes any common shares issuable, if any, from the exercise of the warrants issued pursuant to our offering of common shares and warrants on June 6, 2014.

**Table of Contents****SELECTED FINANCIAL AND OTHER DATA**

The following table sets forth our selected historical consolidated financial data and other operating data for the years ended December 31, 2009, 2010, 2011, 2012 and 2013, as well as for the three months ended March 31, 2013 and 2014, and as of March 31, 2014. The following selected historical consolidated financial data is derived from our consolidated financial statements and notes thereto, which have been prepared in accordance with U.S. generally accepted accounting principles, or GAAP. The consolidated financial data for the three months ended March 31, 2013 and 2014, and as of March 31, 2014, have been derived from our unaudited interim condensed consolidated financial statements. Operating results for the three months ended March 31, 2014 are not necessarily indicative of the results that may be expected for the entire year ending December 31, 2014.

We have not included any historical financial data relating to the results of operations from the period before the acquisition of the vessels, whether acquired directly or by way of acquisition of the related vessel owning companies. Historical information relating to financial performance is not material to our decision to acquire a specific vessel and is even less so in the case of a vessel under construction that has not yet had any operations. Our decision to acquire a vessel is based on an assessment of factors that we expect will prevail when we own and operate the vessel. Therefore, we do not believe that historical financial information of a vessel prior to its acquisition by us is relevant either to us or to our investors. Please see the section of this prospectus entitled *Management's Discussion and Analysis of Financial Condition and Results of Operations - Lack of Historical Operating Data for Vessels before their Acquisition*.

Our audited consolidated financial statements of comprehensive income, shareholders' equity and cash flows for the years ended December 31, 2011, 2012 and 2013 and the consolidated balance sheets at December 2012 and 2013, together with the notes thereto, are included elsewhere in this prospectus and should be read in their entirety.

Our unaudited interim condensed consolidated financial statements of comprehensive income and cash flows for the three months ended March 31, 2013 and 2014 and the consolidated balance sheet and shareholders' equity as of March 31, 2014, together with the notes thereto, are included elsewhere in this prospectus and should be read in their entirety.

All references to our common shares and per-share data included in the selected historical consolidated financial data below have been retrospectively adjusted to reflect the one-for-seven reverse stock split effective on April 21, 2014.

<i>U.S. Dollars in thousands, except per share data</i>	<b>Three Months Ended</b>			<b>Year Ended December 31,</b>			
	<b>2013</b>	<b>2014</b>	<b>2009</b>	<b>2010</b>	<b>2011</b>	<b>2012</b>	<b>2013</b>
<b>STATEMENT OF COMPREHENSIVE INCOME/(LOSS)</b>							
Revenues	\$ 7,474	\$ 449	\$ 107,979	\$ 90,875	\$ 79,723	\$ 31,428	\$ 20,074
Other income					872		
Voyage expenses	196	6	3,372	2,468	7,743	1,023	663
Charter hire expense			10,827	480	2,380		
Amortization of deferred gain on sale and leaseback of vessels and write-off of seller's credit			(7,799)				

Edgar Filing: TOP SHIPS INC. - Form F-1

Lease termination expense			15,391		5,750		
Vessel operating expenses			23,739	12,853	10,368	814	745
Dry-docking costs			4,602	4,103	1,327		
Management fees-third parties			419	159	439		
Management fees-related parties	158	33		3,131	5,730	2,345	1,351
General and administrative expenses	431	344	23,416	18,142	15,364	7,078	3,258
(Gain)/Loss on sale of vessels				(5,101)	62,543		(14)
Vessel depreciation	2,021		31,585	32,376	25,327	11,458	6,429
Impairment on vessels			36,638		114,674	61,484	
Gain on disposal of subsidiaries							(1,591)

**Table of Contents**

U.S. Dollars in thousands, except per share data	Three Months Ended March 31,		Year Ended December 31,				
	2013	2014	2009	2010	2011	2012	2013
<b>Operating income / (loss)</b>	\$ 4,668	\$ 66	\$ (34,211)	\$ 22,264	\$ (171,050)	\$ (52,774)	\$ 9,233
Interest and finance costs	(1,912)	(44)	(13,969)	(14,776)	(16,283)	(9,345)	(7,443)
Loss on derivative financial instruments	(69)		(2,081)	(5,057)	(1,793)	(447)	(171)
Interest income	29	37	235	136	95	175	131
Other income / (expense), net	10	(5)	(170)	(54)	(81)	(1,593)	(342)
<b>Net income / (loss)</b>	\$ 2,726	\$ 54	\$ (50,196)	\$ 2,513	\$ (189,112)	\$ (63,984)	\$ 1,408
Other Comprehensive income / (loss)			64	(51)			
<b>Comprehensive income / (loss)</b>	\$ 2,726	\$ 54	\$ (50,132)	\$ 2,462	\$ (189,112)	\$ (63,984)	\$ 1,408
Earnings / (loss) per share, basic and diluted	\$ 1.12	\$ 0.02	\$ (124.31)	\$ 5.60	\$ (209.97)	(26.36)	\$ 0.58
Weighted average common shares outstanding, basic	2,431,113	3,232,168	403,294	439,325	900,668	2,427,083	2,437,361
Weighted average common shares outstanding, diluted	2,432,184	3,232,168	403,294	439,677	900,668	2,427,083	2,444,504

U.S. dollars in thousands	Three Months Ended March 31,		As of December 31,			
	2014	2009	2010	2011	2012	2013
<b>BALANCE SHEET DATA</b>						
Current assets	\$ 3,365	\$ 3,787	\$ 3,420	\$ 14,866	\$ 26,735	\$ 10,262
Total assets	39,380	675,149	622,091	296,373	211,415	27,868
Current liabilities, including current portion of long-term debt	7,959	427,953	366,609	219,690	193,630	8,605
Non-current liabilities	3,985				4,706	4,468
Total debt		399,087	337,377	193,749	172,619	
Common shares	83	5	5	24	24	25
Stockholders equity	27,436	247,196	255,482	76,684	13,079	14,795

Three Months Ended  
March 31,

Year Ended December 31,

**U.S. dollars, except for  
fleet data**

	2013	2014	2009	2010	2011	2012	2013
<b>FLEET DATA</b>							
Total number of vessels at end of period	7		13.0	13.0	7.0	7.0	0.0
Average number of vessels(1)	7		13.7	13.1	11.7	7.0	5.1
Total calendar days for fleet(2)	630		5,008	4,781	4,281	2,562	1,852
Total available days for fleet(3)	630		4,813	4,686	4,218	2,546	1,852
Total operating days for fleet(4)	630		4,775	4,676	4,180	2,544	1,852
Total time charter days for fleet			2,841	2,076	1,109	124	
Total bareboat charter days for fleet	630		1,934	2,555	2,551	2,420	1,852
Total spot market days for fleet				45	520		
Fleet utilization(5)	100%	%	99.20%	99.80%	99.1%	99.92%	100.00%
<b>AVERAGE DAILY RESULTS</b>							
Time charter equivalent(6)	\$ 11,552		\$ 21,907	\$ 18,907	\$ 17,220	\$ 11,951	\$ 10,484
Vessel operating expenses(7)			\$ 4,740	\$ 2,688	\$ 2,422	\$ 318	\$ 402
General and administrative expenses(8)	\$ 684		\$ 4,676	\$ 3,795	\$ 3,589	\$ 2,763	\$ 1,759

- (1) Average number of vessels is the number of vessels that constituted our fleet (including leased vessels) for the relevant period, as measured by the sum of the number of days each vessel was a part of our fleet during the period divided by the number of calendar days in that period.
- (2) Calendar days are the total days the vessels were in our possession for the relevant period. Calendar days are an indicator of the size of our fleet over the relevant period and affect both the amount of revenues and expenses that we record during that period.



**Table of Contents**

- (3) Available days are the number of calendar days less the aggregate number of days that our vessels are off-hire due to scheduled repairs or scheduled guarantee inspections in the case of newbuildings, vessel upgrades or special or intermediate surveys and the aggregate amount of time that we spend positioning our vessels. Companies in the shipping industry generally use available days to measure the number of days in a period during which vessels should be capable of generating revenues. We determined to use available days as a performance metric, for the first time, in the second quarter and first half of 2009. We have adjusted the calculation method of utilization to include available days in order to be comparable with shipping companies that calculate utilization using operating days divided by available days.
- (4) Operating days are the number of available days in a period less the aggregate number of days that our vessels are off-hire due to unforeseen circumstances. The shipping industry uses operating days to measure the aggregate number of days in a period that our vessels actually generate revenue.
- (5) Fleet utilization is calculated by dividing the number of operating days during a period by the number of available days during that period. The shipping industry uses fleet utilization to measure a company's efficiency in finding suitable employment for its vessels and minimizing the number of days that its vessels are off-hire for reasons other than scheduled repairs or scheduled guarantee inspections in the case of newbuildings, vessel upgrades, special or intermediate surveys and vessel positioning. We used a new calculation method for fleet utilization, for the first time, in the second quarter and first half of 2009. In all prior filings and reports, utilization was calculated by dividing operating days by calendar days. We have adjusted the calculation method in order to be comparable with most shipping companies, which calculate utilization using operating days divided by available days.
- (6) Time charter equivalent rate, or TCE rate, is a measure of the average daily revenue performance of a vessel on a per voyage basis. Our method of calculating TCE rate is consistent with industry standards and is determined by dividing time charter equivalent revenues or TCE revenues by operating days for the relevant time period. TCE revenues are revenues minus voyage expenses. Voyage expenses primarily consist of port, canal and fuel costs that are unique to a particular voyage, which would otherwise be paid by the charterer under a time charter contract, as well as commissions. TCE revenues and TCE rate, which are non-GAAP measures, provide additional meaningful information in conjunction with shipping revenues, the most directly comparable GAAP measure, because it assists our management in making decisions regarding the deployment and use of our vessels and in evaluating their financial performance. The table below reflects the reconciliation of TCE revenues to revenues as reflected in the consolidated statements of operations and our calculation of TCE rates for the periods presented.
- (7) Daily vessel operating expenses, which include crew costs, provisions, deck and engine stores, lubricating oil, insurance, maintenance and repairs are calculated by dividing vessel operating expenses by fleet calendar days for the relevant time period.
- (8) Daily general and administrative expenses are calculated by dividing general and administrative expenses by fleet calendar days for the relevant time period.

The following table reflects reconciliation of TCE revenues to revenues as reflected in the consolidated statements of operations and calculation of the TCE rate.

<i>U.S. dollars in thousands, except for total operating days and average daily time charter equivalent</i>	<b>Three Months Ended</b>			<b>Year Ended December 31,</b>			
	<b>March 31,</b>			<b>2010</b>	<b>2011</b>	<b>2012</b>	<b>2013</b>
	<b>2013</b>	<b>2014</b>	<b>2009</b>				
Revenues	\$ 7,474	\$ 449	\$ 107,979	\$ 90,875	\$ 79,723	\$ 31,428	\$ 20,074
Less:							

Edgar Filing: TOP SHIPS INC. - Form F-1

Voyage expenses	(196)	(6)	(3,372)	(2,468)	(7,743)	(1,023)	(663)
Time charter equivalent revenues	\$ 7,278	\$ 443	\$ 104,607	\$ 88,407	\$ 71,980	\$ 30,405	\$ 19,411
Total operating days	630		4,775	4,676	4,180	2,544	1,852
<b>Average Daily Time Charter Equivalent (TCE)</b>	\$ 11,552		\$ 21,907	\$ 18,907	\$ 17,220	\$ 11,951	\$ 10,484

**Table of Contents****PRICE RANGE OF OUR COMMON SHARES**

Our common shares trade on the Nasdaq Global Select Market under the symbol TOPS. All share prices have been adjusted to account for a 1-for-10 reverse stock split of our common shares effected on June 24, 2011 and a 1-for-7 reverse stock split of our common shares effected on April 21, 2014. The following table sets forth the high and low closing prices for each of the periods indicated for our common shares.

	<b>High</b>	<b>Low</b>
<b>For the Year Ended December 31,</b>		
2013	\$ 20.51	\$ 4.90
2012	\$ 36.40	\$ 6.16
2011	\$ 81.20	\$ 7.00
2010	\$ 91.00	\$ 43.40
2009	\$ 271.60	\$ 47.18
<b>For the Quarter Ended</b>		
March 31, 2014	\$ 14.77	\$ 8.47
December 31, 2013	\$ 14.70	\$ 9.10
September 30, 2013	\$ 20.51	\$ 9.17
June 30, 2013	\$ 12.18	\$ 8.12
March 31, 2013	\$ 10.85	\$ 4.90
December 31, 2012	\$ 10.15	\$ 6.16
September 30, 2012	\$ 13.09	\$ 7.77
June 30, 2012	\$ 26.25	\$ 8.47
March 31, 2012	\$ 20.23	\$ 7.00
<b>For the Month</b>		
July 2014 (through and including July 10, 2014)	\$ 2.20	\$ 2.10
June 2014	\$ 3.25	\$ 1.81
May 2014	\$ 6.37	\$ 3.62
April 2014	\$ 10.15	\$ 6.57
March 2014	\$ 10.50	\$ 9.66
February 2014	\$ 12.18	\$ 8.47
January 2014	\$ 14.77	\$ 11.20

---

**Table of Contents**

**MANAGEMENT'S DISCUSSION AND ANALYSIS**

*The following presentation of management's discussion and analysis of financial condition and results of operations should be read in conjunction with our consolidated financial statements, accompanying notes thereto and other financial information appearing elsewhere in this prospectus. You should also carefully read the following discussion with Risk Factors, The International Refined Petroleum Products Shipping Industry, Forward-Looking Statements and Selected Financial and Other Data. The consolidated financial statements as of and for the years ended December 31, 2013, 2012, 2011 and 2010 as well as the unaudited interim condensed consolidated financial statements for the three months ended March 31, 2013 and 2014 have been prepared in accordance with U.S. GAAP. The consolidated financial statements are presented in U.S. Dollars unless otherwise indicated.*

**Overview**

We are a provider of international seaborne transportation services, carrying petroleum products and crude oil for the oil industry. As of the date of this prospectus, our fleet of product/chemical tankers consists of one tanker and is expected to consist of an additional five newbuilding vessels: three 50,000 dwt product/chemical tankers and two 39,000 dwt product/chemical tankers, scheduled for delivery from Hyundai Mipo Dockyard Co., Ltd. between the first quarter of 2015 and the third quarter of 2016. On June 20, 2014, we took delivery of our first newbuilding vessel, Hull S406, which we renamed the M/T Eships Taweelah.

We intend to continue to review the market in order to identify potential acquisition targets on terms which are accretive to our earnings per share.

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

**Segments and Continuing Operations**

Following the acquisition of five drybulk vessels in 2007, we reported our income in two segments, the tanker segment and the drybulk segment. In 2011, we sold four of our drybulk vessels and held the fifth drybulk vessel for sale, the M/V Evian. As a result, we determined that as of December 31, 2011, our drybulk segment should be reflected as discontinued operations. During 2012, we entered into a bareboat agreement to charter-out the M/V Evian through December 15, 2014 at a rate of \$7,000 per day and decided to change the plan of sale of the M/V Evian. As of December 31, 2012, we reclassified the M/V Evian as held for use. As a result, the Dry bulk business was reclassified to continuing operations for all periods presented. In evaluating the ongoing business operations, the Company determined that since tankers and dry bulk carriers have similar economic characteristics, and as the chief operating decision maker reviews operating results solely by revenue per day and operating results of the fleet, we concluded that in 2012 and 2013 we operated under one segment.

**Factors Affecting our Results of Operations**

We believe that the important measures for analyzing trends in the results of our operations consist of the following:

Calendar days. We define calendar days as the total number of days the vessels were in our possession for the relevant period. Calendar days are an indicator of the size of our fleet during the relevant period and affect both the amount of revenues and expenses that we record during that period.

Available days. We define available days as the number of calendar days less the aggregate number of days that our vessels are off-hire due to scheduled repairs, or scheduled guarantee inspections in the

## **Table of Contents**

case of newbuildings, vessel upgrades or special or intermediate surveys and the aggregate amount of time that we spend positioning our vessels. Companies in the shipping industry generally use available days to measure the number of days in a period during which vessels should be capable of generating revenues.

**Operating days.** We define operating days as the number of available days in a period less the aggregate number of days that our vessels are off-hire due to unforeseen circumstances. The shipping industry uses operating days to measure the aggregate number of days in a period that our vessels actually generate revenues.

**Fleet utilization.** We calculate fleet utilization by dividing the number of operating days during a period by the number of available days during that period. The shipping industry uses fleet utilization to measure a company's efficiency in finding suitable employment for its vessels and minimizing the number of days that its vessels are off-hire for reasons other than scheduled repairs or scheduled guarantee inspections in the case of newbuildings, vessel upgrades, special or intermediate surveys and vessel positioning.

**Spot Charter Rates.** Spot charter rates are volatile and fluctuate on a seasonal and year-to-year basis. Fluctuations derive from imbalances in the availability of cargoes for shipment and the number of vessels available at any given time to transport these cargoes.

**Bareboat Charter Rates.** Under a bareboat charter party, all operating costs, voyage costs and cargo-related costs are covered by the charterer, who takes both the operational and the shipping market risk.

**TCE Revenues / TCE Rates.** We define TCE revenues as revenues minus voyage expenses. Voyage expenses primarily consist of port, canal and fuel costs that are unique to a particular voyage, which would otherwise be paid by a charterer under a time charter, as well as commissions. We believe that presenting revenues net of voyage expenses neutralizes the variability created by unique costs associated with particular voyages or the deployment of vessels on the spot market and facilitates comparisons between periods on a consistent basis. We calculate daily TCE rates by dividing TCE revenues by operating days for the relevant time period. TCE revenues include demurrage revenue, which represents fees charged to charterers associated with our spot market voyages when the charterer exceeds the agreed upon time required to load or discharge a cargo. We calculate daily direct vessel operating expenses and daily general and administrative expenses for the relevant period by dividing the total expenses by the aggregate number of calendar days that we owned each vessel for the period.

In accordance with GAAP measures, we report revenues in our income statements and include voyage expenses among our expenses. However, in the shipping industry the economic decisions are based on vessels' deployment upon anticipated TCE rates, and industry analysts typically measure shipping freight rates in terms of TCE rates. This is because under time-charter and bareboat contracts the customer usually pays the voyage expenses, while under voyage charters the ship-owner usually pays the voyage expenses, which typically are added to the hire rate at an approximate cost. Consistent with industry practice, management uses TCE as it provides a means of comparison between different types of vessel employment and, therefore, assists the decision-making process.

## **Voyage Revenues**

Our voyage revenues are driven primarily by the number of vessels in our fleet, the number of operating days during which our vessels generate revenues and the amount of daily charterhire that our vessels earn under charters, which, in turn, are affected by a number of factors, including our decisions relating to vessel acquisitions and disposals, the amount of time that we spend positioning our vessels, the amount of time that our vessels spend in dry-dock undergoing repairs, maintenance and upgrade work, the duration of the charter, the age, condition and specifications of our vessels, levels of supply and demand in the global transportation market for oil products or bulk cargo and other factors affecting spot market charter rates such as vessel supply and demand imbalances.

## **Table of Contents**

Vessels operating on period charters, time charters or bareboat charters provide more predictable cash flows, but can yield lower profit margins than vessels operating in the short-term, or spot, charter market during periods characterized by favorable market conditions. Vessels operating in the spot charter market, either directly or through a pool arrangement, generate revenues that are less predictable, but may enable us to capture increased profit margins during periods of improvements in charter rates, although we are exposed to the risk of declining charter rates, which may have a materially adverse impact on our financial performance. If we employ vessels on period charters, future spot market rates may be higher or lower than the rates at which we have employed our vessels on period time charters.

Under a time charter, the charterer typically pays us a fixed daily charter hire rate and bears all voyage expenses, including the cost of bunkers (fuel oil) and port and canal charges. We remain responsible for paying the chartered vessel's operating expenses, including the cost of crewing, insuring, repairing and maintaining the vessel, the costs of spares and consumable stores, tonnage taxes and other miscellaneous expenses, and we also pay commissions to our Fleet Manager, one or more unaffiliated ship brokers and to in-house brokers associated with the charterer for the arrangement of the relevant charter.

Under a bareboat charter, the vessel is chartered for a stipulated period of time which gives the charterer possession and control of the vessel, including the right to appoint the master and the crew. Under bareboat charters all voyage and operating costs are paid by the charterer.

We may in the future operate vessels in the spot market until the vessels have been chartered under appropriate medium to long-term charters.

## **Voyage Expenses**

Voyage expenses primarily consist of port charges, canal dues, bunkers (fuel costs) and commissions. All these expenses, except commissions, are paid by the charterer under a time charter or bareboat charter contract. The amount of voyage expenses are primarily driven by the routes that the vessels travel, the amount of ports called on, the canals crossed and the price of bunker fuels paid.

## **Charter Hire Expenses**

Charter hire expenses include lease payments for vessels we charter-in. In October 2010, we entered into a bareboat charter-in agreement for the M/T Delos that required us to make lease payments through September 2015, however, in October 15, 2011, we terminated the bareboat charter for the M/T Delos and redelivered the vessel to its owners. Please see Note 17 of our unaudited interim condensed consolidated financial statements included herein.

## **Vessel Operating Expenses**

Vessel operating expenses include crew wages and related costs, the cost of insurance, expenses relating to repairs and maintenance, the costs of spares and consumable stores, tonnage taxes and value added tax, or VAT, and other miscellaneous expenses for vessels that we own or lease under our operating leases. We analyze vessel operating expenses on a U.S. dollar/day basis. Additionally, vessel operating expenses can fluctuate due to factors beyond our control, such as unplanned repairs and maintenance attributable to damages or regulatory compliance and factors which may affect the shipping industry in general, such as developments relating to insurance premiums, or developments relating to the availability of crew.

## **Dry-docking Costs**



Dry-docking costs relate to regularly scheduled intermediate survey or special survey dry-docking necessary to preserve the quality of our vessels as well as to comply with international shipping standards and environmental

## **Table of Contents**

laws and regulations. Dry-docking costs can vary according to the age of the vessel, the location where the dry-dock takes place, shipyard availability, local availability of manpower and material, the billing currency of the yard, the number of days the vessel is off-hire and the diversion necessary in order to get from the last port of employment to the yard and back to a position for the next employment. Please see Note 2 of our consolidated financial statements included herein. In the case of tankers, dry-docking costs may also be affected by new rules and regulations. For further information, please see Business Environmental and Other Regulations.

### **Management Fees Third Parties**

These costs relate to management fees to non-related parties.

### **Management Fees Related Parties**

As of March 31, 2014, we had outsourced to Central Shipping Monaco SAM ( CSM ), a related party controlled by the Company's Chief Executive Officer, all operational, technical and commercial functions relating to the chartering and operation of our vessels. We outsourced the above functions pursuant to a letter agreement concluded between CSM and Top Ships and management agreements concluded between CSM and our vessel-owning subsidiaries on March 10, 2014. From July 1, 2010 until March 10, 2014, Central Mare Inc ( Central Mare ), a related party controlled by the family of the Company's Chief Executive Officer, was responsible for all of the chartering, operational and technical management of our fleet.

### **General and Administrative Expenses**

Our general and administrative expenses include executive compensation paid to Central Mare, a related party controlled by the family of our Chief Executive Officer, for the provision of our executive officers, office rent, legal and auditing costs, regulatory compliance costs, other miscellaneous office expenses, non-cash stock compensation, and corporate overhead. Central Mare provides the services of the individuals who serve in the position of Chief Executive Officer, Chief Financial Officer, Executive Vice President and Chief Technical Officer as well as certain administrative employees.

General and administrative expenses are mainly Euro denominated, except for some legal fees and share-based compensation related expenses and are therefore affected by the conversion rate of the U.S. dollar versus the Euro.

### **Interest and Finance Costs**

We have historically incurred interest expense and financing costs in connection with vessel-specific debt. Interest expense was directly related with the repayment schedule of our loans, the prevailing LIBOR at the time and the relevant margin. Currently the only liability we have that bears interest that fluctuates according to the prevailing LIBOR rates relates to the outstanding balance of the termination fee outstanding (see Note 17 to our unaudited interim condensed consolidated financial statements included herein).

### **Inflation**

Inflation has not had a material effect on our expenses. In the event that significant global inflationary pressures appear, these pressures would increase our operating, voyage, administrative and financing costs.

In evaluating our financial condition, we focus on the above measures to assess our historical operating performance and we use future estimates of the same measures to assess our future financial performance. In assessing the future

performance of our fleet, the greatest uncertainty relates to future charter rates at the expiration of a vessel's present period employment, whether under a time charter or a bareboat charter. Decisions about future purchases and sales of vessels are based on the availability of excess internal funds, the availability

## **Table of Contents**

of financing and the financial and operational evaluation of such actions and depend on the overall state of the shipping market and the availability of relevant purchase candidates.

### **Lack of Historical Operating Data for Vessels Before Their Acquisition**

We have not included any historical financial data relating to the results of operations from the period before the acquisition of the vessels, whether acquired directly or by way of acquisition of the related vessel owning companies. Historical information relating to financial performance is not material to our decision to acquire a specific vessel and is even less so in the case of a vessel under construction that has not yet had any operations. Our decision to acquire a vessel is based on an assessment of factors that we expect will prevail when we own and operate the vessel. Therefore, we do not believe that historical financial information of a vessel prior to its acquisition by us is relevant either to us or to our investors. Consistent with shipping industry practice, we treat the acquisition of vessels, whether direct acquisition of a vessel or acquisition of a ship owning company, as the acquisition of an asset rather than a business.

Although vessels are generally acquired free of charter, we have acquired (and may in the future acquire) some vessels with time charters. Where a vessel has been under a voyage charter, the vessel is usually delivered to the buyer free of charter. It is rare in the shipping industry for the last charterer of the vessel in the hands of the seller to continue as the first charterer of the vessel in the hands of the buyer. In most cases, when a vessel is under time charter and the buyer wishes to assume that charter, the vessel cannot be acquired without the charterer's consent and the buyer entering into a separate direct agreement (a novation agreement) with the charterer to assume the charter. The purchase of a vessel itself does not transfer the charter because it is a separate agreement between the vessel owner and the charterer.

Where we identify any intangible assets or liabilities associated with the acquisition of a vessel, we allocate the purchase price to identified tangible and intangible assets or liabilities based on their relative fair values. Fair value is determined by reference to market data and the discounted amount of expected future cash flows. Where we have assumed an existing charter obligation or entered into a time charter with the existing charterer in connection with the purchase of a vessel at charter rates that are less than market charter rates, we record a liability, based on the difference between the assumed charter rate and the market charter rate for an equivalent vessel. Conversely, where we assume an existing charter obligation or enter into a time charter with the existing charterer in connection with the purchase of a vessel at charter rates that are above market charter rates, we record an asset, based on the difference between the market charter rate for an equivalent vessel and the contracted charter rate. This determination is made at the time the vessel is delivered to us, and such assets and liabilities are amortized as a reduction or increase to revenue over the remaining period of the charter.

During 2011, 2012 and 2013 and the first quarter of 2014, we did not acquire any vessels with existing time charter arrangements.

When we purchase a vessel and assume or renegotiate a related time charter, we must take the following steps before the vessel will be ready to commence operations:

obtain the charterer's consent to us as the new owner;

obtain the charterer's consent to a new technical manager;

in some cases, obtain the charterer's consent to a new flag for the vessel;

arrange for a new crew for the vessel, and where the vessel is on charter, in some cases, the crew must be approved by the charterer;

replace all hired equipment on board, such as gas cylinders and communication equipment;

negotiate and enter into new insurance contracts for the vessel through our own insurance brokers; and

register the vessel under a flag state and perform the related inspections in order to obtain new trading certificates from the flag state.

**Table of Contents**

The following discussion is intended to help you understand how acquisitions of vessels affect our business and results of operations. Our business is comprised of the following main elements:

ownership, employment and operation of tankers; and

management of the financial, general and administrative elements involved in the conduct of our business and ownership of tankers.

The employment and operation of our vessels require the following main components:

vessel maintenance and repair;

crew selection and training;

vessel spares and stores supply;

contingency response planning;

onboard safety procedures auditing;

accounting;

vessel insurance arrangement;

vessel chartering;

vessel security training and security response plans (ISPS);

obtain ISM certification and audit for each vessel within the six months of taking over a vessel;

vessel hire management;

vessel surveying; and

vessel performance monitoring.

The management of financial, general and administrative elements involved in the conduct of our business and ownership of our vessels requires the following main components:

management of our financial resources, including banking relationships, i.e., administration of bank loans and bank accounts;

management of our accounting system and records and financial reporting;

administration of the legal and regulatory requirements affecting our business and assets; and

management of the relationships with our service providers and customers.

The principal factors that affect our profitability, cash flows and shareholders' return on investment include:

charter rates and periods of charter hire for our tankers;

utilization of our tankers (earnings efficiency);

levels of our tankers' operating expenses and dry-docking costs;

depreciation and amortization expenses;

financing costs; and

fluctuations in foreign exchange rates.

Table of Contents**RESULTS OF OPERATIONS FOR THE THREE MONTHS ENDED MARCH 31, 2013 AND MARCH 31, 2014**

The following table depicts changes in the results of operations for the three months ended March 31, 2014 compared to the three months ended March 31, 2013.

	<b>Three months ended March 31</b>		<b>Change March 31, 2013 vs March 31, 2014</b>	
	<b>2013</b>	<b>2014</b>	<b>\$</b>	<b>%</b>
	<i>(\$ in thousands)</i>			
<b>Voyage Revenues</b>	<b>7,474</b>	<b>449</b>	<b>(7,025)</b>	<b>-94.0%</b>
Voyage expenses	196	6	(190)	-96.9%
Vessel depreciation	2,021		(2,021)	-100.0%
Management fees related parties	158	33	(125)	-79.1%
General and administrative expenses	431	344	(87)	-20.2%
<b>Expenses</b>	<b>2,806</b>	<b>383</b>	<b>(2,423)</b>	<b>-86.4%</b>
<b>Operating income (loss)</b>	<b>4,668</b>	<b>66</b>	<b>(4,602)</b>	<b>-98.6%</b>
Interest and finance costs	(1,912)	(44)	(1,868)	-97.7%
Gain / (loss) on financial instruments	(69)		(69)	-100.0%
Interest income	29	37	8	27.6%
Other, net	10	(5)	(15)	-150.0%
<b>Total other income (expenses), net</b>	<b>(1,942)</b>	<b>(12)</b>	<b>(1,930)</b>	<b>-99.4%</b>
<b>Net gain (loss)</b>	<b>2,726</b>	<b>54</b>	<b>(2,672)</b>	<b>-98.0%</b>

**PERIOD IN PERIOD COMPARISON OF OPERATING RESULTS****1. Voyage Revenues**

	<b>Three months ended March 31,</b>		<b>Change March 31, 2013 vs March 31, 2014</b>	
	<b>2013</b>	<b>2014</b>	<b>\$</b>	<b>%</b>
	<i>(\$ in thousands)</i>			
<b>Revenues</b>	<b>7,474</b>	<b>449</b>	<b>(7,025)</b>	<b>-94.0%</b>

During the three months ended March 31, 2014, revenues decreased by \$7.0 million, or 94.0%, compared to the three months ended March 31, 2013. This decrease was due to the sale of M/T UACC Sila in April 30, 2013 and the disposal in October 2013 of the subsidiaries which owned our six remaining vessels (namely M/Ts Miss Marilena, Lichtenstein, UACC Shams, Britto, Hongbo and M/V Evian) that resulted in a reduction in revenue of \$7.5 million as in the first quarter of 2014 we had no operating vessels. This reduction was offset by a collection of demurrage revenue amounting to \$0.4 million for the vessel M/T Noiseless that was due from 2007.

***Expenses*****1. Voyage expenses**



	<i>Three months ended March 31,</i>		<i>Change</i>	
	<b>2013</b>	<b>2014</b>	<i>March 31, 2013 vs March 31, 2014</i>	
	<i>(\$ in thousands)</i>		\$	%
<b>Voyage expenses</b>	196	6	(190)	-96,9%

Voyage expenses primarily consist of port charges, including bunkers (fuel costs), canal dues and commissions.

During the three months ended March 31, 2014, voyage expenses decreased by \$0.2 million, or 96.9%, compared to the three months ended March 31, 2013. This decrease was due to the sale of our fleet in the period

**Table of Contents**

from April to October 2013. As in the first quarter of 2014 we had no operating vessels we incurred no voyage expenses apart from an insignificant amount relating to voyage commissions on demurrage income.

**2. Vessel depreciation**

	<i>Three months ended March 31,</i>		<i>Change</i>	
	<b>2013</b>	<b>2014</b>	<i>March 31, 2013 vs March 31, 2014</i>	
	<i>(\$ in thousands)</i>		<i>\$</i>	<i>%</i>
<b>Vessel depreciation</b>	2,021		(2,021)	-100,0%

During the three months ended March 31, 2014, vessel depreciation decreased by \$2 million, or 100%, compared to the three months ended March 31, 2013. This decrease was due to the sale of our fleet in the period from April to October 2013. As in the first quarter of 2014 we had no operating vessels we incurred no vessel depreciation expense.

**3. Management fees related parties**

	<i>Three months ended March 31,</i>		<i>Change</i>	
	<b>2013</b>	<b>2014</b>	<i>March 31, 2013 vs March 31, 2014</i>	
	<i>(\$ in thousands)</i>		<i>\$</i>	<i>%</i>
<b>Management fees related parties</b>	158	33	(125)	-79,1%

During the three months ended March 31, 2014, management fees to related parties decreased by \$0.1 million, or 79.1%, compared to the three months ended March 31, 2013. This decrease was due to the sale of our fleet in the period from April to October 2013. As in the first quarter of 2014 we had no operating vessels, the management fees incurred to related parties that related mainly to the provision of accounting, reporting and information-system related services.

**4. General and administrative expenses**

	<i>Three months ended March 31,</i>		<i>Change</i>	
	<b>2013</b>	<b>2014</b>	<i>March 31, 2013 vs March 31, 2014</i>	
	<i>(\$ in thousands)</i>		<i>\$</i>	<i>%</i>
<b>General and administrative expenses</b>	431	344	(87)	-20,2%

During the three months ended March 31, 2014, our general and administrative expenses decreased by \$0.1 million, or 20.2%, compared to the three months ended March 31, 2013. This decrease is mainly due to a reduction in manager

and employee related expenses of \$0.2 million as a result of our management's effort to contain costs. Also, during the first quarter of 2014, depreciation of other fixed assets (non-vessels) decreased by \$0.1 million and stock-based compensation decreased by \$0.1 million. These decreases were offset by an foreign exchange gain of \$0.1 million in the first quarter of 2013, absent in the first quarter of 2014, an increase in other general and administrative expenses of \$0.1 million and an increase in legal and consulting fees of \$0.1 million.

## 5. Interest and Finance Costs

	<i>Three months ended March 31,</i>		<i>Change</i>	
	<b>2013</b>	<b>2014</b>	<i>March 31, 2013 vs</i>	
	<i>(\$ in thousands)</i>		<i>March 31,</i>	
			<i>2014</i>	
			\$	%
<b>Interest and Finance Costs</b>	(1,912)	(44)	(1,868)	-97,7%

**Table of Contents**

During the three months ended March 31, 2014, interest and finance costs decreased by \$1.9 million, or 97.7%, compared to the three months ended March 31, 2013. The decrease is due to the fact that during the first quarter of 2014 we had no senior indebtedness since we repaid the DVB facility of M/T UACC Sila in April 2013, we transferred all of the senior debt outstanding of six remaining shipowning companies to AMCI Products Limited in October 2013 and we repaid all of our bridge loans also in October 2013.

**6. Loss on derivative financial instruments**

	<i>Three months ended March 31,</i>		<i>Change</i>	
	<i>2013</i>	<i>2014</i>	<i>March 31, 2013 vs</i>	
	<i>(\$ in thousands)</i>		<i>March 31,</i>	<i>2014</i>
		<i>\$</i>	<i>%</i>	
<b>Loss on derivative financial instruments</b>	(69)	(69)	(69)	-100.0%

During the three months ended March 31, 2014, fair value loss on derivative financial instruments decreased by \$0.1 million, or 100%, compared to the three months ended March 31, 2013, mainly due to the maturity of one swap with Piraeus Bank (ex Egnatia Bank) in June 2013 and the maturity of another swap by HSH Nordbank AG, or HSH, in March 2013. Furthermore, two swaps with HSH were transferred on October 16, 2013 to AMCI Products Limited as per the agreement for the sale of the ship-owning company of M/V Evian.

**RESULTS OF OPERATIONS FOR THE FISCAL YEARS ENDED DECEMBER 31, 2011, 2012 AND 2013**

The following table depicts changes in the results of operations for 2013 compared to 2012 and 2012 compared to 2011.

	<i>Year Ended December 31,</i>			<i>Change</i>			
	<i>2011</i>	<i>2012</i>	<i>2013</i>	<i>YE12 v YE11</i>		<i>YE13 v YE12</i>	
	<i>(\$ in thousands)</i>			<i>\$</i>	<i>%</i>	<i>\$</i>	<i>%</i>
<b>Voyage Revenues</b>	<b>79,723</b>	<b>31,428</b>	<b>20,074</b>	<b>(48,295)</b>	<b>-60.6%</b>	<b>(11,354)</b>	<b>-36.1%</b>
Other Income	872			(872)	-100.0		%
Voyage expenses	7,743	1,023	663	(6,720)	-86.8%	(360)	-35.2%
Charter hire expense	2,380			(2,380)	-100.0%		%
Lease termination expense	5,750			(5,750)	-100.0		%
Vessel operating expenses	10,368	814	745	(9,554)	-92.1%	(69)	-8.5%
Dry-docking costs	1,327			(1,327)	-100.0%		%
Depreciation	25,327	11,458	6,429	(13,869)	-54.8%	(5,029)	-43.9%
Management fees-third parties	439			(439)	-100.0%		%
Management fees-related parties	5,730	2,345	1,351	(3,385)	-59.1%	(994)	-42.4%
General and administrative expenses	15,364	7,078	3,258	(8,286)	-53.9%	(3,820)	-54.0%
Loss/(Gain) on sale of vessels	62,543		(14)	(62,543)	-100.0%	(14)	-100.0%

Edgar Filing: TOP SHIPS INC. - Form F-1

Gain on disposal of subsidiaries			(1,591)		(1,591)	-100.0%
Impairment on vessels	114,674	61,484	(53,190)	-46.4%	(61,484)	-100.0%
<b>Expenses</b>	<b>251,645</b>	<b>84,202</b>	<b>10,841</b>	<b>(167,443)</b>	<b>-66.5%</b>	<b>(73,361)</b>
<b>Operating (loss)/income</b>	<b>(171,050)</b>	<b>(52,774)</b>	<b>9,233</b>	<b>118,276</b>	<b>-69.1%</b>	<b>62,007</b>
Interest and finance costs	(16,283)	(9,345)	(7,443)	(6,938)	-42.6%	(1,902)
Loss on derivative financial instruments	(1,793)	(447)	(171)	(1,346)	-75.1%	(276)
Interest income	95	175	131	80	84.2%	(44)
Other, net	(81)	(1,593)	(342)	1,512	1866.7%	(1,251)
<b>Total other expenses, net</b>	<b>(18,062)</b>	<b>(11,210)</b>	<b>(7,825)</b>	<b>6,852</b>	<b>-37.9%</b>	<b>3,385</b>
<b>Net (loss)/income</b>	<b>(189,112)</b>	<b>(63,984)</b>	<b>1,408</b>	<b>125,128</b>	<b>-66.2%</b>	<b>65,392</b>

**Table of Contents**

The table below presents the key measures for each of the years 2011, 2012 and 2013. Please see Selected Financial Data for a reconciliation of Average Daily TCE to revenues.

	<i>Year Ended December 31,</i>			<i>Change</i>	
	<b>2011</b>	<b>2012</b>	<b>2013</b>	<i>YE12 v YE11</i>	<i>YE13 v YE12</i>
				<i>%</i>	<i>%</i>
<b>FLEET**</b>					
Total number of vessels at end of period	7.0	7.0	0.0	0.0%	-100.0%
Average number of vessels	11.7	7.0	5.1	-40.3%	-27.5%
Total operating days for fleet under spot charters	520	0.0	0.0	-100.0%	0.0%
Total operating days for fleet under time charters	1,109	124	0.0	-88.8%	-100.0%
Total operating days for fleet under bareboat charters	2,551	2,420	1,852	-5.1%	-23.5%
Average TCE (\$/day)	17,220	11,951	10,484	-30.6%	-12.3%

\*\* Includes a bareboat chartered-in vessel (M/T Delos) up to October 2011.

**Year on Year Comparison of Operating Results****1. Voyage Revenues**

	<i>Year Ended December 31,</i>			<i>Change</i>			
	<b>2011</b>	<b>2012</b>	<b>2013</b>	<i>YE12 v YE11</i>		<i>YE13 v YE12</i>	
	<i>(\$ in thousands)</i>			<i>\$</i>	<i>%</i>	<i>\$</i>	<i>%</i>
<b>Revenues</b>	79,723	31,428	20,074	(48,295)	-60.6%	(11,354)	-36.1%

**2013 vs. 2012**

During 2013, revenues decreased by \$11.4 million, or 36.1%, compared to 2012. This decrease was mainly due to the disposal of the subsidiaries which owned our 6 operating vessels in October 2013 (namely M/Ts Miss Marilena, Lichtenstein, UACC Shams, Britto, Hongbo and M/V Evian) that resulted in a revenue decrease of \$6.1 million, due to the sale of M/T UACC Sila in April of 2013 that resulted in a revenue decrease of \$2.5 million, due to a write off of \$1.8 million in 2013 relating to uncollected revenue from the charterer of M/V Evian, due to a write off of \$0.6 million in 2013 relating to uncollected revenue from the charterer of M/T Miss Marilena and due to a collection in 2012 of a demurrage related claim of \$0.4 million for the M/T Timeless (the vessel's lease was terminated in 2008), absent in 2013.

**2012 vs. 2011**

During 2012, revenues decreased by \$48.3 million, or 60.6%, compared to 2011. This is due to the absence of revenue from the M/V Amalfi that was sold in August 2011, which contributed to the revenue decrease by \$3.3 million, the absence of revenue from the M/V Astrale that was sold in July 2011, which contributed to the revenue decrease by \$3.5 million, the absence of revenue from the M/V Cyclades that was sold in November 2011, which contributed to the revenue decrease by \$13.4 million, the absence of revenue from the M/T Ioannis P. that was sold in November 2011, which contributed to the revenue decrease by \$8.0 million, the absence of revenue from the M/V Pepito that was sold in December 2011, which contributed to the revenue decrease by \$9.7 million, the absence of revenue from

the M/T Delos the charter of which was terminated in October 2011, which contributed to the revenue decrease by \$5.1 million, and due to the absence of revenue from the M/V Evian due to early termination of its charter in January 2012 and the rechartering of the vessel at a significantly lower rate, which contributed to the revenue decrease by \$6.3 million. These decreases in revenue were partially offset by the collection in 2012 of a demurrage related claim of \$0.4 million for the M/T Timeless (the vessel's lease was terminated in 2008) and the fact that the M/T UACC Sila and the M/T UACC Shams were re-chartered in April and May 2011, respectively, with a higher rate that led to an increase of revenue in 2012 of \$0.3 million and \$0.3 million, respectively.

**Table of Contents****2. Other Income**

In 2011, we recognized \$0.9 million of other income, relating to income from the sale of lubricants and bunkers to the new charterers of the M/T UACC Sila and M/T UACC Shams.

***Expenses*****1. Voyage expenses**

	Year Ended December 31,			Change			
	2011	2012	2013	YE12 v YE11		YE13 v YE12	
	(\$ in thousands)			\$	%	\$	%
<b>Voyage Expenses</b>	7,743	1,023	663	(6,720)	-86.8%	(360)	-35.2%

Voyage expenses primarily consist of port charges, including bunkers (fuel costs), canal dues and commissions.

**2013 vs. 2012**

During 2013, voyage expenses decreased by \$0.4 million, or 35.2%, compared to 2012. This decrease was mainly due to the disposal of the subsidiaries which owned our 6 operating vessels in October 2013 (namely M/Ts Miss Marilena, Lichtenstein, UACC Shams, Britto, Hongbo and M/V Evian) that resulted in decreased voyage expenses of \$0.2 million, due to the absence of voyage expenses (mainly fuel) of the M/T Delos that contributed to the voyage expenses decrease by \$0.1 million, a write off of voyage expenses in 2012 relating to brokerage commissions for the vessel M/V Cyclades that was sold in November 2011 amounting to \$0.1 million and the reduction of voyage expenses relating to brokerage commissions for the vessel M/T UACC Sila due to its sale in April 2013 amounting to \$0.1 million. These decreases were offset by increased voyage expenses for M/V Evian amounting to \$0.1 million.

**2012 vs. 2011**

During 2012, voyage expenses decreased by \$6.7 million, or 86.8%, compared to 2011 mainly as a result of the absence of expenses from the M/T Ioannis P. that was sold in November 2011, which contributed to the voyage expenses decrease by \$4.2 million, and the absence of expenses from the M/T Delos, the charter of which was terminated in October 2011, which contributed to the voyage expenses decrease by \$2.0 million and the absence of expenses from the M/V Cyclades that was sold in November 2011, which contributed to the voyage expenses decrease by \$0.6 million.

**2. Charter hire expenses**

In 2011, we incurred \$2.4 million of charter hire expenses due to chartering-in of the M/T Delos for 9.5 months.

**3. Lease termination expense**

In 2011, we terminated the bareboat charter for the M/T Delos and redelivered the vessel to its owners. The termination agreement provided for the payment of an early termination fee of \$5.75 million.

**4. Vessel operating expenses**



	<i>Year Ended December 31,</i>			<i>Change</i>			
	<b>2011</b>	<b>2012</b>	<b>2013</b>	<i>YE12 v YE11</i>		<i>YE13 v YE12</i>	
	<i>(\$ in thousands)</i>			<i>\$</i>	<i>%</i>	<i>\$</i>	<i>%</i>
<b>Vessel Operating Expenses</b>	10,368	814	745	(9,554)	-92.1%	(69)	8.5%

**Table of Contents****2013 vs. 2012**

During 2013, vessel operating expenses decreased by \$0.1 million, or 8.5%, compared to 2012 due to the fact that in 2013 we incurred \$0.1 million less operating expenses for the M/V Evian compared to 2012 (see Note 15 to our consolidated financial statements included herein).

**2012 vs. 2011**

During 2012, vessel operating expenses decreased by \$9.6 million, or 92.1%, compared to 2011 due to the fact that in 2012 we only had one vessel, the M/V Evian on time charter for five months and all of our other vessels, including the M/V Evian, after May 2012 were on bareboat charter and incurred minimal operating expenses, mainly relating to insurance and inspections.

**5. Dry-docking costs**

During 2011, dry-docking costs amounted to \$1.3 million due to the drydocking of M/V Pepito.

**6. Vessel depreciation**

	<i>Year Ended December 31,</i>			<i>Change</i>			
	<b>2011</b>	<b>2012</b>	<b>2013</b>	<i>YE12 v YE11</i>		<i>YE13 v YE12</i>	
	<i>(\$ in thousands)</i>			<i>\$</i>	<i>%</i>	<i>\$</i>	<i>%</i>
<b>Vessel Depreciation</b>	25,327	11,458	6,429	(13,869)	-54.8%	(5,029)	-43.9%

**2013 vs. 2012**

During 2013, vessel depreciation decreased by \$5 million, or 43.9%, compared to 2012. This decrease was mainly due to the disposal of the subsidiaries which owned 5 of our vessels in October 2013 (namely M/Ts Miss Marilena, Lichtenstein, UACC Shams, Britto, and Hongbo) that resulted in the reduction of depreciation expense of \$3.7 million. Furthermore the absence of depreciation for M/T UACC Sila in 2013 (as it was held for sale up to April 2013 and then sold), further reduced depreciation expense by \$1.9 million. These decreases were offset by increased depreciation expense for M/V Evian in 2013 that amounted to \$0.6 million, as it was held for sale in 2012 while in 2013 it was treated as held for use.

**2012 vs. 2011**

During 2012, vessel depreciation decreased by \$13.9 million, or 54.8%, compared to 2011. This is due to the employment of M/V Amalfi up to its sale in August 2011, which resulted in a depreciation expense of \$1.6 million, the employment of the M/V Astrale up to its sale in July 2011, which resulted in a depreciation expense of \$2.1 million, the employment of the M/V Cyclades up to its sale in November 2011, which resulted in a depreciation expense of \$2.8 million, the employment of the M/T Ioannis P. up to its sale in November 2011, which resulted in a depreciation expense of \$1.0 million, the employment of the M/V Pepito up to its sale in December 2011, which resulted in a depreciation expense of \$4.0 million and finally due to the fact that M/V Evian was depreciated in 2011 but not in 2012 since it was classified as held for sale resulting in a difference of \$2.4 million.

**7. Management fees third parties**

During 2011, sub-manager fees amounted to \$0.4 million

**Table of Contents****8. Management fees related parties**

Fees paid to International Ship Management for the management of the M/T Delos are included in Management Fees related parties. Please see Note 7 of the consolidated financial statements included in this prospectus.

	<i>Year Ended December 31,</i>			<i>Change</i>			
	<b>2011</b>	<b>2012</b>	<b>2013</b>	<i>YE12 v YE11</i>		<i>YE13 v YE12</i>	
	(\$ in thousands)			\$	%	\$	%
<b>Management fees related parties</b>	5,730	2,345	1,351	(3,385)	-59.1%	(994)	-42.4%
<u>2013 vs. 2012</u>							

During 2013, management fees for related parties decreased by \$1.0 million or 42.4% compared to 2012. This is due to a reduction of management fees by \$1.8 million that resulted from the renegotiation of the management fee structure that became effective from January 1, 2013 which resulted in a decrease in variable management fees and the cancelation of fixed management fees (see F. Tabular Disclosure of Contractual Obligations Other Contractual Obligations). This decrease was offset by an increase in management fees resulting from termination fees payable as per the shipmanagement agreements between Central Mare and the vessel owning subsidiaries of the six vessels sold on October 16, 2013, due to early termination without 12 months notice, which amounted to \$0.8 million.

2012 vs. 2011

During 2012, management fees for related parties decreased by \$3.4 million or 59.1% compared to 2011. This is due to the reduced vessel-related management fees due to the sale of M/V Amalfi in August 2011, which contributed to the management fees decrease by \$0.3 million, the reduced vessel-related management fees due to the sale of M/V Astrale in July 2011, which contributed to the management fees decrease by \$0.3 million, the reduced vessel-related management fees due to the sale of M/V Cyclades in November 2011, which contributed to the management fees decrease by \$0.4 million, the reduced vessel-related management fees due to the sale of M/T Ioannis P. in November 2011, which contributed to the management fees decrease by \$0.4 million, the reduced vessel-related management fees due to the sale of M/V Pepito in December 2011, which contributed to the management fees decrease by \$0.5 million, the reduced vessel-related management fees due to the termination of M/T Delos charter in October 2011, which contributed to the management fees decrease by \$0.3 million, and finally due to the reduction in the non-vessel related accounting and reporting fees in 2011 fixed management fees, which contributed to the management fees decrease by \$1.2 million.

**9. General and administrative expenses**

General and administrative expenses include executive compensation paid to Central Mare, a related party controlled by the family of our Chief Executive Officer, for the provision of our executive officers, office rent, legal and auditing costs, regulatory compliance costs, other miscellaneous office expenses, non-cash stock compensation, and corporate overhead. Central Mare provides the services of the individuals who serve in the position of Chief Executive Officer, Chief Financial Officer, Executive Vice President and Chief Technical Officer, and certain administrative employees. For further information, please see Note 7 of the consolidated financial statements included in this prospectus.

*Year Ended December 31,*

*Change*

	<b>2011</b>	<b>2012</b>	<b>2013</b>	<b>YE12 v YE11</b>		<b>YE13 v YE12</b>	
	<i>(\$ in thousands)</i>			\$	%	\$	%
<b>General and Administrative Expenses</b>	15,364	7,078	3,258	(8,286)	-53.9%	(3,820)	-54.0%

**Table of Contents****2013 vs. 2012**

During 2013, our general and administrative expenses decreased by \$3.8 million, or 54.0%, compared to 2012. This decrease is mainly due to a reduction in manager and employee related expenses of \$1.8 million as a result of our management's effort to contain costs. Also, during 2013, legal and consulting fees decreased by \$0.8 million, depreciation of other fixed assets (non-vessels) decreased by \$0.7 million, due to the acceleration of leasehold improvements depreciation in our Athens office in 2012 (see F. Tabular Disclosure of Contractual Obligations Operating Leases), other general and administrative expenses decreased by \$0.6 million, rent expense decreased by \$0.4 million, travelling expenses decreased by \$0.2 million and utilities and repairs decreased by \$0.1 million. These decreases were offset by an increase in bonuses of \$0.8 million.

**2012 vs. 2011**

During 2012, our general and administrative expenses decreased by \$8.3 million, or 53.9%, compared to 2011. This decrease is mainly due to a reduction in manager and employee related expenses of \$2.3 million as a result of our management's effort to contain costs. Also, during 2012, bonuses decreased by \$1.4 million, stock-based compensation expense decreased by \$1.0 million, mainly due to the fact that most of our award plans granted to our senior management and directors matured and were not renewed. Additionally, travelling expenses decreased by \$0.8 million, depreciation of other fixed assets (non-vessels) decreased by \$0.8 million, due to the acceleration of leasehold improvements depreciation in our Athens office (see F. Tabular Disclosure of Contractual Obligations Operating Leases), legal and consulting fees decreased by \$0.7 million, rent expense decreased by \$0.6 million and, other general and administrative expenses decreased by \$0.5 million and audit fees decreased by \$0.2 million.

**10. (Loss)/Gain on sale of vessels**

	<i>Year Ended December 31,</i>			<i>Change</i>			
	<b>2011</b>	<b>2012</b>	<b>2013</b>	<i>YE12 v YE11</i>		<i>YE13 v YE12</i>	
	<i>(\$ in thousands)</i>			<i>\$</i>	<i>%</i>	<i>\$</i>	<i>%</i>
<b>Loss/(Gain) on sale of vessels</b>	62,543		(14)	(62,543)	-100%	(14)	-100%

In April 2013, we sold the M/T UACC Sila and realized an immaterial gain from the sale since, as of December 31, 2012, we classified the vessel as held for sale and measured it at the lower of the carrying amount and fair value less costs to sell.

During 2012, we did not sell any vessels.

During 2011, we recognized a gain of \$2.6 million from the sale of the M/T Ioannis P, , a loss of \$40.0 million from the sale of the M/V Cyclades and a loss of \$25.1 million from the sale of the M/V Pepito.

**11. Loss on disposal of subsidiaries**

On October 16, 2013 we sold the shipowning subsidiaries which owned the six vessels of our fleet (namely M/Ts Miss Marilena, Lichtenstein, UACC Shams, Britto, Hongbo and M/V Evian) to an affiliate of the AMCI Poseidon Fund LP, an unrelated party, for an aggregate cash consideration of \$173 million less \$135 million in debt and swap obligations of the Shipowning companies that were assumed by the buyers. This transaction resulted in a gain of \$1.6 million.



**Table of Contents****12. Impairment on vessels**

	<i>Year Ended December 31,</i>			<i>Change</i>			
	<b>2011</b>	<b>2012</b>	<b>2013</b>	<i>YE12 v YE11</i>		<i>YE13 v YE12</i>	
	<i>(\$ in thousands)</i>			<i>\$</i>	<i>%</i>	<i>\$</i>	<i>%</i>
<b>Impairment on vessels</b>	114,674	61,484		(53,190)	-46.4%	(61,484)	-100%

During 2013, we did not recognize an impairment loss.

During 2012, we classified the M/T UACC Sila as held for sale and wrote the vessel down to fair value less costs to sell, resulting in an impairment charge of \$17.0 million. Furthermore, in December 2012, we tested the M/T Miss Marilena, M/T Lichtenstein, M/T UACC Shams, M/T Britto and M/T Hongbo for impairment and their probability-weighted undiscounted expected cash flows were determined to be lower than the vessels carrying values. Consequently, we wrote the vessels down to their fair values and recognized an impairment charge of \$46.6 million. The impairment charge was partially offset by a write-up of \$2.1 million for the M/V Evian, due to our classification of the M/V Evian as held for use as at December 31, 2012 and our measurement of the vessel at its fair value (see Note 18 to our consolidated financial statements included herein).

During 2011, before the sale of the M/V Amalfi and the M/V Astrale and impairment charge was recognized of \$29.6 million and \$40 million, respectively. Furthermore, in June 2011, we tested the M/V Evian for impairment and we determined that its probability-weighted undiscounted expected cash flows were lower than the vessel's carrying value and consequently we wrote the vessel down to its fair value less costs to sell and recognized an impairment charge of \$32.1 million. Finally, in December 2011 we classified the M/V Evian as held for sale and wrote the vessel down to fair value less costs to sell, resulting in an additional impairment charge of \$13 million.

**13. Interest and Finance Costs**

	<i>Year Ended December 31,</i>			<i>Change</i>			
	<b>2011</b>	<b>2012</b>	<b>2013</b>	<i>YE12 v YE11</i>		<i>YE13 v YE12</i>	
	<i>(\$ in thousands)</i>			<i>\$</i>	<i>%</i>	<i>\$</i>	<i>%</i>
<b>Interest and finance costs</b>	(16,283)	(9,345)	(7,443)	6,938	-42.6%	1,902	-20.4%

**2013 vs. 2012**

During 2013, interest and finance costs decreased by \$1.9 million, or 20.3% compared to 2012. The decrease is mainly due to a \$2.7 million decrease in interest expense mainly from the reduction of debt outstanding due to the sale of the six shipowning companies that owned our fleet together with all their outstanding loan balances to AMCI Products Limited in October 2013 and a \$0.4 million decrease in amortization of the debt discount relating to convertible loans (in 2012 we terminated the conversion feature of our Laurasia facilities). These decreases were offset by a \$0.6 million increase in other financing costs resulting mainly from a \$0.5 million fee charged by the bank holding the mortgage on the M/T Hongbo in order to permit the sale of the ship-owning company of the vessel to AMCI Products Limited, an increase of \$0.4 million in amortization of finance fees resulting mainly from a \$0.4 million accelerated amortization of finance fees outstanding of M/T UACC Sila due its sale in April 2013, a \$0.2 million of interest expense relating to the M/T Delos termination fee outstanding (please see the information in this section under the heading "Operating Leases") that was absent in 2012 and a \$0.1 million increase in bank charges.



2012 vs. 2011

During 2012, interest and finance costs decreased by \$6.9 million, or 42.6%, compared to 2011. The decrease is mainly due to a \$3.6 million decrease in amortization of the debt discount relating to convertible

**Table of Contents**

loans (in 2012 we terminated the conversion feature of our Laurasia facilities), a \$2.8 million decrease in interest expense mainly due to the reduction of debt outstanding due to the reduction of our fleet in 2011 and a \$0.8 million decrease in amortization of finance fees. This was offset by a \$0.3 million increase in other financing costs.

**14. Loss on derivative financial instruments**

	<i>Year Ended December 31,</i>			<i>Change</i>			
	<b>2011</b>	<b>2012</b>	<b>2013</b>	<i>YE12 v YE11</i>		<i>YE13 v YE12</i>	
	<i>(\$ in thousands)</i>			<i>\$</i>	<i>%</i>	<i>\$</i>	<i>%</i>
<b>Loss on Derivative Financial Instruments</b>	(1,793)	(447)	(171)	1,346	-75.1%	276	-61.7%
<u>2013 vs. 2012</u>							

During 2013, fair value loss on derivative financial instruments decreased by \$0.3 million, mainly due to the maturity of one swap with Piraeus Bank (ex Egnatia Bank) in June 2013 and the maturity of another swap by HSH Nordbank AG, or HSH, in March 2013. Furthermore, two swaps with HSH were transferred on October 16, 2013 to AMCI Products Limited as per the agreement for the sale of the ship-owning company of M/V Evian.

2012 vs. 2011

During 2012, fair value loss on derivative financial instruments decreased by \$1.3 million, mainly due to the reduction in the time to maturity of all of our swaps and also due to the reduction in our total notional exposure as we terminated one swap with HSH, in August 2011, in connection with the sale of M/V Amalfi, we terminated two swaps with RBS in November 2011, in connection with the sale of M/T Ioannis P., and one DVB swap matured in March 2012.

**B. Liquidity and Capital Resources**

Since our formation, our principal source of funds has been equity provided by our shareholders through equity offerings or at the market sales, operating cash flow and long-term borrowing. Our principal use of funds has been capital expenditures to establish and grow our fleet, maintain the quality of our vessels, comply with international shipping standards and environmental laws and regulations, fund working capital requirements and make principal repayments on outstanding loan facilities.

Our business is capital intensive and its future success will depend on our ability to maintain a high-quality fleet through the acquisition of newer vessels and the selective sale of older vessels. Our practice has been to acquire vessels using a combination of funds received from equity investors and bank debt secured by mortgages on our vessels. Future acquisitions are subject to management's expectation of future market conditions, our ability to acquire vessels on favorable terms and our liquidity and capital resources.

As of March 31, 2014, we had no debt facilities in place.

As of March 31, 2014, our cash balances amounted to \$4.1 million. Of this amount, \$1.6 million is inaccessible to the Company as a result of being held as cash collateral for the interest rate swap agreement we have with Alpha Bank. Please see the information in this section under the heading **Interest Rate Risk**.



**Table of Contents****Working Capital Requirements and Sources of Capital**

As of March 31, 2014, we had a working capital deficit (current assets less current liabilities) of \$4.5 million. This working capital deficit consisted of the following (figures in \$ millions):

<b>Total current assets</b>	<b>3.4</b>
Other current liabilities	6.8
Current portion of derivative financial instruments	1.1
<b>Total current liabilities</b>	<b>7.9</b>
<b>Working capital deficit</b>	<b>4.5</b>
Less other capital requirements for the coming twelve months:	
Advances for vessel acquisitions	62.1
Management Fees	0.3
<b>Cash deficit (Working capital deficit less other capital requirements)</b>	<b>66.9</b>

As of December 31, 2013 we had a working capital surplus (current assets less current liabilities) of \$1.7 million. This working capital surplus consisted of the following (figures in \$ millions):

<b>Total current assets</b>	<b>10.3</b>
Other current liabilities	7.5
Current portion of derivative financial instruments	1.1
<b>Total current liabilities</b>	<b>8.6</b>
<b>Working capital surplus</b>	<b>1.7</b>
Less other capital requirements for the coming 12 months:	
Management Fees	<b>0.2</b>
<b>Cash surplus (Working capital surplus less other capital requirements)</b>	<b>1.5</b>

Our material capital requirements in the coming twelve months are expected to be as follows (figures in \$ millions):

Interest payments (swaps)	1.1
Termination fee payments for M/T Delos	0.9
Termination fee interest for M/T Delos	0.1
Management Fees	0.3
Advances for vessel acquisitions	62.1
<b>Total material capital requirements:</b>	<b>64.5</b>

Our operating cash flow for the remainder of 2014 is expected to decrease compared to the same period in 2013, since we generate revenue only from one vessel, the M/T Eships Taweelah, which was delivered to us on June 20, 2014. We expect to finance our capital requirements through our cash balances, bank debt proceeds, debt and / or equity offerings and other sources such as funds from our major shareholder.

**Cash Flow Information**

Unrestricted cash and cash equivalents were \$2.5 million as of March 31, 2014. Unrestricted cash and cash equivalents were \$0.0 million as of December 31, 2012 and \$9.7 million as of December 31, 2013 respectively.

---

**Table of Contents**

***Cash Flow Information for the Three Months Ended March 31, 2013 And March 31, 2014***

*Net Cash Provided by Operating Activities.*

Net cash provided by operating activities decreased by \$4.4 million, or 146%, during the three months ended March 31, 2014 to \$(1.4) million, compared to \$3.0 million for the three months ended March 31, 2013. In determining net cash provided by operating activities, net loss is adjusted for the effects of certain non-cash items such as depreciation and amortization, impairment losses, gains and losses from sales of vessels and unrealized gains and losses on derivative financial instruments.

Non-cash adjustments to reconcile net income to net cash provided by operating activities for the three months ended March 31, 2014 totaled \$0.3 million that consisted mainly of \$0.3 million relating to gain from the valuation of derivative financial instruments. The cash outflow from operations resulted mainly from a \$1.1 million movement in working capital.

*Net Cash Provided By Investing Activities*

Net cash used in investing activities in the three months ended March 31, 2014 was \$5.8 million, consisting of \$6.0 million cash paid for vessel acquisitions. These were partially offset by a \$0.2 million decrease in restricted cash.

*Net Cash Used in Financing Activities.*

No cash was used in nor provided from financing activities in the three months ended March 31, 2014.

***Cash Flow Information for the Years Ended December 31, 2012 And December 31, 2013***

*Net Cash Provided by Operating Activities.*

Net cash provided by operating activities decreased by \$12.0 million, or 79.5%, for 2013 to \$3.1 million, compared to \$15.1 million for 2012. In determining net cash provided by operating activities, net loss is adjusted for the effects of certain non-cash items such as depreciation and amortization, impairment losses, gains and losses from sales of vessels and unrealized gains and losses on derivative financial instruments.

Non-cash adjustments to reconcile net income to net cash provided by operating activities for the year ended December 31, 2013 totaled \$5.0 million. This consisted mainly of the following adjustments: \$6.8 million of depreciation expenses; \$1.8 million of amortization of deferred finance fees; \$0.3 million relating to share-based compensation. These adjustments were partially offset by a \$2.3 million gain from the valuation of derivative financial instruments and a \$1.6 million gain from disposal of subsidiaries. The cash inflow from operations resulted mainly from a \$1.0 million decrease in current assets and a \$4.3 million decrease in current liabilities.

Non-cash adjustments to reconcile net loss to net cash provided by operating activities for the year ended December 31, 2012 totaled \$74 million. This consisted mainly of the following adjustments: \$61.5 million of impairment losses; \$12.5 million of depreciation expenses; \$1.8 million of amortization of deferred finance fees and debt discount; \$0.4 million relating to share-based compensation; \$0.3 million from an increase in provisions for doubtful accounts and \$0.2 million from the loss on sale of other fixed assets. These adjustments were partially offset by a \$2.7 million gain from the valuation of derivative financial instruments. The cash inflow from operations resulted mainly from a \$3.8 million decrease in current assets and a \$1.3 million increase in current liabilities.

*Net Cash Provided By Investing Activities.*

Net cash provided by investing activities during 2013 was \$51.0 million, consisting primarily from \$25.2 million in proceeds from the sale of a vessel and \$37.6 million in net proceeds from the disposal of subsidiaries

**Table of Contents**

and a decrease in restricted cash of \$2.6 million and \$0.1 million from the sale of other fixed assets. These were partially offset by a \$14.4 million cash outflow for advances for vessels under construction.

Net cash provided by investing activities during 2012 was \$6.0 million, consisting primarily from a decrease in restricted cash of \$5.9 million and \$0.1 million from the sale of other fixed assets.

*Net Cash Used in Financing Activities.*

Net cash used in financing activities for 2013 was \$44.3 million, consisting primarily of \$30.4 million of debt prepayments, relating to the prepayment of the facility of M/T UACC Sila that was sold in April 2013 and the prepayment of all our bridge loans in October 2013, \$11.1 million of scheduled debt repayments and \$2.8 million payment of finance fees mainly relating to the bridge loans we prepaid.

Net cash used in financing activities for 2012 was \$21.1 million, consisting primarily of \$16.7 million of scheduled debt repayments and \$5.0 million of debt prepayments relating to application of pledged amounts towards the outstanding balances in our loans with HSH and the prepayment of a bridge loan we took for working capital purposes from Shipping Financial Services, a related party ultimately controlled by the family of our Chief Executive Officer, in May 2012 and repaid less than a week later. This cash outflow was offset by \$0.5 million of proceeds from bridge loans from the abovementioned bridge loan.

**Tabular Disclosure of Contractual Obligations**

The following table sets forth our contractual obligations and their maturity dates as of December 31, 2013 (\$ in millions):

Contractual Obligations:	Total	Payments due by period			
		Less than 1 year	1-3 years	3-5 years	More than 5 years
(1) Operating leases (A)	\$ 0.4	\$ 0.0	\$ 0.1	\$ 0.1	\$ 0.2
(2) (i) Termination fee payments for M/T Delos (B)	\$ 4.7	\$ 0.8	\$ 1.6	\$ 2.3	\$ 0.0
(ii) Termination fee interest for M/T Delos (C)	\$ 0.3	\$ 0.1	\$ 0.2	\$ 0.0	\$ 0.0
(3) Management Fee (D)	\$ 0.2	\$ 0.2	\$ 0.0	\$ 0.0	\$ 0.0
(4) Vessel acquisitions (E)	\$ 57.6	\$ 0.0	\$ 57.6	\$ 0.0	\$ 0.0
(5) Long-term debt (F)	\$ 0.0	\$ 0.0	\$ 0.0	\$ 0.0	\$ 0.0
<b>Total</b>	<b>\$ 63.2</b>	<b>\$ 1.1</b>	<b>\$ 59.5</b>	<b>\$ 2.4</b>	<b>\$ 0.2</b>

- A. Relates to the minimum rentals payable for the office space.
- B. Relates to the termination fee installments payable to the owners of the M/T Delos (Tranche A and Tranche B) (please see the information in this section under the heading *Operating Leases* ).
- C. Relates to the interest payments deriving from the M/T Delos termination agreement. We have assumed an interest rate of 3.24% going forward (fixed margin of 3% plus a LIBOR estimate of 0.24%) (please see the information in this section under the heading *Operating Leases* ).
- D.



Relates to our obligation for monthly fees under our latest Letter Agreement with Central Mare. These fees cover the provision of information-system related services and services in connection with compliance to the Section 404 of the Sarbanes-Oxley Act of 2002 as well as services rendered in relation to the maintenance of proper books and records and services in relation to financial reporting requirements under Commission and NASDAQ rules. These fees have been estimated up to the delivery of our first newbuilding product tanker. Please see Note 7 of the consolidated financial statements contained in this prospectus. On March 7, 2014 we terminated the Letter Agreement with Central Mare without incurring any penalties, and on March 10, 2014 we entered into a New Letter Agreement with CSM. Pursuant to this agreement the management fees for 2014 are \$850 per vessel per day. Under this agreement the management fees for 2014 will be \$0.2 million, for the next 1-3 years will be \$2.3 million, for the next 3-5

---

**Table of Contents**

- years will be \$3.9 million and for more than 5 years will be \$3.5 million. Please see Certain Relationships and Related-Party Transactions Central Shipping Monaco Letter Agreement, Management Agreements, and Other Agreements.
- E. Relates to the remaining installments for the acquisition of our two newbuilding vessels in Q1 and Q3 of 2015. Please see Certain Relationships and Related-Party Transactions Newbuilding Acquisitions. After the acquisition of the M/T Eships Taweelah, which we agreed to on February 6, 2014, and the cancellation of the acquisition of the newbuilding vessel due for delivery in Q1 2015, the contractual obligations for vessel acquisitions will be \$30.9 million in 2014 and \$28.0 million in 2015. On March 19, 2014, we also entered into four separate share purchase agreements to purchase companies that own shipbuilding contracts for Hulls S407, S414, S417, S418 and S419 in exchange for a total consideration of \$43.3 million that we paid as follows: \$2.5 million in cash and \$40.8 million in newly-issued common shares, issued at \$7.00 per share. Pursuant to the share purchase agreements with respect to Hull Nos. S407, S418, S419 and S417, until September 19, 2014, we will have the right to buy back the shares issued to the unaffiliated parties to the agreements at a price of \$8.40 per share. As of the date of this prospectus, the contractual obligations for vessel acquisitions will be \$9.7 million in 2014, \$51.4 million in 2015 and \$66.4 million in 2016.
- F. Under our \$20.1 million credit facility with Alpha Bank of Greece dated June 19, 2014 for the financing of M/T Eships Taweelah, the principal payments for 2014 amount to \$0.7 million, for the next 1-3 years \$2.8 million, for the next 3-5 years \$2.8 million and for more than 5 years \$13.8 million. See the section of the prospectus entitled Recent Developments.

***(1) Debt Facilities:***

As of December 31, 2013, we had no outstanding indebtedness.

**(a) HSH Credit Facilities:**

Following the sale of the ship-owning companies of the vessels M/V Evian, M/T Miss Marilena, M/T UACC Shams and M/T Britto on October 16, 2013, the balance under the HSH credit facility was transferred to the buyers.

**(b) DVB Credit Facility:**

Following the sale of the ship-owning company of the vessel M/T Hongbo on October 16, 2013, the balance under the DVB credit facility was transferred to the buyers.

**(c) Alpha Bank Credit Facility:**

Following the sale of the ship-owning company of the vessel M/T Lichtenstein on October 16, 2013, the balance under the Alpha Bank credit facility was transferred to the buyers.

**(d) Laurasia Trading Ltd Credit Facility**

This facility was repaid in full on October 17, 2013.

**(e) Shipping Financial Services Inc. Credit Facility**

The facility was repaid in full on October 22, 2013.

**(f) Central Mare Inc. Credit Facility**

The facility was repaid in full on October 24, 2013.

***Operating Leases:***

On October 1, 2010, we entered into a bareboat charter agreement to lease the M/T Delos until September 30, 2015 at an average daily rate of \$5,219. The charter agreement included the option for the

**Table of Contents**

charterers to purchase the M/T Delos at the end of the five year charter period. The bareboat charter agreement was accounted for as an operating lease. We terminated this agreement on October 15, 2011 by agreeing to pay a termination fee of \$5.75 million. On January 1, 2013, we entered into an agreement with the owner of M/T Delos by which the termination fee outstanding as of December 31, 2012 that amounted to \$5.31 million was divided into two tranches; Tranche A (\$4.5 million) that bears an interest of 3% plus Libor and Tranche B (\$0.8 million) that does not bear interest. This agreement provides for the repayment of Tranche A and Tranche B according to the following schedule. As of December 31, 2013, the termination fee outstanding was \$4.7 million.

(\$ in millions)	<b>Tranche A of the Termination Fee</b>	<b>Tranche B of the Termination Fee</b>
<b>Year Ending December 31,</b>		
2014	\$ 0.8	
2015	0.8	
2016	0.8	
2017	1.5	\$ 0.8
	<b>\$ 3.9</b>	<b>\$ 0.8</b>

According to this agreement we pay monthly interest payments.

We lease office space at 1, Vassilisis Sofias & Megalou Alexandrou Street, 151 24 Maroussi, Greece from an unrelated party. Our lease is for a duration of 12 years and began on May 2006 with a lessee's option for an extension of 10 years. Following two amendments, in 2010 and 2011, the annual rent was adjusted to \$0.72 million and \$0.12 million respectively and the area of office space rented was reduced. A revision in the useful life of certain assets in abandoned office space resulted in an accelerated depreciation of \$0.56 million and \$0.9 million included in general and administrative expenses for 2010 and 2011 respectively. On January 1, 2013, the agreement was amended again to reduce the annual rent to \$0.04 million (based on the U.S. Dollar/Euro exchange rate as of December 31, 2013). It was also agreed to revert occupancy in an even larger area of the leased office space. All other terms of the lease remained unchanged. The revision in useful life of these assets resulted in an accelerated depreciation of \$0.62 million included in general and administrative expenses for 2012.

**Other Contractual Obligations:**

Since July 1, 2010, Central Mare, a related party controlled by the family of our Chief Executive Officer, has been performing all of our operational, technical and commercial functions relating to the chartering and operation of our vessels, pursuant to a letter agreement concluded between Central Mare and Top Ships and management agreements concluded between Central Mare and our then vessel-owning subsidiaries. The letter agreement was amended on January 1, 2012 resulting in a decrease in the fixed management fees, with all other terms remaining unchanged. On January 1, 2013 we amended the letter agreement again resulting in a decrease in the variable management fees to \$250 per vessel per day that includes operational, technical and commercial functions, services in connection with compliance with Section 404 of the Sarbanes-Oxley Act of 2002, services rendered in relation to our maintenance of proper books and records, services in relation to our financial reporting requirements under SEC and Nasdaq rules and regulations, the provision of information-system related services, commercial operations and freight collection services, with all other terms remaining unchanged. On October 16, 2013 the letter agreement was amended again and it now provides for a fixed monthly fee of \$15,000 for the provision of all the abovementioned services, for the period when we do not have any ships.

On March 7, 2014 we terminated the Letter Agreement with Central Mare without incurring any penalties and on March 10, 2014 we entered into a new Letter Agreement with CSM (see Certain Relationships and Related-Party Transactions).

On September 1, 2010, we entered into separate agreements with Central Mare, a related party controlled by the family of our Chief Executive Officer, pursuant to which Central Mare furnishes our executive officers to us. These agreements were entered into in exchange for terminating prior employment agreements. In addition, on March 1, 2011, we entered into an agreement with Central Mare, pursuant to which Central Mare furnishes

---

**Table of Contents**

certain administrative employees. On July 1, 2012, both of these agreements were amended and the salaries of the executive officers were reduced as was the number of administrative employees provided.

Other major capital expenditures will include funding the maintenance program of regularly scheduled intermediate survey or special survey dry-docking necessary to preserve the quality of our vessels as well as to comply with international shipping standards and environmental laws and regulations. Although we have some flexibility regarding the timing of this maintenance, the costs are relatively predictable. Management anticipates that the vessels that are younger than 15 years are required to undergo in-water intermediate surveys 2.5 years after a special survey dry-docking and that such vessels are to be dry-docked every five years. Vessels 15 years or older are required to undergo dry-dock intermediate survey every 2.5 years and not use in-water surveys for this purpose. The abovementioned capital expenditures are not borne by us when our vessels are employed on bareboat charters.

***Critical Accounting Policies:***

The discussion and analysis of our financial condition and results of operations is based upon our consolidated financial statements, which have been prepared in accordance with USGAAP. The preparation of those financial statements requires us to make estimates and judgments that affect the reported amount of assets and liabilities, revenues and expenses and related disclosure of contingent assets and liabilities at the date of our financial statements. Actual results may differ from these estimates under different assumptions or conditions.

Critical accounting policies are those that reflect significant judgments or uncertainties, and potentially result in materially different results under different assumptions and conditions. We have described below what we believe are our most critical accounting policies that involve a higher degree of judgment and the methods of their application. For a description of all of our significant accounting policies, see Note 2 to our consolidated financial statements and to our unaudited interim condensed consolidated financial statements included herein.

*Vessel depreciation.* We record the value of our vessels at their cost (which includes the contract price, pre-delivery costs incurred during the construction of newbuildings, capitalized interest and any material expenses incurred upon acquisition such as initial repairs, improvements and delivery expenses to prepare the vessel for its initial voyage) less accumulated depreciation. We depreciate our vessels on a straight-line basis over their estimated useful lives, estimated to be 25 years from the date of initial delivery from the shipyard. Depreciation is based on cost of the vessel less its residual value which is estimated to be \$160 per light-weight ton. A decrease in the useful life of the vessel or in the residual value would have the effect of increasing the annual depreciation charge and possibility of an impairment loss.

A decrease in the useful life of the vessel may occur as a result of poor vessel maintenance performed, harsh ocean-going and weather conditions that the vessel is subject to, or poor quality of the shipbuilding yard. When regulations place limitations over the ability of a vessel to trade on a worldwide basis, the vessel's useful life is adjusted at the date such regulations become effective. Weak freight markets may result in owners scrapping more vessels and scrapping them earlier due to unattractive returns. An increase in the useful life of the vessel may result from superior vessel maintenance performed, favorable ocean-going and weather conditions the vessel is subjected to, superior quality of the shipbuilding yard, or high freight rates which result in owners scrapping the vessels later due to attractive cash flows.

*Impairment of vessels:* We evaluate the carrying amounts and periods over which long-lived assets are depreciated on a semi-annual basis to determine if events have occurred which would require modification to their carrying values or useful lives. In evaluating useful lives and carrying values of long-lived assets, we review certain indicators of potential impairment, such as undiscounted projected operating cash flows, vessel sales and purchases, business plans

and overall market conditions. We determine undiscounted projected net operating cash flows for each vessel and compare it to the vessel's carrying value. If the carrying value of the related vessel exceeds its undiscounted future net cash flows, the carrying value is reduced to its fair value. We estimate fair market value primarily through the use of third-party valuations performed on an individual vessel basis.

---

**Table of Contents**

The carrying values of our vessels may not represent their fair market value at any point in time since the market prices of second-hand vessels tend to fluctuate with changes in charter rates and the cost of newbuildings. During the past few years, the market values of vessels have experienced particular volatility, with substantial declines in many vessel classes. As a result, the charter-free market value, or basic market value, of certain of our vessels may have declined below those vessels' carrying value, even though we would not impair those vessels' carrying value under our accounting impairment policy, due to our belief that future undiscounted cash flows expected to be earned by such vessels over their operating lives would exceed such vessels' carrying amounts.

Although we believe that the assumptions used to evaluate potential impairment are reasonable and appropriate, such assumptions are highly subjective. There can be no assurance as to how long charter rates and vessel values will remain at their currently low levels or whether they will improve by any significant degree. Charter rates may remain at depressed levels for some time which could adversely affect our revenue and profitability, and future assessments of vessel impairment.

In order to perform the undiscounted cash flow test, we make assumptions about future charter rates, commissions, vessel operating expenses, drydock costs, fleet utilization, scrap rates used to calculate estimated proceeds at the end of vessels' useful lives and the estimated remaining useful lives of the vessels. These assumptions are based on historical trends as well as future expectations. The projected net operating cash flows are determined by considering the charter revenues from existing time charters for the fixed fleet days and an estimated daily time charter equivalent for the unfixed days (based on a combination of three-year time charter rates for the next three years and the most recent eight-year average of the one-year time charter rates for each vessels' category) over the remaining useful life of each vessel, which we estimate to be 25 years from the date of initial delivery from the shipyard. Expected outflows for scheduled vessels' maintenance and vessel operating expenses are based on historical data, and adjusted annually assuming an average annual inflation derived from the most recent twenty-year average consumer price index. Effective fleet utilization, average commissions, dry-dock costs and scrap values are also based on historical data.

During 2011, charter rates decreased, resulting in the deterioration of asset values, but the drybulk carriers experienced the steepest drop. We sold all our dry bulk vessels during 2011 with the exception of the M/V Evian, which we had classified as held for sale at December 31, 2011. As a result, we recorded an impairment loss of \$114 million for the year ended December 31, 2011 that is included in the accompanying statement of operations. We did not record an impairment charge for our tanker vessels in 2011 because we determined that the undiscounted cash flows for these vessels exceeded their book values.

During 2012, vessel oversupply decreased charter rates and further decreased vessel values. We considered these conditions as indicators of a potential impairment for our vessels. In December 2012, we tested the M/T Miss Marilena, M/T Lichtenstein, M/T UACC Shams, M/T Britto and M/T Hongbo for impairment and assigned a medium probability to sell them. This assumption, together with the deteriorating charter rates, significantly reduced the probability-weighted undiscounted expected cash flows, which we determined to be lower than the vessels' carrying values. Consequently we wrote the vessels down to their fair values and recognized an impairment charge of \$46.6 million.

During 2013 and up to June 30, fears of vessel oversupply and market disruptions led to high charter rate volatility and to a further decrease in vessel values. These are conditions that we considered to be indicators of potential impairment. We performed the undiscounted cash flow test as of June 30, 2013 and determined that the carrying amounts of our vessels held for use were recoverable.

*Derivatives.* We designate our derivatives based upon the criteria established by the FASB in its accounting guidance for derivatives and hedging activities. The accounting guidance for derivatives requires that an entity recognizes all



derivatives as either assets or liabilities in the statement of financial position and measure those instruments at fair value. The accounting for the changes in the fair value of the derivative depends on the intended use of the derivative and the resulting designation. For a derivative that does not qualify as a cash flow

**Table of Contents**

hedge, the change in fair value is recognized at the end of each accounting period on the income statement. For a derivative that qualifies as a cash flow hedge, the change in fair value is recognized at the end of each reporting period in accumulated other comprehensive income / (loss) (effective portion) until the hedged item is recognized in income. The ineffective portion of a derivative's change in fair value is immediately recognized in the income statement.

We have not applied hedge accounting to our interest rate swaps. Additionally, we have not adjusted the fair value of our derivative liabilities for non-performance risk as we expect to be able to perform under the contractual terms of our derivative agreements, such as making cash payments at periodic net settlement dates or upon termination. Please refer to the information in this section under the heading "Liquidity and Capital Resources - Working Capital Requirements and Sources of Capital" for further information.

**OFF-BALANCE-SHEET ARRANGEMENTS**

As of December 31, 2013, we have no off-balance sheet arrangements that have or are reasonably likely to have a current or future material effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity or capital resources.

**QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK****Our Risk Management Policy**

Our primary market risks relate to adverse movements in freight rates in the product tanker market. Our policy is to continuously monitor our exposure to other business risks, including the impact of changes in interest rates, currency rates, and bunker prices on earnings and cash flows. We assess these risks and, when appropriate, enter into derivative contracts with credit-worthy counterparties to minimize our exposure to the risks. With regard to bunker prices, as our employment policy for our vessels has been and is expected to continue to be with a high percentage of our fleet on period employment, we are not directly exposed with respect to those vessels to increases in bunker fuel prices, as these are the responsibility of the charterer under period charter arrangements.

**Interest Rate Risk**

As of March 31, 2014 we bear no interest rate risk since we have no senior outstanding indebtedness and our only interest rate swap arrangement is not pegged to a floating interest rate. The only exposure we have to floating interest rates relates to the outstanding balance of the termination fee outstanding (see Note 17 to our unaudited interim condensed consolidated financial statements included herein).

Set forth below is a table of our interest rate swap arrangements as of March 31, 2014 and December 31, 2013 (in thousands of U.S. dollars).

Counterparty	SWAP		Period	Effective Date	Interest Rate	Payable	Fair Value	Liability
	Number (Nr)	Notional Amount						
		March 31, 2014				December 31, 2013	March 31, 2014	
ALPHA BANK	1	\$ 20,000	7 years	March 30, 2008	\$	\$ (1,697)	\$ (1,416)	

*SWAP Nr 1.* Under this SWAP agreement, we received an upfront amount of \$1.5 million. During the first year, we received a fixed rate of 5.25% and paid a fixed rate of 5.50%. From the second year, we receive quarterly a fixed rate of 5.25% and we pay a rate of 5.10%, if either of two conditions are met: i) the difference between the 10 year Euro swap rate and the 2 year Euro swap rate is greater or equal than -0.15% and ii) the six month USD LIBOR is between 1.00% and 6.00%. Otherwise, we pay 10.85% less 5.75% multiplied by a cushion consisting of the number of days that either of the above two conditions are not met, divided by the total number of days of the period multiplied by the previous quarter's cushion. The first cushion, as of the end of the first year, was set

**Table of Contents**

to 1. During the third and fourth quarter of 2009, the six month USD LIBOR has been consistently below 1% and the cushion has become zero. As a result we will be paying 10.85% until the instrument's maturity date.

**Foreign Exchange Rate Fluctuation**

We generate all of our revenues in U.S. dollars but incur certain expenses in currencies other than U.S. dollars, mainly Euro. During 2013, approximately 7.3% of our expenses were in Euro and approximately 0.2% were in other currencies than the U.S. dollar or Euro. For accounting purposes, expenses incurred in other currencies are converted into U.S. dollars at the exchange rate prevailing on the date of each transaction. We have not hedged currency exchange risks associated with our expenses and our operating results could be adversely affected as a result. We constantly monitor the U.S. dollar exchange rate and we try to achieve the most favorable exchange rates from the financial institutions we work with.

Based on our total expenses for the year ended December 31, 2012, and using an average exchange rate of \$1.2861 / 1 Euro, a 5% decrease in the exchange rate to \$1.2218 / 1 Euro, would result in an expense saving of approximately \$0.35 million. Based on our total expenses for the year ended December 31, 2013, and using as an average exchange rate of \$1.328 / 1 Euro, a 5% decrease in the exchange rate to \$1.262 / 1 Euro, would result in an expense saving of approximately \$0.06 million.

---

**Table of Contents**

**THE INTERNATIONAL REFINED PETROLEUM PRODUCTS SHIPPING INDUSTRY**

*All the information and data presented in this section, including the analysis of the product tanker shipping industry has been provided by Drewry. Drewry has advised that the statistical and graphical information contained herein is drawn from its database and other sources. In connection therewith, Drewry has advised that: (a) certain information in Drewry's database is derived from estimates or subjective judgments; (b) the information in the databases of other maritime data collection agencies may differ from the information in Drewry's database; (c) while Drewry has taken reasonable care in the compilation of the statistical and graphical information and believes it to be accurate and correct, data compilation is subject to limited audit and validation procedures.*

**Overview**

The maritime shipping industry is fundamental to international trade and is often the only practicable and cost effective means of transporting large volumes of many essential commodities. In turn, the refined petroleum products (products) shipping industry provides a vital link in the global energy supply chain. The market for petroleum products is highly competitive, with ship charter hires rates sensitive to changes in demand for and supply of capacity, and are consequently cyclical and volatile in nature.

In broad terms, demand for products traded by sea is principally affected by world and regional economic conditions, as well as other factors such as changes in the location of productive capacity, and variations in the regional prices. The close relationship which exists between changes in global economic activity and seaborne refined products trade is shown in the chart below.

**World GDP and Seaborne Products Trade**

(Percent Change Year on Year)

*Source: Drewry*

Demand for shipping capacity is a product of the physical quantity of the cargo (measured, depending on the cargo in terms of tons or cubic metrics) together with the distance the cargo is carried. Demand cycles move broadly in line with developments in the global economy, with demand for products slowing significantly in the period immediately after the onset of the global economic downturn in late 2008, before recovering gradually in 2012 and 2013 with the general improvement in the economic climate.

**Table of Contents**

Product tankers carry refined products, such as fuel oil and vacuum gas oil (often referred to as “dirty products”), gas oil, gasoline, jet fuel, kerosene and naphtha (often referred to as “clean products”), and sometimes crude oil. In addition, some product tankers are able to carry bulk liquid chemicals and edible oils and fats. The basic structure of the market is shown in the diagram below.

*Source: Drewry*

Clean petroleum products (e.g., gasoline, gas oil, aviation fuel, including distillates) are carried by International Maritime Organisation (IMO) and non IMO certified tankers. IMO tankers also carry depending on their tank coatings a range of other products including organic and inorganic bulk liquid chemicals, vegetable oils and animal fats and special products such as molasses.

**Table of Contents**

Over the past ten years, seaborne products trade has grown at an average rate of 4.6%, over four times the growth rate of the crude oil trade. Over the past five years, the growth rates have been 3.8% for oil products, and -0.2% for crude oil. Recent trends in world seaborne product, crude oil and bulk liquid chemical trades (which provide employment for some product tankers) are summarized in the table below.

**World Seaborne Tanker Trades**

(Mill T = Million Tons)

Year	Oil Products		Chemicals		Crude Oil		Total		Global GDP (IMF)
	Mill T	% y-o-y	Mill T	y-o-y	Mill T	% y-o-y	Mill T	% y-o-y	% y-o-y
2000	555		111		1,764		2,430		4.8%
2001	570	2.7%	114	3.0%	1,181	3.1%	2,502	3.0%	2.3%
2002	567	-0.5%	122	7.0%	1,828	0.5%	2,516	0.6%	2.9%
2003	611	7.7%	129	5.9%	1,937	6.0%	2,677	6.4%	3.7%
2004	637	4.2%	139	8.0%	2,043	5.5%	2,819	5.3%	5.0%
2005	696	9.4%	152	9.4%	2,076	1.6%	2,924	3.7%	4.6%
2006	740	6.3%	161	5.4%	2,086	0.5%	2,987	2.1%	5.3%
2007	738	-0.3%	175	9.0%	2,102	0.8%	3,015	1.0%	5.4%
2008	793	7.5%	177	1.1%	2,111	0.4%	3,081	2.2%	2.6%
2009	834	5.1%	180	1.7%	2,025	-4.1%	3,039	-1.4%	-0.9%
2010	883	5.9%	187	3.9%	2,066	2.0%	3,136	3.2%	5.2%
2011	912	1.3%	196	4.8%	2,032	-1.6%	3,140	0.1%	3.9%
2012	937	2.7%	200	2.0%	2,075	2.1%	3,212	2.3%	3.2%
2013 (1)	956	2.0%	204	2.0%	2,090	0.7%	3,250	1.2%	2.9%
<b>CAGR (2008-2013)</b>	3.8%		2.9%		-0.2%		1.1%		
<b>CAGR (2003-2013)</b>	4.6%		4.7%		0.8%		2.0%		

(1) Provisional

Source: Drewry

Ship supply is determined by the size of the existing fleet as measured by cargo carrying capacity. Changes in supply are influenced by a variety of factors, primarily the size of the existing fleet by number and ship size, the rate of deliveries of newbuildings and levels of scrapping and loss, which make up deletions from the fleet. Other operating efficiency factors (for example, port congestion and vessels speed) also play a role in shaping total supply.

The fleet of ships available to transport products comprises of both normal product tankers and a group of ships often referred to as product/chemical tankers. This latter group is able to switch between trading in oil products and chemicals and hence they represent a swing element in supply. However, the potential impact of such ships may be somewhat limited as chemicals for example are normally moved in small lots which are not economical for larger ships to carry. Furthermore, the types of chemicals that are actually listed in such ships certificate of fitness are usually also limited. Hence, the following analysis only considers the product tanker fleet. In June 2014 this fleet consisted of 1,259 ships with a combined capacity of 77.1 million dwt.





**Table of Contents****The Product Tanker Fleet**

<b>Year</b>	<b>Product Tankers (1)</b>	
<i>(end period)</i>	<b>000 Dwt</b>	<b>% Y-o-Y</b>
2002	35,385	-0.5%
2003	35,841	1.3%
2004	39,958	11.5%
2005	43,650	9.2%
2006	47,405	8.6%
2007	52,187	10.1%
2008	58,041	11.2%
2009	65,614	13.0%
2010	67,254	2.5%
2011	69,049	2.7%
2012	70,815	2.6%
2013	73,165	3.3%
Jun14	77,100	
<b>Orderbook Jun 2014</b>	<b>18,200</b>	
<b>Orderbook % Fleet</b>	<b>23.6%</b>	

(1) Based on Ships 10,000 dwt +

Source: Drewry

The existing supply/demand balance for shipping capacity is the primary factor in determining charter rates. Product tanker charter rates were generally depressed in the period after the financial crisis as a result of the global economic slowdown and a high volume of deliveries causing surplus capacity in the market, but have since started to show some improvement.

The charter market is highly competitive. Competition is based primarily on the offered charter rate, the location and technical specification of the vessel and the reputation of the vessel and its manager. Typically, the agreed terms are based on standard industry charter parties prepared to streamline the negotiation and documentation processes. The most common types of employment structures for products tankers are:

**Spot market:** The vessel earns income for each individual voyage and owner pays for bunkers and port charges. Earnings are dependent on prevailing market conditions, which can be highly volatile. Idle time between voyages is possible depending on the availability of cargo and position of the vessel.

Contract of affreightment (or COAs): Contracts of affreightment are agreements by vessel owners to carry quantities of a specific cargo on a particular route or routes over a given period of time using ships chosen by the vessel owners within specified restrictions. Contracts of affreightment function as a long-term series of spot charters, except that the owner is not required to use a specific vessel to transport the cargo, but instead may use any vessel in its fleet and in some cases a "take or pay" clause will be common.

Time charter. A time charter is a contract for the hire of a vessel for a certain period of time, with the vessel owner being responsible for providing the crew and paying operating costs, while the charterer is responsible for fuel and other voyage costs. A time charter is comparable to an operating lease. Sometime charters also have profit sharing arrangements, the details of which vary from charter to charter.

Bareboat charter: The ship owner charters the vessel to another company (the charterer) for a pre-agreed period and daily rate. The charterer is responsible for operating the vessel and for payment of the charter rates. A bareboat charter is comparable to a finance lease / capital lease.

**Table of Contents**

**Pool employment:** The vessel is part of a fleet of similar vessels, brought together by their owners in order to exploit efficiencies and benefit from a profit sharing mechanism. The operator of the pool sources different cargo shipment contracts and directs the vessels in an efficient way to service these contractual obligations. Pools can benefit from profit and loss sharing effects and the benefits of potentially less idle time through coordination of vessel movements, but vessels sailing in a pool will also be vulnerable to adverse market conditions.

There is also a second hand market for ships, with vessels changing hands between owners. The second hand sale and purchase market is relatively liquid for product tankers, with vessels changing hands between owners on a regular basis. Second hand prices are generally influenced by potential earnings.

**The Product Tanker Shipping Industry****Oil Consumption**

Oil has been the world's primary energy source for a number of decades and in 2013 accounted for approximately one third of global energy consumption. In 2013 world oil consumption was equivalent to 90.9 million bpd. Proven oil reserves tend to be located in regions distant from major consuming countries, which contribute to demand for shipping. One reversal of this tendency in recent years has been the development of tight or shale oil reserves in the USA, but this in itself has opened up opportunities in shipping markets.

**World Oil Consumption***(Million Bpd)*

	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012	2013	CAGR 03-13%
North America	24.5	25.3	25.5	25.4	25.5	24.2	23.7	24.1	24.0	23.7	23.8	-0.3%
Europe OECD	15.4	15.6	15.5	15.5	15.3	15.4	14.7	14.7	14.3	13.8	13.5	-1.3%
Pacific	8.7	8.5	8.6	8.5	8.4	8.0	8.0	8.1	8.1	8.5	8.4	-0.4%
<b>Total OECD</b>	<b>48.6</b>	<b>49.4</b>	<b>49.6</b>	<b>49.4</b>	<b>49.2</b>	<b>47.6</b>	<b>46.4</b>	<b>46.9</b>	<b>46.4</b>	<b>46.0</b>	<b>45.7</b>	<b>0.6%</b>
Former Soviet Union	3.6	3.7	3.8	3.9	4.2	4.2	4.0	4.2	4.4	4.5	4.6	2.5%
Europe Non OECD	0.7	0.7	0.7	0.7	0.8	0.7	0.7	0.7	0.7	0.7	0.7	0.0%
China	5.6	6.4	6.6	7.0	7.6	7.9	7.9	8.9	9.2	9.6	10.1	6.1%
Asia (exc China)	8.1	8.6	8.8	8.9	9.5	9.7	10.3	10.9	11.1	11.4	11.6	3.7%
Latin America	4.7	4.9	5.0	5.2	5.7	5.9	5.7	6.0	6.3	6.5	6.6	3.5%
Middle East	5.4	5.8	6.1	6.5	6.5	7.1	7.1	7.3	7.4	7.6	7.9	3.9%
Africa	2.7	2.8	2.9	3.0	3.1	3.2	3.4	3.5	3.4	3.5	3.8	3.5%
<b>Total Non-OECD</b>	<b>30.8</b>	<b>32.9</b>	<b>33.9</b>	<b>35.2</b>	<b>37.4</b>	<b>38.7</b>	<b>39.1</b>	<b>41.5</b>	<b>42.5</b>	<b>43.8</b>	<b>45.3</b>	<b>3.9%</b>

<b>World Total</b>	<b>79.4</b>	<b>82.3</b>	<b>83.5</b>	<b>84.6</b>	<b>86.6</b>	<b>86.3</b>	<b>85.5</b>	<b>88.4</b>	<b>88.9</b>	<b>89.8</b>	<b>91.0</b>	<b>1.4%</b>
--------------------	-------------	-------------	-------------	-------------	-------------	-------------	-------------	-------------	-------------	-------------	-------------	-------------

*Source: Drewry*

Globally oil consumption increased by a CAGR of 1.4% in the period 2003 to 2013. In the developed world demand for oil is either flat or declining, but in the developing world the opposite is the case. For example, in the period 2003 to 2013 Chinese oil consumption increased at a CAGR of 6.1% and strong growth rates were reported in other parts of the developing world.

## **Table of Contents**

As the following chart indicates per capita consumption of oil is still low in countries such as China and India and this is positive for oil demand looking ahead.

### **Oil Consumption Per Capita : 2013**

*(Tonnes per Capita)*

*Source: Drewry*

## **Product Exports & Imports**

In terms of tonne-mile demand, a notable shift in the patterns of world refining over the last five years has been the shift towards crude oil producing regions growing their refinery capacity, just as poor margins cause closures in the developed world's major consumers of products, notably in Europe and on the US East Coast.

In particular, in recent years there has been a trend towards increased oil product imports into South American, African and Asia Pacific countries (excluding China and India, countries whose oil imports growth primarily relates to crude rather than products). Increased exports from the US have been a significant trend, with the largest proportion going to satisfy growing South America demand for the consumption of oil products. Other US exports have been moving transatlantic into Europe, where local refinery shutdowns have supported import demand.

A significant development in the product tanker industry in recent years has been the growth of exports from the United States. Historically, the United States was a net importer of products, but this situation has changed with the exploitation of shale reserves in the United States and the growth in domestic oil production. In the period 2003-2013 exports of products from the United States increased by a CAGR of 11.8% and much of this traffic went to South America to satisfy growing local demand. Exports of crude oil from the US are currently prohibited but products are not. US exports at the start of 2010 were just over 1.6 million bpd, but by the second quarter of 2014 had increase to just under 3.5 million bpd. Much of the increase in South American import requirement is being catered for by growing exports from the United States. The adjacent graph shows how US exports of products have grown in recent years. Moderating domestic oil demand has combined with greater availability of crude feedstock (due to increased US domestic crude oil production from tight oil and offshore) to make larger-scale exports feasible, particularly of middle distillates from the US Gulf. In light of the projected growth in US crude oil production, and strong demand growth in South America combined with increasing long-haul flows to Asia, this is a trend which seems likely to continue.

**Table of Contents**

Apart from South America US exports are growing to other parts of the world as new routes emerge. It is also the case that price differentials are creating arbitrage opportunities for exporters all over the world.

**Oil Product Exports Major Growth Regions**

*(Million Bpd)*

*Source: Drewry*

73

**Table of Contents**

Product trades are also affected by the location of refinery capacity. During the past five years some oil producing regions in the developing world most notably the Middle East and Asia have expanded their own refinery capacity; just as poor financial margins have forced refinery closures in the developed world, especially in Europe and on the United States East Coast. That being said US Refinery capacity in the PADD 3 district (US Gulf) has actually increased by approximately 500,000 bpd in the last few years and this has helped to support the growth in US product exports.

**US PAAD 3 Refinery Capacity**

*( 000 bpd)*

*Source: Drewry*

**Table of Contents**

Otherwise, most of the planned increases in global refinery capacity are scheduled to take place in the Middle East and Asia. Therefore, the recent trends in the location of global refinery capacity look set to continue.

**Oil Product Imports Major Growth Regions**

*( 000 Bpd)*

*Source: Drewry*

**Regional Refinery Capacity**

*(changes in capacity year-over-year: million bpd)*

*Source: Drewry*



**Table of Contents**

Elsewhere, the large export-oriented refinery at Jamnagar on the west coast of India with a capacity of 1 million bpd has already provided additional shipment volumes of around 0.6m bpd since its start-up in 2009. Several refineries in the Arabian Gulf are have either recently come on line or are due on online in the coming years, including those at Jubail ( 2013, 0.4m bpd capacity), Yanbu (Q3 2014, 0.4m bpd) and Jizan (planned for 2015/2016 potentially 0.4m bpd) in Saudi Arabia and at Ruwais (2014, 0.4m bpd expansion project) and Fujairah (2016, 0.2m bpd) in the UAE.

It is already apparent that the closures of refining capacity in the developed world are prompting longer haul imports to cater for product demand, for instance on routes such as West Coast India to the US eastern seaboard. Any concerted global economic recovery in combination with these new start-ups in the Arabian Gulf could prompt further growth in long-haul imports from this region. Furthermore, the Yanbu and Jizan projects in particular are expected to produce significant amounts of low-sulphur fuels, which will become increasingly in demand in the tightening regulatory environment. These developments may benefit a mixture of LR and MR sized vessels.

Refinery closures close to consuming regions elsewhere in the world could also help to support product import demand. For example, in Australia, where trade from Singapore is expected to become increasingly important to compensate for the conversion of local producing refineries into storage depots. This would be part of a general increase in intra-Asian trade which is already boosting product tanker demand, something which may be further supported by expected closures in Japan (a result of new government standards).

This type of growth is generally of benefit to MR sized tankers, the workhorses of medium-haul products trades, in addition to their mainstay trades such as gasoline movements across the Atlantic from Europe into the USA. MR2 vessels offer the flexibility of being sufficiently small to enable access to a diverse range of ports and are also popular with oil traders given this flexibility and ability to deal with the most common parcel sizes.

**Table of Contents**

The main established product tanker routes and the new routes emerging are shown in the map below.

*Source: Drewry*

**Seaborne Product Trades**

In 2013 total seaborne trade in products was provisionally estimated at 956 million tonnes. In the period 2003 to 2013 seaborne trade in products increased at CAGR of 4.6%, and as the chart below indicates, there has been more or less steady growth in trade since 2003.

**Seaborne Products Trade**

*(Million Tonnes)*

*Source: Drewry*

**Table of Contents**

As a result of the growth in trade and the changes in the location of refinery capacity demand for product tankers expressed in terms of tonne miles grew by a CAGR of 6.0% in the period 2003 to 2013. Generally growth in products trades and product tanker demand is more consistent and less volatile than crude oil trade. Continued growth at these historical levels is feasible but will be subject to global economic development and a continuation of the trade and refinery trends of recent years.

**Products Tanker Demand**

	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012	2013	CAGR % 03-13
<b>Seaborne Trade Million Tonnes</b>	611	637	696	740	738	793	834	883	912	937	956	4.6%
<b>Tonne Mile Demand Billion Tonnes Miles</b>	1,441	1,498	1,713	1,836	1,891	2,092	2,339	2,453	2,498	2,572	2,650	6.0%
<b>Average Voyage Lengths (Miles)</b>	2,359	2,353	2,460	2,481	2,563	2,638	2,805	2,778	2,740	2,745	2,772	1.5%

Source: Drewry

In the case of US product exports, tonne mile employment grew by a CAGR of just under 17,7% in the period 2003 to 2013, (see table below)

**Tonne Mile Employment**

	World BTM	US Exports BTM	US Share % Total
2003	1,441	73	5,1
2004	1,498	97	6,5
2005	1,713	95	5,5
2006	1,836	126	6,9
2007	1,891	137	7,2
2008	2,092	192	9,2
2009	2,339	229	9,8
2010	2,453	245	10,0
2011	2,498	304	12,2
2012	2,572	323	12,6
2013	2,650	374	14,1
CAGR 03-13	6,3%	17,7%	10,8%
CAGR 08-13	4,8%	14,3%	9,0%

Source: Drewry

**Product Tanker Supply**

The oil tanker fleet is divided between crude tankers that carry crude oil or residual fuel oil ( dirty products), and product tankers that carry refined petroleum products ( clean products) such as gasoline, jet fuel, kerosene, naphtha and gas oil. While product tankers can carry dirty products, they generally do not switch between clean and dirty cargoes, as a vessel s tank must be cleaned prior to loading a different cargo type.

**Table of Contents**

There is no industry accepted standard definition of the world oil product tanker fleet but typically the fleet can be divided into four major categories based on vessel size, which are as follows:

**Long Range 2 (LR2)** tankers, with a product cargo carrying capacity in excess of 80,000 dwt. LR2 tankers typically operate on long-haul voyages, although port constraints limit their trading routes. LR2s generally trade on long-haul routes from the Middle East to Asia, Europe and the Gulf of Mexico or the Caribbean.

**Long Range 1 (LR1)** tankers, with an oil cargo carrying capacity of approximately 55,000 to 79,999 dwt. LR1 tankers are engaged in a range of product trades, generally from Europe to the United States, the Gulf of Mexico, or back. They also trade within the Mediterranean, or within Asia as well as between the Middle East and Asia.

**Medium Range (MR)** This group consists of MR2 and MR1 type vessels. MR2 product tankers are typically classed with an oil cargo carrying capacity of approximately 40,000 to 54,999 dwt. MR2 tankers are usually employed on short to medium haul trades, mainly in North West Europe, the Caribbean, the Mediterranean and Asia. A typical cargo size would be between 45-50,000 tons. MR1 product tankers have a cargo carrying capacity of 25,000 to 39,999 tons. They are normally employed on a variety of regional routes carrying refined petroleum products not suitable for larger vessels

**Small** product tankers are between 10,000-24,999 dwt and typically trade on short-sea intra-regional trades.

**Product Tanker Vessel Types**

<b>Class of Tanker</b>	<b>Cargo Capacity (Dwt)</b>	<b>Typical Use</b>
<b>Small</b>	10,000 - 24,999	Short-haul of mostly refined petroleum products worldwide, usually on local or regional trade routes.
<b>Medium Range 1 (MR1)</b>	25,000 - 39,999	Flexible vessels involved in medium-haul petroleum products trades both in the Atlantic Basin and the growing intra-Asian/Middle East/ISC trades.
<b>Medium Range 2 (MR2)</b>	40,000 - 54,999	
<b>Long Range 1 (LR1)</b>	55,000 - 79,999	Short-to medium-haul crude oil and refined petroleum products transportations worldwide, mostly on regional trade routes.
<b>Long Range 2 (LR2)</b>	80,000 +	Short-to medium-haul refined petroleum products transportations from the North Sea or West Africa to Europe or the East Coast of the United States, from the Middle East Gulf to the Pacific Rim.

*Source: Drewry*



**Table of Contents**

Medium Range product tankers carry the majority of the global trade of refined petroleum products transported at sea as their size allows the greatest flexibility in trade routes and port access. The world product tanker fleet (of 10,000 Dwt and above) as of June 2014 consisted of 1,259 ships with a combined capacity of 77.1 million dwt. The breakdown of the fleet by size together with the orderbook as of June 2014 is illustrated in the table below.

**The World Product Tanker Fleet(1) & Orderbook**

Size Category	Existing Fleet		Orderbook - Scheduled Deliveries						Total	Orderbook as % of Fleet	
	Jun-14		2014		2015		2016 +				
Dwt	No.	000 Dwt	No.	000 Dwt	No.	000 Dwt	No.	000 Dwt	No.	000 Dwt	
10-24,999	120	1,695	5	101	1	19	0	0	6	120	7.1%
25-54,999	588	25,636	39	1,905	47	2,351	63	3,066	149	7,322	28.6%
55-79,999	297	21,682	5	364	4	284	19	1,402	28	2,050	19.5%
80,000 +	254	28,041	19	2,173	41	4,644	17	1,927	77	8,744	31.2%
<b>Total</b>	<b>1,259</b>	<b>77,055</b>	<b>68</b>	<b>4,543</b>	<b>93</b>	<b>7,298</b>	<b>99</b>	<b>6,395</b>	<b>260</b>	<b>18,236</b>	<b>23.7%</b>

(1) Product tankers only, excludes product/chemical tankers

*Source: Drewry*

As of June 2014, the world product tanker orderbook for all vessels above 10,000 DWT comprised 260 ships with a combined capacity of 18.2 million dwt, equivalent to 23.7% of the existing fleet.

Most of the ships are due for delivery by the end of 2015, although it is worth noting that in recent years the orderbook has been affected by the non-delivery of vessels. Product tankers scheduled for delivery were not delivered for a variety of reasons, including delays, either through mutual agreement or through shipyard problems, and some were due to vessel cancellations. Slippage and non-delivery is likely to remain an issue going forward and will continue to moderate fleet growth.

Conversely, newbuilding activity has the potential to increase future supply. However, in the short term, shipbuilding capacity could be a constraining factor to supply growth, with limited availability reported in major MR product tanker building shipyards for the next few years. Many of the traditional builders of MR-sized product tankers have filled their orderbooks into the medium term as a result of recent ordering activity. The more limited availability of bank finance from traditional European lenders has also been a constraining factor to newbuilding orders.

Over recent years, firm bunker prices, slow steaming and generally low freight rates have increased interest in eco-designs. Shipyards are marketing designs that potentially offer significant fuel consumption savings and speed flexibility which has generated interest and ordering activity. The exact commercial advantage of this new generation of vessels is still to be determined, but most of the product tankers that have been delivered in the last year or so, plus those on order are of eco design. As a result eco ships make up approximately 5% of the total fleet in 2014, and are not estimated to exceed 22% by 2017 based on the existing schedule of deliveries.





**Table of Contents**

***The Product Tanker Freight Market***

Within the tanker shipping industry, the freight rate indices issued by the Baltic Exchange in London are the references most likely to be monitored. These references are based on actual charter hire rates under charters entered into by market participants as well as daily assessments provided to the Baltic Exchange by a panel of major shipbrokers. The Baltic Exchange, an independent organization comprised of shipbrokers, shipping companies and other shipping players, provides daily independent shipping market information and has created freight rate indices reflecting the average freight rates (that incorporate actual business concluded as well as daily assessments provided to the exchange by a panel of independent shipbrokers) for the major tanker trading routes. These tanker indices include the Baltic Clean Tanker Index (BCTI) and the Baltic Dirty Tanker Index (BDTI). The following chart details the movement of these Indexes since 2000.

**Baltic Tanker Indexes**

*Source: Baltic Exchange*

**Table of Contents**

Between 2003 and 2007, the differential between demand and supply for tankers remained narrow and product tanker freight rates were generally firm. Following the recent recession, product tanker demand slowed, coinciding with substantial tonnage entering the fleet, driving earnings down. In late 2013 however, there was some evidence that rates had started to move upwards from the recessionary lows. The following table and chart show the historical development of one-year time charter rates for a range of product tankers of different ages and the relationship between one year and three year time charter and spot rates for a MR product tanker.

**Product Tankers One Year Time Charter Rates***(US\$ Per Day)*

Period	30,000 dwt		45,000 dwt		60,000 dwt		75,000 dwt	
	5-yr old	10-yr old	5-yr old	10-yr old	5-yr old	10-yr old	5-yr old	10-yr old
<b>Average</b>								
<b>2000</b>	12,500	11,500	14,000	13,000		14,854	16,304	
<b>2001</b>	15,600	14,600	17,600	16,700		19,708	20,000	
<b>2002</b>	11,400	10,900	13,300	12,000		15,292	14,617	
<b>2003</b>	13,300	11,400	14,800	13,400		14,163	16,550	
<b>2004</b>	15,600	13,375	19,025	15,850		18,813	25,521	
<b>2005</b>	18,854	14,063	25,271	18,625		21,833	28,933	
<b>2006</b>	21,417	15,083	26,792	19,775		23,225	29,100	
<b>2007</b>	22,200	15,150	25,367	22,121	25,954	22,292	30,408	24,608
<b>2008</b>	21,438	14,346	23,092	22,083	23,429	19,704	28,525	22,871
<b>2009</b>	13,675	9,808	14,851	14,521	16,338	13,675	18,617	15,650
<b>2010</b>	11,038	7,874	12,388	11,517	14,608	11,738	16,333	13,625
<b>2011</b>	12,208	8,008	13,633	11,317	13,767	10,275	14,758	11,025
<b>2012</b>	12,013	8,625	13,325	11,346	13,129	9,808	13,263	9,800
<b>2013</b>	12,833	9,850	14,246	12,746	13,708	10,958	14,488	11,142
<b>2014 Jan-Jun</b>	13,167	10,167	14,667	13,167	14,542	11,792	15,167	11,917
<b>Jun-14</b>	12,750	9,750	14,250	12,750	14,500	11,750	15,000	11,750

*Source: Drewry***MR2 Product Tanker Time Charter and Spot Freight Rates***(US\$/Day)**Source: Drewry*

**Table of Contents**

***Product Tanker Asset Prices***

Product tanker asset values have fluctuated over time, and there is a relationship between changes in asset values and the charter market usually with a time lag of six months to a year. Newbuilding prices increased significantly between 2003 and 2007 primarily as a result of increased tanker demand. Thereafter prices weakened in the face of a poor freight market and lower levels of new ordering. In late 2013 prices started to recover, but it is worth noting that they are still significantly below the peaks reported at the height of the market in 2008, a fact evident from the data shown in the table below.

**Product Tankers: Newbuilding Prices**

*(US\$ Millions)*

*Source: Drewry*

**Table of Contents**

The second hand sale and purchase market has traditionally been relatively liquid, with product tankers changing hands between owners on a regular basis. Second hand prices peaked in the summer of 2008 and have since declined, but have started to rise once more in line with the recovery in freight rates.

**Product Tankers: Secondhand Prices***(US\$ Millions)**Source: Drewry***MR2 Product Tanker: Time Charter and Asset Value Summary**

Period	Timecharter (US\$/day)		Asset Prices (US\$ million)		
	Spot (US\$/day)	1 Year	3 Year	Newbuild	5 Year Old
<b>Averages</b>					
2003	17,702	14,800	13,764	29.4	25.7
2004	27,828	19,025	16,540	36.5	33.6
2005	29,043	25,271	21,794	43.2	44.2
2006	25,609	26,792	21,675	45.8	46.7
2007	23,682	25,367	22,146	49.6	50.4
2008	21,156	23,092	21,500	51.7	49.1
2009	9,043	14,851	15,267	40.0	28.2
2010	10,543	12,388	13,646	35.5	27.0
2011	10,517	13,633	14,575	35.6	29.0
2012	10,519	13,325	14,500	34.0	24.9
2013	10,948	14,246	15,161	34.1	26.3
Jun-14	4,867	14,250	15,500	37.5	27.0
<b>5 Year Avg</b>	<b>10,314</b>	<b>13,708</b>	<b>14,630</b>	<b>35.8</b>	<b>27.1</b>
5 Year Low	5,174	10,800	12,200	33.5	22.0
5 Year High	17,450	20,000	18,800	46.0	35.0
<b>10 Yr Avg</b>	<b>17,889</b>	<b>18,809</b>	<b>17,680</b>	<b>40.6</b>	<b>35.9</b>
10 Yr Low	5,174	10,800	12,200	33.5	22.0
10 Yr High	42,099	30,000	24,500	53.5	54.0

*Source: Drewry*



**Table of Contents**

**BUSINESS**

**Our Company**

We are a provider of international seaborne transportation services, carrying petroleum products for the oil industry. We believe that the current dynamics in the MR product tanker market will present attractive vessel purchase opportunities for ship operators that have the necessary experience and capital resources.

Our fleet is expected to initially consist of six MR product/chemical tankers under construction, including two 39,000 dwt and four 50,000 dwt tankers, of which one 50,000 dwt tanker was delivered on June 20, 2014, with the remaining five tankers scheduled to be delivered from Hyundai Mipo Dockyard Co., Ltd. between the first quarter of 2015 and the third quarter of 2016. We have fixed all of the vessels of our fleet on medium-term time charter contracts to commence upon delivery.

We acquired five of our newbuilding vessels under construction on March 19, 2014, through share purchase agreements we entered into with affiliates of our President, Chief Executive Officer and Director, Evangelos J. Pistiolis, and unrelated third parties. We acquired the shipbuilding contracts for these vessels, Hull Nos. S407, S418, S419, S414 and S417, for an aggregate purchase price of \$43.3 million, paid as follows: \$2.5 million in cash and \$40.8 million in newly-issued common shares, issued at \$7.00 per share. Pursuant to the share purchase agreements with respect to Hull Nos. S407, S418, S419 and S417, until September 19, 2014, we will have the right to buy back up to 2,046,342 shares issued to the unaffiliated parties to the agreements at a price of \$8.40 per share. Concurrently with the share purchase agreements, we entered into an agreement to terminate the MOA we had previously entered into on December 5, 2013 for the acquisition of Hull S418, and to apply the full amount of the deposit paid under the MOA, in the amount of \$7.0 million, to reduce the purchase price under the share purchase agreement.

On February 6, 2014, we entered into a MOA with an affiliate of Mr. Pistiolis to acquire the M/T Eships Taweelah, which was delivered to us on June 20, 2014.

We intend to continue to review the market in order to identify potential acquisition targets which will be accretive to our earnings per share. Our acquisition strategy focuses on the acquisition and operation of the latest generation MR product/chemical tankers with fuel-efficient specifications and sizes of greater than 38,000 dwt, consistent with our current fleet of newbuildings under construction. We believe that recent advances in shipbuilding design and technology should make these latest generation vessels more fuel-efficient than older vessels in the global fleet that compete with us for charters, providing us with a competitive advantage.

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

**Table of Contents****Our Fleet**

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

<b>Operating Fleet</b>	<b>Delivery Dates</b>	<b>Capacity (Dwt)</b>	<b>Type</b>	<b>Charterer</b>	<b>Duration (years fixed + options)*</b>	<b>Gross Rate per day fixed period/ options**</b>
M/T Eships Taweelah	June 20, 2014	50,000	MR	Eships Tankers Ltd-	2+1	\$16,000 / \$ 17,250
						<b>Expected</b>
						<b>Gross Rate per day fixed period/ options**</b>
	<b>Contractual</b>				<b>Duration (years fixed + options)*</b>	
<b>Newbuilding Fleet</b>	<b>Delivery Dates</b>	<b>Capacity (Dwt)</b>	<b>Type</b>	<b>Charterer upon delivery</b>	<b>Duration (years fixed + options)*</b>	<b>Gross Rate per day fixed period/ options**</b>
Hull number S407	Q1 2015	50,000	MR	Eships Tankers Ltd	2+1	\$16,000 / \$ 17,250
Hull number S418	Q3 2015	39,000	MR	BP Shipping Limited	3+1+1	\$15,200 / \$16,000 / \$ 16,750
Hull number S419	Q1 2016	39,000	MR	BP Shipping Limited	3+1+1	\$15,200 / \$16,000 / \$ 16,750
Hull number S414	Q2 2016	50,000	MR	Eships Tankers Ltd	2+1	\$16,000 / \$ 17,250
Hull number S417	Q3 2016	50,000	MR	Dampskibsselskabet NORDEN A/S	5+1+1	\$ 16,800/ \$17,600 / \$ 18,400

- \* Options may be exercised at the charterer's option
- \*\* Includes a 1.25% commission payable to our Fleet Manager and a 1.25% commission payable to third party brokers.

Our existing vessel is, and all of our vessels under construction will be, equipped with engines of modern design and with improvements in the hull, propellers and other parts of the vessel specifically designed to decrease fuel consumption and reduce emissions. Vessels with this combination of technologies, introduced in the last two years from certain shipyards, are commonly referred to as ECO vessels.

We intend to use proceeds from this offering to finance part of our contractual commitments in relation to our fleet and for working capital and general corporate purposes, which may include the acquisition of other secondhand or newbuilding vessels. As of the date of this prospectus, we have remaining contractual commitments for the acquisition of our fleet totaling approximately \$127.5 million. Of these contractual commitments for the acquisition of our fleet, \$9.7 million is payable in 2014, \$51.4 million in 2015 and \$66.4 million in 2016. We plan to finance the remaining contractual cash commitments for our fleet with the net proceeds of this offering, borrowings under new credit facilities, cash flows from operations and net proceeds from securities offered in the public and private debt capital markets.

### **Competitive Strengths**

***Experienced Management Team.*** Our founder, President and Chief Executive Officer, Evangelos J. Pistiolis, has assembled a management team of senior executive officers, some of whom have been with us for more than 10 years, with extensive experience in all aspects of the shipping industry. Our management team's experience encompasses the commercial, technical management and financial areas of our business, and we believe their extensive experience will promote a focused marketing effort, tight quality and cost controls, effective operations and safety.



---

**Table of Contents**

**Modern, Fuel-Efficient ECO Fleet.** All of the newbuilding vessels of our fleet are being built with the latest-generation, fuel-efficient design and additional items to the yard's basic specification, including phenolic epoxy coating, thicker steel in selected parts of the vessel, and additional backup systems and equipment. Additionally, all our vessels have IMO II/III designation specifications which enable them to transport a wide variety of oil products, including certain chemical cargoes, which we believe will make our vessels attractive to a wide base of charterers. We believe that modern, fuel-efficient vessels like ours will command higher charter rates than conventional vessels.

**Sister Ship Fleet.** When we take delivery of all six of our newbuilding vessels, approximately 72% of our fleet in terms of dwt will be considered sister ships, which are vessels of the same type and specification. We expect that the uniform nature of our sister ships will provide us with cost efficiencies in maintaining, supplying and crewing them. We intend to continue to seek to acquire sister ships, which we believe will provide us with efficiencies in meeting our customers' needs and enhance the revenue generating potential of our fleet by providing operational and scheduling flexibility.

**Strong Relationships with Reputable Charterers.** We have built strong relationships with many well-known charterers, which we believe is the result of our proven track record and our reputation for dependability. Through fixed period time charters and spot charters, we have provided services to many national, regional and international oil companies, charterers and oil traders, including Shell, BP, ExxonMobil, Petrobras, ConocoPhillips, Pemex, Hellenic Petroleum, Glencore, Vitol and Trafigura. We focus on the needs of our customers and intend to acquire tankers and upgrade our fleet based on their requirements and specifications, which we believe will enable us to obtain repeat business from our customers. As of the date of this prospectus, six of our vessels are party to multi-year time charters, three with Eships Tankers Ltd., two with BP Shipping Limited and one with Dampskibsselskabet NORDEN A/S, to commence on each vessel's delivery.

### **Business Strategy**

Our business strategy is focused on expanding our fleet by identifying potential acquisition targets on terms which will be accretive to our earnings per share. Our acquisition strategy focuses on the acquisition and operation of the latest generation MR product/chemical tankers with fuel-efficient specifications and sizes of greater than 38,000 dwt, consistent with our current fleet of newbuildings under construction. Additionally, we may acquire vessels in other sectors which we believe offer attractive investment opportunities, including crude oil tankers. We believe that recent advances in shipbuilding design and technology should make these latest generation vessels more fuel-efficient than older vessels in the global fleet that compete with us for charters, providing us with a competitive advantage. Furthermore, we aim to further nurture and maintain our excellent relationships with participants in the international ocean transport industry, including leading charterers, national and independent oil companies, oil traders, brokers, suppliers, classification societies, insurers, shipyards and others.

The key elements of our business strategy are:

**Return-Driven Acquisitions.** We intend to grow our fleet through timely and selective acquisitions of high quality vessels in a manner that will be accretive to our earnings per share. Our acquisition strategy focuses on the acquisition and operation of the latest generation MR product/chemical tankers with fuel-efficient specifications and sizes of greater than 38,000 dwt. We continuously monitor acquisition opportunities in various sectors of the shipping industry based on certain financial returns criteria. We seek to identify, analyze and strategically invest when attractive opportunities arise.

**Focus on high specification ECO modern MR Tankers.** Our existing vessel has, and all of the vessels in our fleet are being built with, the latest generation fuel-efficient design and specification, and we intend to focus our acquisition

strategy on modern fuel-efficient vessels.

## **Table of Contents**

***Maintain stable cash flows.*** We seek to maintain stable cash flows by pursuing medium- to long-term charter contracts for our vessels and focusing on minimizing operating downtime. We believe that our focus on medium to long-term contracts improves the stability and predictability of our operating cash flows, which we believe will enable us to access equity and debt capital markets on attractive terms and, therefore, facilitate our growth strategy.

***Capitalize on strategic relationships with high-quality customers.*** We plan to continue to foster strategic relationships with major international oil companies and high quality charterers for our tankers.

## **Management of our Fleet**

Our Fleet Manager provides technical and commercial management services for the M/T Eships Taweelah, and newbuilding supervision services for our fleet of five vessels under construction, and will provide all operational, technical and commercial functions relating to the chartering and operation of the vessels upon their delivery pursuant to a Letter Agreement. Please see the section entitled **Certain Relationships and Related-Party Transactions** for additional information.

## **Crewing and Employees**

As of the date of this prospectus, our employees include our executive officers and one administrative employee whose services are provided by an agreement through Central Mare. In addition, pursuant to the Management Agreement, CSM is responsible for recruiting, mainly through a crewing agent, the senior officers and all other crew members for our vessels. We believe the streamlining of crewing arrangements will ensure that all our vessels will be crewed with experienced seamen that have the qualifications and licenses required by international regulations and shipping conventions.

## **Customers**

Historically, our customers have included national, regional and international companies, and we have derived a significant part of our revenue from a small number of charterers. In 2013, approximately 99% of our revenue derived from three charterers, Daelim H&L Co. Ltd., United Arab Chemical Carriers, Ltd and Perseveranza Di Navigazione S.p.a, which respectively provided 63%, 18% and 18% of our revenues. In 2012, approximately 89% of our revenue derived from three charterers, Daelim H&L Co. Ltd., United Arab Chemical Carriers, Ltd and Perseveranza Di Navigazione S.p.a, which respectively provided 51%, 21% and 17% of our revenues. Currently all of our revenue is derived from one charterer, Eships Tankers Ltd., and upon delivery of our five additional newbuildings under construction, unless we acquire additional vessels, we expect that the majority of our revenues will be derived from three charterers, BP Shipping Limited, Eships Tankers Ltd and Dampskibsselskabet NORDEN A/S.

## **Seasonality**

We operate our tanker vessels in markets that have historically exhibited seasonal variations in demand and, therefore, charter rates. This seasonality may affect operating results. However, to the extent that our vessels are chartered at fixed rates on a long-term basis, seasonal factors do not have a significant direct effect on our business.

## **Risk of Loss and Liability Insurance Generally**

The operation of any cargo vessel includes risks such as mechanical failure, collision, property loss, cargo loss or damage and business interruption due to political circumstances in foreign countries, hostilities and labor strikes. In addition, there is always an inherent possibility of marine disaster, including oil spills and other environmental

mishaps, and the liabilities arising from owning and operating vessels in international trade. OPA, which, subject to certain statutory caps on liability, imposes strict, joint and several liability upon owners, operators and demise charterers of any vessel for oil pollution accidents in the United States Exclusive Economic

## **Table of Contents**

Zone, has made liability insurance more expensive for ship owners and operators trading in the United States market. In addition, the limited liability provided by OPA may be broken for several reasons, including a violation of applicable law or regulations, gross negligence and willful misconduct. While we maintain hull and machinery insurance, war risks insurance, protection and indemnity cover and freight, demurrage and defense cover for our fleet in amounts that we believe are prudent to cover normal risks in our operations, we may not be able to achieve or maintain this level of coverage throughout a vessel's useful life. Furthermore, while we believe that our insurance coverage is adequate, not all risks can be insured, and there can be no guarantee that any specific claim will be paid, or that we will always be able to obtain adequate insurance coverage at reasonable rates.

## **Properties**

We own no properties other than our vessels. We lease office space in Athens, Greece, located at 1, Vasilisis Sofias & Megalou Alexandrou Street, 151 24 Maroussi, Athens, Greece at a yearly rent of \$0.04 million (based on the relevant exchange rate on December 31, 2013).

## **Environmental and Other Regulations**

Governmental laws and regulations significantly affect the ownership and operation of our vessels. We are subject to various international conventions, laws and regulations in force in the countries in which our vessels may operate or are registered. Compliance with such laws, regulations and other requirements entails significant expense, including vessel modification and implementation costs.

A variety of government, quasi-governmental, and private organizations subject our vessels to both scheduled and unscheduled inspections. These organizations include the local port authorities, national authorities, harbor masters or equivalent entities, classification societies, relevant flag state (country of registry) and charterers, particularly terminal operators and oil companies. Some of these entities require us to obtain permits, licenses, certificates and approvals for the operation of our vessels. Our failure to maintain necessary permits, licenses, certificates or approvals could require us to incur substantial costs or temporarily suspend operation of one or more of the vessels in our fleet, or lead to the invalidation or reduction of our insurance coverage.

We believe that the heightened levels of environmental and quality concerns among insurance underwriters, regulators and charterers have led to greater inspection and safety requirements on all vessels and may accelerate the scrapping of older vessels throughout the industry. Increasing environmental concerns have created a demand for tankers that conform to stricter environmental standards. We are required to maintain operating standards for all of our vessels that emphasize operational safety, quality maintenance, continuous training of our officers and crews and compliance with applicable local, national and international environmental laws and regulations. We believe that the operation of our vessels is in substantial compliance with applicable environmental laws and regulations and that our vessels have all material permits, licenses, certificates or other authorizations necessary for the conduct of our operations; however, because such laws and regulations are frequently changed and may impose increasingly strict requirements, we cannot predict the ultimate cost of complying with these requirements, or the impact of these requirements on the resale value or useful lives of our vessels. In addition, a future serious marine incident that results in significant oil pollution or otherwise causes significant adverse environmental impact, such as the 2010 *Deepwater Horizon* oil spill in the Gulf of Mexico, could result in additional legislation or regulation that could negatively affect our profitability.

## **International Maritime Organization**

The United Nations International Maritime Organization, or the IMO, is the United Nations agency for maritime safety and the prevention of pollution by ships. The IMO has adopted several international conventions that regulate

the international shipping industry, including but not limited, to the International Convention on Civil Liability for Oil Pollution Damage of 1969, generally referred to as CLC, the International Convention on

---

## **Table of Contents**

Civil Liability for Bunker Oil Pollution Damage, and the International Convention for the Prevention of Pollution from Ships of 1973, or the MARPOL Convention. The MARPOL Convention is broken into six Annexes, each of which establishes environmental standards relating to different sources of pollution: Annex I relates to oil leakage or spilling; Annexes II and III relate to harmful substances carried, in bulk, in liquid or packaged form, respectively; Annexes IV and V relate to sewage and garbage management, respectively; and Annex VI, adopted by the IMO in September of 1997, relates to air emissions.

### *Air Emissions*

In September of 1997, the IMO adopted Annex VI to MARPOL to address air pollution. Effective May 2005, Annex VI sets limits on nitrogen oxide emissions from ships whose diesel engines were constructed (or underwent major conversions) on or after January 1, 2000. It also prohibits deliberate emissions of ozone depleting substances, defined to include certain halons and chlorofluorocarbons. Deliberate emissions are not limited to times when the ship is at sea; they can for example include discharges occurring in the course of the ship's repair and maintenance. Emissions of volatile organic compounds from certain tankers, and the shipboard incineration (from incinerators installed after January 1, 2000) of certain substances (such as polychlorinated biphenyls (PCBs)) are also prohibited. Annex VI also includes a global cap on the sulfur content of fuel oil (see below).

Annex VI seeks to further reduce air pollution by, among other things, implementing a progressive reduction of the amount of sulfur contained in any fuel oil used on board ships. As of January 1, 2012, the amended Annex VI requires that fuel oil contain no more than 3.50% sulfur. By January 1, 2020, sulfur content must not exceed 0.50%, subject to a feasibility review to be completed no later than 2018.

Sulfur content standards are even stricter within certain Emission Control Areas ( ECAs ). As of July 1, 2010, ships operating within an ECA were not permitted to use fuel with sulfur content in excess of 1.0% (from 1.50%), which will be further reduced to 0.10% on January 1, 2015. Amended Annex VI establishes procedures for designating new ECAs. The Baltic Sea and the North Sea have been so designated. On August 1, 2012, certain coastal areas of North America were designated ECAs and effective January 1, 2014 the United States Caribbean Sea was designated an ECA. If other ECAs are approved by the IMO or other new or more stringent requirements relating to emissions from marine diesel engines or port operations by vessels are adopted by the EPA or the states where we operate, compliance with these regulations could entail significant capital expenditures or otherwise increase the costs of our operations.

As of January 1, 2013, MARPOL made mandatory certain measures relating to energy efficiency for new ships. It makes the Energy Efficiency Design Index (EEDI) apply to all new ships, and the Ship Energy Efficiency Management Plan (SEEMP) apply to all ships.

Amended Annex VI also establishes new tiers of stringent nitrogen oxide emissions standards for new marine engines, depending on their date of installation. The U.S. Environmental Protection Agency promulgated equivalent (and in some senses stricter) emissions standards in late 2009. As a result of these designations or similar future designations, we may be required to incur additional operating or other costs.

### *Safety Management System Requirements*

The IMO also adopted the International Convention for the Safety of Life at Sea, or SOLAS, and the International Convention on Load Lines, or LL, which impose a variety of standards that regulate the design and operational features of ships. The IMO periodically revises the SOLAS and LL standards. May 2012 SOLAS amendments entered into force as of January 1, 2014. The Convention on Limitation for Maritime Claims (LLMC) was recently amended and the amendments are expected to go into effect on June 8, 2015. The amendments alter the limits of liability for a

loss of life or personal injury claim and a property claim against ship owners.



---

**Table of Contents**

Our operations are also subject to environmental standards and requirements contained in the International Safety Management Code for the Safe Operation of Ships and for Pollution Prevention, or ISM Code, promulgated by the IMO under Chapter IX of SOLAS. The ISM Code requires the owner of a vessel, or any person who has taken responsibility for operation of a vessel, to develop an extensive safety management system that includes, among other things, the adoption of a safety and environmental protection policy setting forth instructions and procedures for operating its vessels safely and describing procedures for responding to emergencies. We rely upon the safety management system that has been developed for our vessels for compliance with the ISM Code.

The ISM Code requires that vessel operators also obtain a safety management certificate for each vessel they operate. This certificate evidences compliance by a vessel's management with code requirements for a safety management system. No vessel can obtain a certificate unless its manager has been awarded a document of compliance, issued by each flag state, under the ISM Code. Our manager is in the process to obtain documents of compliance for its offices and safety management certificates for all of our vessels for which the certificates are required by the ISM Code. These documents of compliance and safety management certificates are renewed as required.

Noncompliance with the ISM Code and other IMO regulations may subject the shipowner or bareboat charterer to increased liability, may lead to decreases in, or invalidation of, available insurance coverage for affected vessels and may result in the denial of access to, or detention in, some ports.

*Pollution Control and Liability Requirements*

IMO has negotiated international conventions that impose liability for pollution in international waters and the territorial waters of the signatory nations to such conventions. For example, many countries have ratified and follow the liability plan adopted by the IMO and set out in the International Convention on Civil Liability for Oil Pollution Damage of 1969, as amended by different Protocol in 1976, 1984, and 1992, and amended in 2000, or the CLC. Under the CLC and depending on whether the country in which the damage results is a party to the 1992 Protocol to the CLC, a vessel's registered owner is strictly liable for pollution damage caused in the territorial waters of a contracting state by discharge of persistent oil, subject to certain exceptions. The 1992 Protocol changed certain limits on liability, expressed using the International Monetary Fund currency unit of Special Drawing Rights. The limits on liability have since been amended so that compensation limits on liability were raised. The right to limit liability is forfeited under the CLC where the spill is caused by the shipowner's personal fault and under the 1992 Protocol where the spill is caused by the shipowner's personal act or omission by intentional or reckless act or omission where the shipowner knew pollution damage would probably result. The CLC requires ships covered by it to maintain insurance covering the liability of the owner in a sum equivalent to an owner's liability for a single incident. Although there can be no assurance, we believe that our protection and indemnity insurance covers the liability under the plan adopted by the IMO.

The IMO adopted the International Convention on Civil Liability for Bunker Oil Pollution Damage, or the Bunker Convention, to impose strict liability on shipowners for pollution damage in jurisdictional waters of ratifying states caused by discharges of bunker fuel. The Bunker Convention requires registered owners of ships over 1,000 gross tons to maintain insurance for pollution damage in an amount equal to the limits of liability under the applicable national or international limitation regime (but not exceeding the amount calculated in accordance with the Convention on Limitation of Liability for Maritime Claims of 1976, as amended). With respect to non-ratifying states, liability for spills or releases of oil carried as fuel in ship's bunkers typically is determined by the national or other domestic laws in the jurisdiction where the events or damages occur.

In addition, the IMO adopted an International Convention for the Control and Management of Ships' Ballast Water and Sediments, or the BWM Convention, in February 2004. The BWM Convention's implementing regulations call for a

phased introduction of mandatory ballast water exchange requirements to be replaced in time with mandatory concentration limits. The BWM Convention will not become effective until 12 months after it has been adopted by 30 states, the combined merchant fleets of which represent not less than 35% of the gross

**Table of Contents**

tonnage of the world's merchant shipping. To date, there has not been sufficient adoption of this standard for it to take force, but it is close. Many of the implementation dates originally written in the BWM Convention have already passed, so that once the BWM Convention enters into force, the period for installation of mandatory ballast water exchange requirements would be extremely short, with several thousand ships a year needing to install ballast water management systems (BWMS). For this reason, on December 4, 2013, the IMO Assembly passed a resolution revising the application dates of BWM Convention so that they are triggered by the entry into force date and not the dates originally in the BWM Convention. This in effect makes all vessels constructed before the entry into force date existing vessels, and allows for the installation of a BWMS on such vessels at the first renewal survey following entry into force. If mid-ocean ballast exchange or ballast water treatment requirements become mandatory, the cost of compliance could increase for ocean carriers. Although we do not believe that the costs of compliance with a mandatory mid-ocean ballast exchange would be material, it is difficult to predict the overall impact of such a requirement on our operations.

The IMO continues to review and introduce new regulations. It is impossible to predict what additional regulations, if any, may be passed by the IMO and what effect, if any, such regulations might have on our operations.

**U.S. Regulations**

The U.S. Oil Pollution Act of 1990, or OPA, established an extensive regulatory and liability regime for the protection and cleanup of the environment from oil spills. OPA affects all owners and operators whose vessels trade in the United States, its territories and possessions or whose vessels operate in U.S. waters, which includes the U.S. territorial sea and its 200 nautical mile exclusive economic zone. The United States has also enacted the Comprehensive Environmental Response, Compensation and Liability Act, or CERCLA, which applies to the discharge of hazardous substances other than oil, whether on land or at sea. OPA and CERCLA both define owner and operator in the case of a vessel as any person owning, operating or chartering by demise, the vessel. Accordingly, both OPA and CERCLA impact our operations.

Under OPA, vessel owners and operators are responsible parties and are jointly, severally and strictly liable (unless the spill results solely from the act or omission of a third party, an act of God or an act of war) for all containment and clean-up costs and other damages arising from discharges or threatened discharges of oil from their vessels. OPA defines these other damages broadly to include:

injury to, destruction or loss of, or loss of use of, natural resources and related assessment costs;

injury to, or economic losses resulting from, the destruction of real and personal property;

net loss of taxes, royalties, rents, fees or net profit revenues resulting from injury, destruction or loss of real or personal property, or natural resources;

loss of subsistence use of natural resources that are injured, destroyed or lost;

lost profits or impairment of earning capacity due to injury, destruction or loss of real or personal property or natural resources; and

net cost of increased or additional public services necessitated by removal activities following a discharge of oil, such as protection from fire, safety or health hazards, and loss of subsistence use of natural resources

OPA contains statutory caps on liability and damages; such caps do not apply to direct cleanup costs. Effective July 31, 2009, the U.S. Coast Guard adjusted the limits of OPA liability to the greater of \$2,000 per gross ton or \$17.088 million for any double-hull tanker that is over 3,000 gross tons (subject to periodic adjustment for inflation), and our fleet is entirely composed of vessels of this size class. These limits of liability do not apply if an incident was proximately caused by the violation of an applicable U.S. federal safety, construction or operating regulation by a responsible party (or its agent, employee or a person acting pursuant to a contractual relationship), or a responsible party's gross negligence or willful misconduct. The limitation on

---

**Table of Contents**

liability similarly does not apply if the responsible party fails or refuses to (i) report the incident where the responsibility party knows or has reason to know of the incident; (ii) reasonably cooperate and assist as requested in connection with oil removal activities; or (iii) without sufficient cause, comply with an order issued under the Federal Water Pollution Act (Section 311 (c), (e)) or the Intervention on the High Seas Act.

CERCLA contains a similar liability regime whereby owners and operators of vessels are liable for cleanup, removal and remedial costs, as well as damage for injury to, or destruction or loss of, natural resources, including the reasonable costs associated with assessing same, and health assessments or health effects studies. There is no liability if the discharge of a hazardous substance results solely from the act or omission of a third party, an act of God or an act of war. Liability under CERCLA is limited to the greater of \$300 per gross ton or \$5 million for vessels carrying a hazardous substance as cargo and the greater of \$300 per gross ton or \$500,000 for any other vessel. These limits do not apply (rendering the responsible person liable for the total cost of response and damages) if the release or threat of release of a hazardous substance resulted from willful misconduct or negligence, or the primary cause of the release was a violation of applicable safety, construction or operating standards or regulations. The limitation on liability also does not apply if the responsible person fails or refused to provide all reasonable cooperation and assistance as requested in connection with response activities where the vessel is subject to OPA.

OPA and CERCLA both require owners and operators of vessels to establish and maintain with the U.S. Coast Guard evidence of financial responsibility sufficient to meet the maximum amount of liability to which the particular responsible person may be subject. Vessel owners and operators may satisfy their financial responsibility obligations by providing a proof of insurance, a surety bond, qualification as a self-insurer or a guarantee.

OPA permits individual states to impose their own liability regimes with regard to oil pollution incidents occurring within their boundaries, provided they accept, at a minimum, the levels of liability established under OPA. Some states have enacted legislation providing for unlimited liability for discharge of pollutants within their waters, however, in some cases, states which have enacted this type of legislation have not yet issued implementing regulations defining tanker owners' responsibilities under these laws.

The 2010 Deepwater Horizon oil spill in the Gulf of Mexico may also result in additional regulatory initiatives or statutes, including the raising of liability caps under OPA. For example, on August 15, 2012, the U.S. Bureau of Safety and Environmental Enforcement (BSEE) issued a final drilling safety rule for offshore oil and gas operations that strengthens the requirements for safety equipment, well control systems, and blowout prevention practices. Compliance with any new requirements of OPA may substantially impact our cost of operations or require us to incur additional expenses to comply with any new regulatory initiatives or statutes.

Through our P&I Club membership, we expect to maintain pollution liability coverage insurance in the amount of \$1 billion per incident for each of our vessels. If the damages from a catastrophic spill were to exceed our insurance coverage, it could have a material adverse effect on our business, financial condition, results of operations and cash flows.

The U.S. Clean Water Act, or CWA, prohibits the discharge of oil, hazardous substances and ballast water in U.S. navigable waters unless authorized by a duly-issued permit or exemption, and imposes strict liability in the form of penalties for any unauthorized discharges. The CWA also imposes substantial liability for the costs of removal, remediation and damages and complements the remedies available under OPA and CERCLA. Furthermore, many U.S. states that border a navigable waterway have enacted environmental pollution laws that impose strict liability on a person for removal costs and damages resulting from a discharge of oil or a release of a hazardous substance. These laws may be more stringent than U.S. federal law.

The United States Environmental Protection Agency, or EPA, and U.S. Coast Guard, or USCG, have enacted rules relating to ballast water discharge, compliance with which requires the installation of equipment on

## **Table of Contents**

our vessels to treat ballast water before it is discharged or the implementation of other port facility disposal arrangements or procedures at potentially substantial cost, and/or otherwise restrict our vessels from entering U.S. waters.

The EPA requires a permit regulating ballast water discharges and other discharges incidental to the normal operation of certain vessels within United States waters under the Vessel General Permit for Discharges Incidental to the Normal Operation of Vessels, or VGP. For a new vessel delivered to an owner or operator after September 19, 2009 to be covered by the VGP, the owner must submit a Notice of Intent, or NOI, at least 30 days before the vessel operates in United States waters. On March 28, 2013 the EPA re-issued the VGP for another five years. This VGP took effect on December 19, 2013. The VGP focuses on authorizing discharges incidental to operations of commercial vessels and the new VGP contains numeric ballast water discharge limits for most vessels to reduce the risk of invasive species in US waters, more stringent requirements for exhaust gas scrubbers and the use of environmentally acceptable lubricants.

USCG regulations adopted and proposed for adoption under the U.S. National Invasive Species Act, or NISA, impose mandatory ballast water management practices for all vessels equipped with ballast water tanks entering U.S. waters, which require the installation of equipment on our vessels to treat ballast water before it is discharged or the implementation of other port facility disposal arrangements or procedures, and/or otherwise restrict our vessels from entering U.S. waters. The USCG must approve any technology before it is placed on a vessel, but has not yet approved the technology necessary for vessels to meet the foregoing standards.

Notwithstanding the foregoing, as of January 1, 2014, vessels are technically subject to the phasing-in of these standards. As a result, the USCG has provided waivers to vessels which cannot install the as-yet unapproved technology. The EPA, on the other hand, has taken a different approach to enforcing ballast discharge standards under the VGP. On December 27, 2013, the EPA issued an enforcement response policy in connection with the new VGP in which the EPA indicated that it would take into account the reasons why vessels do not have the requisite technology installed, but will not grant any waivers.

The U.S. Clean Air Act of 1970 (including its amendments of 1977 and 1990), or the CAA, requires the EPA to promulgate standards applicable to emissions of volatile organic compounds and other air contaminants. Our vessels are subject to vapor control and recovery requirements for certain cargoes when loading, unloading, ballasting, cleaning and conducting other operations in regulated port areas. Should our vessels operate in such port areas with restricted cargoes they will be equipped with vapor recovery systems that satisfy these requirements. The CAA also requires states to draft State Implementation Plans, or SIPs, designed to attain national health-based air quality standards in each state. Although state-specific, SIPs may include regulations concerning emissions resulting from vessel loading and unloading operations by requiring the installation of vapor control equipment.

## **European Union Regulations**

In October 2009, the European Union amended a directive to impose criminal sanctions for illicit ship-source discharges of polluting substances, including minor discharges, if committed with intent, recklessly or with serious negligence and the discharges individually or in the aggregate result in deterioration of the quality of water. Aiding and abetting the discharge of a polluting substance may also lead to criminal penalties. Member States were required to enact laws or regulations to comply with the directive by the end of 2010. Criminal liability for pollution may result in substantial penalties or fines and increased civil liability claims.

## **Greenhouse Gas Regulation**

Currently, the emissions of greenhouse gases from international shipping are not subject to the Kyoto Protocol to the United Nations Framework Convention on Climate Change, which entered into force in 2005 and pursuant to which adopting countries have been required to implement national programs to reduce greenhouse gas emissions. As of January 1, 2013 all new ships must comply with two new sets of mandatory requirements



---

**Table of Contents**

adopted by the IMO's Marine Environmental Protection Committee, MEPC, in July 2011 in part to address greenhouse gas emissions from ships. Currently operating ships are required to develop Ship Energy Efficiency Management Plans, and minimum energy efficiency levels per capacity mile will apply to new ships. These requirements could cause us to incur additional compliance costs. The IMO is also planning to implement market-based mechanisms to reduce greenhouse gas emissions from ships at an upcoming MEPC session. The European Union has indicated that it intends to propose an expansion of the existing European Union emissions trading scheme to include emissions of greenhouse gases from marine vessels, and in January 2012 the European Commission launched a public consultation on possible measures to reduce greenhouse gas emissions from ships. In April 2013, the European Union Parliament rejected proposed changes to the European Union Emissions law regarding carbon trading. In June 2013 the European Commission developed a strategy to integrate maritime emissions into the overall European Union strategy to reduce greenhouse gas emissions. If the strategy is adopted by the European Parliament and Council, large vessels using European Union ports would be required to monitor, report and verify their carbon dioxide emissions beginning in January 2018. In December 2013, the European Union environmental ministers discussed draft rules to implement monitoring and reporting of carbon dioxide emissions from ships.

In the United States, the EPA has issued a finding that greenhouse gases endanger the public health and safety and has adopted regulations to limit greenhouse gas emissions from certain mobile sources and has proposed regulations to limit greenhouse gases from large stationary sources. Although the mobile source emissions regulations do not apply to greenhouse gas emissions from vessels, such regulation of vessels is foreseeable, and the EPA has in recent years received petitions from the California Attorney General and various environmental groups seeking such regulation. Any climate control legislation or other regulatory initiatives adopted by the IMO, European Union, the U.S. or other countries where we operate, or any treaty adopted at the international level to succeed the Kyoto Protocol, that restrict emissions of greenhouse gases could require us to make significant financial expenditures, including capital expenditures to upgrade our vessels, which we cannot predict with certainty at this time.

**International Labour Organization**

The International Labour Organization, or ILO, is a specialized agency of the UN with headquarters in Geneva, Switzerland. The ILO has adopted the Maritime Labor Convention 2006 (MLC 2006). A Maritime Labor Certificate and a Declaration of Maritime Labor Compliance will be required to ensure compliance with the MLC 2006 for all ships above 500 gross tons in international trade. The MLC 2006 entered into force on August 20, 2013. MLC 2006 requires us to develop new procedures to ensure full compliance with its requirements. We may incur additional costs to comply with these requirements, which we do not expect to be material.

**Vessel Security Regulations**

Since the terrorist attacks of September 11, 2001, there have been a variety of initiatives intended to enhance vessel security. On November 25, 2002, the U.S. Maritime Transportation Security Act of 2002, or the MTSA, came into effect. To implement certain portions of the MTSA, in July 2003, the U.S. Coast Guard issued regulations requiring the implementation of certain security requirements aboard vessels operating in waters subject to the jurisdiction of the United States. The regulations also impose requirements on certain ports and facilities, some of which are regulated by the U.S. Environmental Protection Agency (EPA).

Similarly, in December 2002, amendments to SOLAS created a new chapter of the convention dealing specifically with maritime security. The new Chapter V became effective in July 2004 and imposes various detailed security obligations on vessels and port authorities, and mandates compliance with the International Ship and Port Facilities Security Code, or the ISPS Code. The ISPS Code is designed to enhance the security of ports and ships against terrorism. Amendments to SOLAS Chapter VII, made mandatory in 2004, apply to vessels transporting dangerous

goods and require those vessels be in compliance with the International Maritime Dangerous Goods Code ( IMDG Code ).

## **Table of Contents**

To trade internationally, a vessel must attain an International Ship Security Certificate, or ISSC, from a recognized security organization approved by the vessel's flag state. Among the various requirements are:

on-board installation of automatic identification systems to provide a means for the automatic transmission of safety-related information from among similarly equipped ships and shore stations, including information on a ship's identity, position, course, speed and navigational status;

on-board installation of ship security alert systems, which do not sound on the vessel but only alert the authorities on shore;

the development of vessel security plans;

ship identification number to be permanently marked on a vessel's hull;

a continuous synopsis record kept onboard showing a vessel's history, including the name of the ship, the state whose flag the ship is entitled to fly, the date on which the ship was registered with that state, the ship's identification number, the port at which the ship is registered and the name of the registered owner(s) and their registered address; and

compliance with flag state security certification requirements.

Ships operating without a valid certificate, may be detained at port until it obtains an ISSC, or it may be expelled from port, or refused entry at port.

The U.S. Coast Guard regulations, intended to align with international maritime security standards, exempt from MTSA vessel security measures non-U.S. vessels provided such vessels have on board a valid ISSC that attests to the vessel's compliance with SOLAS security requirements and the ISPS Code.

## **Inspection by Classification Societies**

Every seagoing vessel must be classed by a classification society. The classification society certifies that the vessel is in class, signifying that the vessel has been built and maintained in accordance with the rules of the classification society and complies with applicable rules and regulations of the vessel's country of registry and the international conventions of which that country is a member. In addition, where surveys are required by international conventions and corresponding laws and ordinances of a flag state, the classification society will undertake them on application or by official order, acting on behalf of the authorities concerned.

The classification society also undertakes on request other surveys and checks that are required by regulations and requirements of the flag state. These surveys are subject to agreements made in each individual case and/or to the regulations of the country concerned.

For maintenance of the class, regular and extraordinary surveys of hull, machinery, including the electrical plant, and any special equipment classed are required to be performed as follows:

*Annual Surveys:* For seagoing ships, annual surveys are conducted for the hull and the machinery, including the electrical plant, and where applicable for special equipment classed, within three months before or after each anniversary date of the date of commencement of the class period indicated in the certificate.

*Intermediate Surveys:* Extended annual surveys are referred to as intermediate surveys and typically are conducted two and one-half years after commissioning and each class renewal. Intermediate surveys are to be carried out at or between the occasion of the second or third annual survey.

*Class Renewal Surveys:* Class renewal surveys, also known as special surveys, are carried out for the ship's hull, machinery, including the electrical plant, and for any special equipment classed, at the intervals indicated by the character of classification for the hull. At the special survey, the vessel is thoroughly examined, including

**Table of Contents**

audio-gauging to determine the thickness of the steel structures. Should the thickness be found to be less than class requirements, the classification society would prescribe steel renewals. The classification society may grant a one-year grace period for completion of the special survey. Substantial amounts of money may have to be spent for steel renewals to pass a special survey if the vessel experiences excessive wear and tear. In lieu of the special survey every four or five years, depending on whether a grace period was granted, a vessel owner has the option of arranging with the classification society for the vessel's hull or machinery to be on a continuous survey cycle, in which every part of the vessel would be surveyed within a five-year cycle.

At an owner's application, the surveys required for class renewal may be split according to an agreed schedule to extend over the entire period of class. This process is referred to as continuous class renewal.

All areas subject to survey as defined by the classification society are required to be surveyed at least once per class period, unless shorter intervals between surveys are prescribed elsewhere. The period between two subsequent surveys of each area must not exceed five years.

Most vessels are also dry-docked every 30 to 36 months for inspection of the underwater parts and for repairs related to inspections. If any defects are found, the classification surveyor will issue a recommendation which must be rectified by the ship owner within prescribed time limits.

Most insurance underwriters make it a condition for insurance coverage that a vessel be certified as in class by a classification society which is a member of the International Association of Classification Societies. All new and secondhand vessels that we purchase must be certified prior to their delivery under our standard contracts and memorandum of agreement. If the vessel is not certified on the date of closing, we have no obligation to take delivery of the vessel.

Table of Contents**MANAGEMENT****Directors and Senior Management**

Set forth below are the names, ages and positions of our directors, executive officers and key employees. Members of our Board of Directors are elected annually on a staggered basis and each director elected holds office for a three-year term. In April 2014, Mr. Michael Docherty, a Class I director, resigned and we increased the size of our Board of Directors from four members to five members. Our Board of Directors appointed Mr. Konstantinos Karelak and Mr. Alexandros Economou to the Board to fill the resulting vacancies.

Officers are elected from time to time by vote of our Board of Directors and hold office until a successor is elected.

<b>Name</b>	<b>Age</b>	<b>Position</b>
Evangelos J. Pistiolis	41	Director, President, Chief Executive Officer
Vangelis G. Ikonomou	49	Director, Executive Vice President and Chairman of the Board
Alexandros Tsirikos	40	Director, Chief Financial Officer
Demetris P. Souroullas	51	Chief Technical Officer
Konstantinos Karelak	41	Director
Alexandros Economou	42	Director

Biographical information with respect to each of our directors and executives is set forth below.

**Evangelos J. Pistiolis** founded our Company in 2000, is our President and Chief Executive Officer and has served on our Board of Directors since July 2004. Mr. Pistiolis graduated from Southampton Institute of Higher Education in 1999 where he studied shipping operations and from Technical University of Munich in 1994 with a bachelor's degree in mechanical engineering. His career in shipping started in 1992 when he was involved with the day-to-day operations of a small fleet of drybulk vessels. From 1994 through 1995 he worked at Howe Robinson & Co. Ltd., a London shipbroker specializing in container vessels. While studying at the Southampton Institute of Higher Education, Mr. Pistiolis oversaw the daily operations of Compass United Maritime Container Vessels, a ship management company located in Greece.

**Vangelis G. Ikonomou** is our Executive Vice President and Chairman and has served on our Board of Directors since July 2004. Prior to joining the Company, Mr. Ikonomou was the Commercial Director of Primal Tankers Inc. From 2000 to 2002, Mr. Ikonomou worked with George Moundreas & Company S.A. where he was responsible for the purchase and sale of second-hand vessels and initiated and developed a shipping industry research department. Mr. Ikonomou worked, from 1993 to 2000, for Eastern Mediterranean Maritime Ltd., a ship management company in Greece, in the commercial as well as the safety and quality departments. Mr. Ikonomou holds a Masters degree in Shipping Trade and Finance from the City University Business School in London, a Bachelors degree in Business Administration from the University of Athens in Greece and a Navigation Officer Degree from the Higher State Merchant Marine Academy in Greece.

**Alexandros Tsirikos** has served as our Chief Financial Officer since April 1, 2009. Mr. Tsirikos, is a UK qualified Chartered Accountant (ACA) and has been employed with Top Ships Inc. since July 2007 as our Corporate Development Officer. Prior to joining Top Ships Inc., Mr. Tsirikos was a manager with PricewaterhouseCoopers, or PwC, where he worked as a member of the PwC Advisory team and the PwC Assurance team thereby drawing experience both from consulting as well as auditing. As a member of the Advisory team, he lead and participated in numerous projects in the public and the private sectors, involving strategic planning and business modeling,

investment analysis and appraisal, feasibility studies, costing and project management. As a member of the Assurance team, Mr. Tsirikos was part of the International Financial Reporting Standards, or IFRS, technical team of PwC Greece and lead numerous IFRS conversion projects for listed companies. He holds a Master s of Science in Shipping Trade and Finance from City University of London

---

## Table of Contents

and a Bachelor's Degree with honors in Business Administration from Boston University in the United States. He speaks English, French and Greek.

**Demetris P. Souroullas** is Chief Technical Officer of Top Ships Inc. and has been with our Company since 2007. Prior to joining the Company, and from 2001 onwards, Mr. Souroullas held the positions of Chief Executive Officer for the Fleet of Admibros Shipmanagement Co. Ltd and Technical and General Manager of LMZ Transoil Shipmanagement S.A. Prior to that, Mr. Souroullas worked with the Cyprus Bureau of Shipping where he started in 1988 as a Surveyor and left in 2001 as the Head of Classification. Mr. Souroullas holds a Masters degree in Naval Architecture from the University of Newcastle upon Tyne, and a Bachelors degree in Maritime Technology from the University of Wales Institute of Science and Technology.

**Alexandros G. Economou** has served on our Board of Directors since April 2014 and has been member of the Audit Committee since April 2014. Mr. Economou is a member of the Cyprus Bar Association and the New York Bar. He holds an honours LLB degree from the University of Sheffield, an MA degree in Politics and Contemporary History from the London Guildhall University and an LL.M. degree in International Legal Studies from New York University School of Law. Alexandros is presently a partner in Chrysses Demetriades & Co. LLC, one of the leading law firms in Cyprus. He has worked as a visiting attorney with Norton Rose in Brussels and London.

**Konstantinos Karelis** has served on our Board of Directors since April 2014 and has been member of the Audit Committee since April 2014. Since 2008, Mr. Karelis has served as the President and CEO of Europe Cold Storages SA, one of the leading companies in the field of refrigeration logistics.

## **Compensation**

During the fiscal year ended December 31, 2013, we paid to the members of our senior management and to our directors aggregate compensation of \$1.7 million. We do not have a retirement plan for our officers or directors.

On September 1, 2010 (and amended on July 1, 2012), we entered into separate agreements with Central Mare, a related party controlled by the family of our Chief Executive Officer, pursuant to which Central Mare furnishes the services our four executive officers to us as described below. These agreements were entered into in exchange for terminating prior employment agreements.

Under the terms of our agreement with our Chief Executive Officer, we are obligated to pay annual base salary, a minimum cash bonus and stock compensation of 7,142 common shares of the Company to be issued at the end of each calendar year vesting on the grant date. The initial term of the agreement expires on August 31, 2014; however, the agreement shall be automatically extended for successive one-year terms unless Central Mare or the Company provides notice of non-renewal at least sixty days prior to the expiration of the then applicable term.

If our Chief Executive Officer's employment is terminated without cause, he is entitled to certain personal and household security costs. If he is removed from the Board of Directors or not re-elected, then his employment terminates automatically without prejudice to Central Mare's rights to pursue damages for such termination. In the event of a change of control, Mr. Pistiolis is entitled to receive a cash payment of Euro three million plus 21,034 of our common shares. The agreement also contains death and disability provisions. In addition, Mr. Pistiolis is subject to non-competition and non-solicitation undertakings.

Under the terms of the agreement for the services of our Executive Vice President and Chairman, we are obligated to pay annual base salary and additional incentive compensation as determined by the Board of Directors. The initial term of the agreement expired on August 31, 2011 and is automatically extended for successive one-year terms unless



Central Mare or the Company provides notice of non-renewal at least sixty days prior to the expiration of the then applicable term.

## **Table of Contents**

If our Executive Vice President and Chairman is removed from the Board of Directors or not re-elected, then his employment terminates automatically without prejudice to Central Mare's rights to pursue damages for such termination. In the event of a change of control, he is entitled to receive a cash payment of three years' annual base salary. The Agreement also contains death and disability provisions. In addition, our Executive Vice President and Chairman is subject to non-competition and non-solicitation undertakings.

Under the terms of the agreement for the services of our Chief Financial Officer, we are obligated to pay annual base salary and a one-time award of 2,857 common shares, which were issued on December 21, 2009, of which 1,428 common shares vested on December 21, 2010 and 1,428 common shares vested on December 21, 2011. The initial term of the agreement expired on August 31, 2012, subject to automatic extension for successive one-year terms unless Central Mare or the Company provides notice of non-renewal at least sixty days prior to the expiration of the then applicable term.

If our Chief Financial Officer is removed from the Board of Directors or not re-elected, then his employment terminates automatically without prejudice to Central Mare's rights to pursue damages for such termination. In the event of a change of control, our Chief Financial Officer is entitled to receive a cash payment equal to three years' annual base salary and 7,857 of our common shares. The Agreement also contains death and disability provisions. In addition, our Chief Financial Officer is subject to non-competition and non-solicitation undertakings.

Under the terms of our agreement for the services of our Chief Technical Officer, we are obligated to pay annual base salary and a one-time award of 3,571 common shares which were issued on October 29, 2010 and which vest ratably over a period of 15 months beginning in October 2010 and ended in December 2011. The initial term of the agreement expired on August 31, 2011, however the agreement is being automatically extended for successive one-year terms unless Central Mare or the Company provides notice of non-renewal at least sixty days prior to the expiration of the then applicable term. In the event of a change of control the Chief Technical Officer is entitled to receive a cash payment equal to three years' annual base salary. In addition, our Chief Technical Officer is subject to non-competition and non-solicitation undertakings.

## **Equity Incentive Plan**

In April 2005, our Board of Directors adopted our 2005 Stock Incentive Plan, which was amended and restated in December 2009, or the Plan, under which our officers, key employees and directors may be granted options to acquire common shares. A total of 4,761 common shares were initially reserved for issuance under the Plan, which is administered by the Board of Directors. The number of common shares reserved for issuance under the Plan is currently 57,142. The Plan also provides for the issuance of stock appreciation rights, dividend equivalent rights, restricted stock, unrestricted stock, restricted stock units, and performance shares at the discretion of our Board of Directors. The Plan expires 10 years from the date of its adoption.

On February 12, 2013, we granted 7,142 shares to our Chief Executive Officer which were issued to Sovereign Holdings Inc., a company wholly owned by our Chief Executive Officer. The shares vest six months from the date of grant, with any unvested restricted stock vesting upon his termination from the Company for any reason (including resignation). However, as the shares granted to our CEO do not contain any future service vesting conditions, all such shares are considered vested shares on the grant date. The fair value of each share on the grant date was \$7.35.

On September 26, 2013, we granted 12,857 shares to two of our officers. The shares vest six months from the date of grant, with any unvested restricted stock vesting upon their termination from the Company for any reason (including resignation). However, as these shares do not contain any future service vesting conditions, all such shares are considered vested shares on the grant date. The fair value of each share on the grant date was \$13.16.

Edgar Filing: TOP SHIPS INC. - Form F-1

On December 18, 2013, we granted 7,142 shares to our Chief Executive Officer which were issued on January 17 2014 to Sovereign Holdings Inc., a company wholly owned by our Chief Executive Officer. The

## **Table of Contents**

shares vest six months from the date of grant, with any unvested restricted stock vesting upon his termination from the Company for any reason (including resignation). However, as the shares granted to our CEO do not contain any future service vesting conditions, all such shares are considered vested shares on the grant date. The fair value of each share on the grant date was \$11.20.

## **Board Practices**

On February 15, 2012, three of our directors, Roy Gibbs, Marios Hamboullas, and Yiannakis C. Economou resigned from our Board of Directors following a decision by the Board of Directors to reduce administrative costs. Following such resignation, our Board of Directors resolved to reduce its size from seven to four members. On April 9, 2014, following the resignation of Michael G. Docherty from our Board of Directors, our Board of Directors increased its size to five directors and appointed Konstantinos Karelak and Alexandros Economou to fill the resulting vacancies. We currently have two independent directors serving on our Board of Directors, Konstantinos Karelak and Alexandros Economou.

Our Board of Directors is divided into three classes. Members of our Board of Directors are elected annually on a staggered basis, and each director elected holds office for a three-year term. The term of our Class I director, Konstantinos Karelak, expires at the annual general meeting of shareholders in 2014. The term of our Class II directors, Evangelos J. Pistiolis and Alexandros Economou, expires at the annual general meeting of shareholders in 2015. The term of our Class III directors, Alexandros Tsirikos and Vangelis G. Ikonou, expires at the annual general meeting of shareholders in 2016.

## **Committees of the Board of Directors**

We currently have an audit committee composed of two members, which pursuant to a written audit committee charter, is responsible for reviewing our accounting controls and recommending to the Board of Directors, the engagement of our outside auditors. Konstantinos Karelak and Alexandros Economou are the members of the audit committee. Prior to April 9, 2014, Michael G. Docherty was the sole member of our audit committee.

In June 2007, we established a compensation committee and a nominating and governance committee. Both committees are currently composed of two members, Konstantinos Karelak and Alexandros Economou. Prior to April 9, 2014, Michael G. Docherty was the sole member of our compensation and nominating and corporate governance committees. The compensation committee carries out the Board of Directors' responsibilities relating to compensation of our executive and non-executive officers and provides such other guidance with respect to compensation matters as the Committee deems appropriate. The nominating and governance committee assists the Board of Directors in: (i) identifying, evaluating and making recommendations to the Board of Directors concerning individuals for selections as director nominees for the next annual meeting of stockholders or to otherwise fill vacancies in the Board of Directors; (ii) developing and recommending to the Board of Directors a set of corporate governance guidelines and principles applicable to the Company; and (iii) reviewing the overall corporate governance of the Company and recommending improvements to the Board of Directors from time to time.

**Table of Contents****SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

The following table sets forth the beneficial ownership of our common shares, as of \_\_\_\_\_, 2014, held by: (i) each person or entity that we know beneficially owns 5% or more of our common shares; (ii) each of our executive officers, directors and key employees; and (iii) all our executive officers, directors and key employees as a group. All of the shareholders, including the shareholders listed in this table, are entitled to one vote for each common share held.

Beneficial ownership is determined in accordance with the SEC's rules. In computing percentage ownership of each person, common shares subject to options held by that person that are currently exercisable or convertible, or exercisable or convertible within 60 days of \_\_\_\_\_, 2014, are deemed to be beneficially owned by that person. These shares, however, are not deemed outstanding for the purpose of computing the percentage ownership of any other person. All of our shareholders, including the shareholders listed in the table below, are entitled to one vote for each common share held. The following information gives effect to a one-for-seven reverse stock split of our common shares effected on April 21, 2014.

<b>Name and Address of Beneficial Owner(1)</b>	<b>Number of Shares Owned</b>	<b>Percent of Class</b>
Evangelos Pistiolis(2)	7,620,482	40.1%
ALJ Capital Management, LLC(3)	2,500,000	13.7
Vangelis G. Ikonou	*	*
Alexandros Tsirikos	*	*
Demetris P. Souroullas	*	*
Konstantinos Karelis	*	*
Alexandros Economou	*	*
Executive Officers and Directors as a Group (6 Persons)	7,634,996	40.2%

\* Less than one percent.

- Unless otherwise indicated, the business address of each beneficial owner identified is c/o Top Ships Inc., 1 Vas. Sofias and Meg. Alexandrou Str, 15124 Maroussi, Greece.
- Mr. Pistiolis may be deemed to beneficially own these shares through Sovereign Holdings Inc., or Sovereign, Epsilon Holdings Inc, Race Navigation Inc. and Oscar Shipholding Ltd, each a company wholly owned by Mr. Pistiolis. Pursuant to a Common Stock Purchase Agreement dated August 24, 2011, we issued 366,629 common shares to Sovereign on September 1, 2011, and 1,587,301 common shares on October 19, 2011. Please see Certain Relationships and Related-Party Transactions Sovereign Equity Line Transaction for further details. On December 4, 2012, Sovereign sold, in three separate private transactions, 109,285 common shares at a price of \$8.855 per share, 100,714 common shares at a price of \$8.96 per share, and 107,142 common shares at a price of \$8.89 per share. On December 6, 2012, Sovereign sold, in four separate private transactions, 64,965 common shares at a price of \$9.17 per share, 61,428 common shares at a price of \$9.17 per share, 93,630 common shares at a price of \$9.10 per share, and 50,000 common shares at a price of \$8.89 per share. On May 23, 2013, Sovereign sold, in a private transaction, 113,531 common shares at a price of \$10.22 per share. Pursuant to Share Purchase Agreements entered into on March 19, 2014, we issued 2,216,871 common shares to Epsilon Holdings Inc and 1,570,000 common shares to Oscar Shipholding Ltd on March 19, 2014. On June 6, 2014, Race Navigation acquired 2,500,000 of our common shares and 1,250,000 warrants immediately convertible to common shares in connection with our public offering.

(3) This information is derived from Schedule 13G filed with the SEC on June 6, 2014.

As of \_\_\_\_\_, 2014, we had \_\_\_\_\_ shareholders of record, \_\_\_\_\_ of which were located in the United States and held an aggregate of \_\_\_\_\_ common shares, representing \_\_\_\_\_ % of our outstanding common shares. However, one of the U.S. shareholders of record is Cede & Co., which held \_\_\_\_\_ common shares as of \_\_\_\_\_, 2014. We believe that the shares held by Cede & Co. include common shares beneficially owned by both holders in the United States and non-U.S. beneficial owners. We are not aware of any arrangements the operation of which may at a subsequent date result in our change of control.

---

**Table of Contents****CERTAIN RELATIONSHIPS AND RELATED-PARTY TRANSACTIONS****Newbuilding Acquisitions**

On December 5, 2013, we entered into an MOA to acquire Hull S418, a 39,000 dwt newbuilding product/chemical tanker scheduled for delivery from Hyundai Mipo Dockyard Co. in the third quarter of 2015, from Monte Carlo 37 Shipping Company Limited, an entity affiliated with our President, Chief Executive Officer and Director, Evangelos J. Pistiolis. The purchase price of the newbuilding is \$35.0 million, and is payable as follows: 20% was paid as an initial deposit and 80% on delivery of the vessel. On March 17, 2014, we agreed to terminate this MOA, as described below.

On December 16, 2013, we entered into an MOA to acquire Hull No. S407, a 50,000 dwt newbuilding product/chemical tanker scheduled for delivery from Hyundai Mipo Dockyard Co. in the first quarter of 2015, with a time charter attached, from an entity affiliated with Mr. Pistiolis. The purchase price of the newbuilding was \$37.0 million, of which 20% was paid as an initial deposit and 80% on delivery of the vessel.

On February 6, 2014, we agreed to terminate the MOA we had entered into in December 16, 2013 and entered into a new MOA to purchase the M/T Eships Taweelah, a 50,000 dwt newbuilding product/chemical tanker delivered from Hyundai Mipo Dockyard Co. on June 20, 2014, with a time charter attached, from Million Hope Maritime S.A., an entity affiliated with Mr. Pistiolis. On April 24, 2014, we entered into Addendum No. 1 to this MOA. The purchase price of the vessel was \$38.3 million, payable as follows: \$7.4 million was paid on December 16 and 19, 2013 under the MOA dated December 16, 2013; \$3.5 million was paid on February 14, 2014 and \$27.4 million was paid on delivery of the vessel on June 20, 2014.

On March 19, 2014, pursuant to four separate share purchase agreements we entered into with affiliates of Mr. Pistiolis, along with unaffiliated third parties, we acquired the five vessel-owning companies which are party to the shipbuilding contracts for Hull Nos. S407, S418, S419, S414 and S417, in exchange for a total consideration of \$43.3 million, paid in the form of \$2.5 million in cash and 5,833,214 newly-issued common shares. Pursuant to the share purchase agreements we acquired:

100% of the share capital of Monte Carlo 37 Shipping Company Limited and Monte Carlo One Shipping Company Limited, entities affiliated with Mr. Pistiolis, which are party to shipbuilding contracts with Hyundai Mipo Dockyard Co. for the construction of Hull No. S418, a 39,000 dwt newbuilding product/chemical tanker scheduled for delivery in the third quarter of 2015, and Hull No. S407, a 50,000 dwt newbuilding product/chemical tanker scheduled for delivery in the first quarter of 2015, respectively, for an aggregate purchase price of \$14.7 million. Monte Carlo 37 Shipping Company Limited and Monte Carlo One Shipping Company Limited are each party to a time charter agreement to commence upon the respective vessel's delivery. Concurrently, we agreed to terminate the MOA we had entered into on December 5, 2013, described above, with Monte Carlo 37 Shipping Company Limited for the acquisition of Hull S418, and to apply the full amount of the deposit paid under the MOA, in the amount of \$7.0 million, to reduce the purchase price under the share purchase agreement.

100% of the share capital of Monte Carlo Seven Shipping Company Limited, an entity affiliated with Mr. Pistiolis, which is party to a shipbuilding contract with Hyundai Mipo Dockyard Co. for the construction of Hull S414, a 50,000 dwt newbuilding product/chemical tanker scheduled for delivery in the second quarter of 2016, for a purchase price of \$11.0 million. Monte Carlo Seven Shipping Company Limited is

party to a time charter agreement to commence upon the vessel's delivery.

100% of the share capital of Monte Carlo LAX Shipping Company Limited, an entity affiliated with Mr. Pistiolis, which is party to a shipbuilding contract with Hyundai Mipo Dockyard Co. for the construction of Hull S417, a 50,000 dwt newbuilding product/chemical tanker scheduled for delivery in the third quarter of 2016, for a purchase price of \$10.8 million. Monte Carlo LAX Shipping Company Limited is party to a time charter agreement to commence upon the vessel's delivery.



---

**Table of Contents**

100% of the share capital of Monte Carlo 39 Shipping Company Limited, an entity affiliated with Mr. Pistiolis, which is party to a shipbuilding contract with Hyundai Mipo Dockyard Co. for the construction of Hull S419, a 39,000 dwt newbuilding product/chemical tanker scheduled for delivery in the first quarter of 2016, for a purchase price of \$6.8 million. Monte Carlo 39 Shipping Company Limited is party to a time charter agreement to commence upon the vessel's delivery.

Our President, Chief Executive Officer and Director, Evangelos J. Pistiolis, owned the majority of the shares of each of the vessel-owning companies we acquired pursuant to these share purchase agreements. Pursuant to the share purchase agreements with respect to Hull Nos. S407, S418, S419 and S417, until September 19, 2014, we will have the right to buy back 2,046,342 common shares issued to the unaffiliated parties to the agreements at a price of \$8.40 per share.

For further information on our time charter agreements, see [Business](#) [Our Fleet](#).

**Central Mare Letter Agreement, Management Agreements, and Other Agreements**

On May 12, 2010, the Board of Directors agreed to outsource all of the commercial and technical management of our vessels to Central Mare Inc., or Central Mare, a related party controlled by the family of our Chief Executive Officer. Since July 1, 2010, Central Mare has been performing all operational, technical and commercial functions relating to the chartering and operation of our vessels, pursuant to a letter agreement, or the Letter Agreement, concluded between Central Mare and Top Ships as well as management agreements concluded between Central Mare and our vessel-owning subsidiaries. Furthermore the Letter Agreement provides for the provision of services in connection with compliance with Section 404 of the Sarbanes-Oxley Act of 2002, services rendered in relation to the maintenance of proper books and records, services in relation to financial reporting requirements under Commission and NASDAQ rules and regulations and information-system related services.

Also, pursuant to the Letter Agreement, Central Mare received a chartering commission of 1.25% on all freight, hire and demurrage revenues; a commission of 1.00% of all gross sale proceeds or the purchase price paid for vessels; a commission of 0.2% on derivative agreements and loan financing or refinancing and a newbuilding supervision fee of Euro 437,091 or approximately \$602,749 per newbuilding vessel. All the abovementioned commissions and fees will apply only in the case that the service is provided.

This Letter Agreement had an initial term of five years after which it will continue to be in effect until terminated by either party subject to a twelve-month advance notice of termination.

On September 1, 2010, we entered into separate agreements with Central Mare pursuant to which Central Mare furnishes our executive officers to us. These agreements were entered into in exchange for terminating prior employment agreements. On March 1, 2011, we entered into an agreement with Central Mare pursuant to which Central Mare furnishes certain employees to us including Corporate Development Officer and Internal Auditor as well as certain administrative employees. Under the terms of this, we are obligated to pay an annual base salary. Please see Note 5 of the consolidated financial statements included in this prospectus. On July 1, 2012, these agreements were amended and the salaries of the executive officers were reduced. Pursuant to the amendment of these agreements, Central Mare will no longer furnish us a Corporate Development Officer and the number of the administrative employees has been reduced. On January 1, 2014, these agreements were amended again and the salaries of the executive officers were further reduced.

Furthermore, if required, Central Mare handled and settled all claims arising out of its duties under the management agreements (other than insurance and salvage claims) in exchange for a fee of Euro 164 or approximately \$226 per person per eight-hour day. Finally legal fees for claims and general corporate services incurred by Central Mare on

behalf of the Company were reimbursed to Central Mare at cost.

## **Table of Contents**

Pursuant to the terms of the management agreement, all fees payable to Central Mare were adjusted upwards 3% per annum on each anniversary date of the agreement. Transactions with the Manager in Euros are settled on the basis of the EUR/USD on the invoice date.

On July 16, 2011, we entered into an unsecured credit facility with Central Mare for Euro 1.8 million (\$2.38 million) to be used for general working capital purposes. We had undertaken to repay the loan within twelve months of its receipt, however it was extended for another twelve months on July 21, 2012. The loan bore interest at a rate of 8% per annum. The loan was repaid in full on October 24, 2013.

Pursuant to an amendment of the Letter Agreement in January 1, 2013, we paid a management fee of \$250 per day per vessel up to June 30 2013 and \$258 per day per vessel up to October 16, 2013. That fee included all the abovementioned services.

On September 1, 2013 we entered into a termination agreement with Central Mare, whereby Central Mare agreed to provide us a 30% discount on the termination fees that were payable as per the shipmanagement agreements between Central Mare and the vessel owning subsidiaries of the six vessels that were sold on October 16, 2013, due to early termination without 12 months notice. We paid termination fees to Central Mare, amounting to \$0.8 million, in connection with the termination agreement.

On October 16, 2013, following the sale of the shipowning subsidiaries which owned the six vessels of our fleet, the Letter Agreement was amended so that for the period when we do not have any ships, Central Mare will be entitled to a monthly retainer of \$15,000 in relation to compliance with Section 404 of the Sarbanes-Oxley Act of 2002, services rendered in relation to the maintenance of proper books and records, services in relation to financial reporting requirements under Commission and NASDAQ rules and regulations and information-system related services.

On March 7, 2014 we terminated the Letter Agreement with Central Mare. No penalty was paid in connection with this termination.

## **Central Shipping Monaco Letter Agreement, Management Agreements, and Other Agreements**

On March 10, 2014, we entered into a new letter agreement, or the New Letter Agreement, with Central Shipping Monaco SAM, or CSM, a related party controlled by our Chief Executive Officer, and on March 10, 2014 we entered into management agreements between CSM and our vessel-owning subsidiaries.

The New Letter Agreement can only be terminated on eighteen months notice, subject to a termination fee equal to twelve months of fees payable under the New Letter Agreement.

Pursuant to the New Letter Agreement, as well as management agreements concluded between CSM and our vessel-owning subsidiaries, we pay a technical management fee of \$550 per day per vessel for the provision of technical, operation, insurance, bunkering and crew management, commencing three months before the vessel is scheduled to be delivered by the shipyard and a commercial management fee of \$300 per day per vessel, commencing from the date the vessel is delivered from the shipyard. In addition, the management agreements provide for payment to CSM of: (i) \$500 per day for superintendent visits plus actual expenses; (ii) a chartering commission of 1.25% on all freight, hire and demurrage revenues; (iii) a commission of 1.00% of all gross sale proceeds or the purchase price paid for vessels and (iv) a commission of 0.2% on derivative agreements and loan financing or refinancing. CSM will also perform supervision services for all of our newbuilding vessels while the vessels are under construction, for which we will pay CSM the actual cost of the supervision services plus a fee of 7% of such supervision services.

CSM provides at cost, all accounting, reporting and administrative services.

These agreements have an initial term of five years, after which they will continue to be in effect until terminated by either party subject to an eighteen-month advance notice of termination.

---

## **Table of Contents**

Pursuant to the terms of the management agreements, all fees payable to CSM are adjusted annually according to the US Consumer Price Inflation of the previous year.

### **Shipping Financial Services Inc. Credit Facility**

On July 1, 2011 we entered into an unsecured credit facility with Shipping Financial Services Inc., a related party ultimately controlled by the family of our President and Chief Executive Officer, for Euro 0.35 million (\$0.46 million) to be used for general working capital purposes. We had undertaken to repay the loan within twelve months of its receipt, however it was extended for another twelve months on July 8, 2012. The loan bore interest at a rate of 8% per annum. The loan was repaid in full on October 22, 2013.

On May 8, 2012, we entered into a bridge loan for working capital purposes in the amount of \$0.5 million with Shipping Financial Services. The bridge loan was repaid in May 2012.

### **Provision of Office Space in Monaco by Central Shipping Monaco SAM**

In September 2011, we entered into a lease agreement for one year for the provision of office space in Monaco, effective from October 1, 2011 with Central Shipping Monaco SAM, a related party controlled by the family of our President and Chief Executive Officer. This agreement was extended through December 2012 and then terminated. The monthly rent was \$0.01 million.

### **Renovation of Office Space in Athens by Pyramis Technical Co. S.A.**

Pyramis Technical Co. S.A., a related party controlled by the father of our President and Chief Executive Officer and President, has been responsible for the renovation of our office space in Athens, Greece. As of December 31, 2013, the total contracted cost amounted to Euro 3.2 million (\$4.4 million) over a period of approximately seven years.

### **Sovereign Equity Line Transaction**

On August 24, 2011, we entered into a Common Stock Purchase Agreement with Sovereign. In this transaction, commonly known as an equity line, Sovereign committed to purchase up to \$10,000,000 of our common shares, to be drawn from time to time at our request in multiples of \$500,000 over the following 12 months ( the Sovereign Equity Line Transaction ). Shares purchased under the Common Stock Purchase Agreement are priced at the greater of (i) \$3.15 per share and (ii) a per share price of 35% of the volume weighted average price of our common shares for the previous 12 trading days. Also on August 24, 2011, we entered into a registration rights agreement with Sovereign, pursuant to which Sovereign has been granted certain demand registration rights with respect to the shares issued to Sovereign under the Common Stock Purchase Agreement. In addition, on August 24, 2011, we entered into a lock-up agreement with Sovereign, pursuant to which Sovereign agreed not to sell shares acquired pursuant to the Common Stock Purchase Agreement for a period starting 12 months from each acquisition of such shares.

We entered the Sovereign Equity Line Transaction to meet urgent short-term liquidity needs, especially our debt service obligations. The discount at which our shares are sold under the equity line was evaluated in the context of our urgent liquidity needs, the lack of alternatives available to us to raise capital due to unfavorable market conditions, the flexibility provided by the Sovereign transaction and the 12 month lock-up agreement that accompanied the transaction which made the shares illiquid for Sovereign.

The Board established a special committee composed of independent directors (the Special Committee ) to consider the Sovereign Equity Line Transaction and make a recommendation to the Board. In the course of its deliberations,

the Special Committee hired an independent investment bank which had never previously been engaged by us or Sovereign and obtained a fairness opinion from that investment bank. On August 24, 2011, the

**Table of Contents**

Special Committee determined that the Sovereign Equity Line Transaction was fair to and in our best interest and the best interests of our shareholders. Upon the recommendation of the Special Committee, the Board approved the Sovereign Equity Line Transaction on August 24, 2011, and we entered into the Common Stock Purchase Agreement on that date.

We drew down \$2.0 million under the Common Stock Purchase Agreement at a price of \$5.4551 per share on September 1, 2011, and on October 19, 2011, we drew down \$5.0 million at a price of \$3.15 per share.

---

**Table of Contents**

**DESCRIPTION OF CAPITAL STOCK**

For purposes of the description of the Company's capital stock below, references to us, we and our refer only to TOP SHIPS INC. and not any of our subsidiaries.

**Purpose**

Our purpose, as stated in our Amended and Restated Articles of Incorporation, is to engage in any lawful act or activity for which corporations may now or hereafter be organized under the Business Corporations Act of the Marshall Islands, or the BCA. Our Amended and Restated Articles of Incorporation and bylaws do not impose any limitations on the ownership rights of our shareholders.

**Authorized Capitalization**

The Company's authorized capital stock consists of 1,000,000,000 common shares, par value \$0.01 per share, of which 18,969,989 shares were issued and outstanding as of the date of this prospectus and 20,000,000 preferred shares with par value of \$0.01, of which no shares are issued and outstanding. The Board of Directors has the authority to establish such series of preferred stock and with such designations, preferences and relative, participating, optional or special rights and qualifications, limitations or restrictions as shall be stated in the resolution or resolutions providing for the issue of such preferred stock.

**Share History**

Our predecessor, Ocean Holdings Inc., was formed as a corporation in January 2000 under the laws of the Republic of the Marshall Islands and renamed Top Tankers Inc. in May 2004. In December 2007, Top Tankers Inc. was renamed Top Ships Inc. Our common shares are currently listed on the Nasdaq Global Select Market under the symbol TOPS.

**Stockholders Rights Agreement**

We entered into a Stockholders Rights Agreement with Computershare Investor Services, LLC, as Rights Agent, as of August 19, 2005, as amended on August 24, 2011 and March 19, 2014. Under this Agreement, we declared a dividend payable of one right, or Right, to purchase one one-thousandth of a share of the Company's Series A Participating Preferred Stock for each of our outstanding common shares, par value \$0.01 per share. The Rights will separate from the common shares and become exercisable after (1) the 10th day after public announcement that a person or group acquires ownership of 15% or more of our common shares or (2) the 10th business day (or such later date as determined by our Board of Directors) after a person or group announces a tender or exchange offer which would result in that person or group holding 15% or more of our common shares. On the distribution date, each holder of a right will be entitled to purchase for \$25 (the Exercise Price) a fraction (1/1000th) of one share of our preferred stock which has similar economic terms as one common share. If an acquiring person (an Acquiring Person) acquires more than 15% of our common shares then each holder of a right (except that Acquiring Person) will be entitled to buy at the exercise price, a number of shares of our common shares which has a market value of twice the exercise price. If after an Acquiring Person acquires more than 15% of our common shares, we merge into another company or we sell more than 50% of our assets or earning power, then each holder of right (except for those owned by the acquirer) will be entitled to purchase at the Exercise Price, a number of common shares of the surviving entity which has a then current market value of twice of the Exercise Price. Any time after the date an Acquiring Person obtains more than 15% of our common shares and before that Acquiring Person acquires more than 50% of our outstanding common shares, we may exchange each right owned by all other rights holders, in whole or in part, for one common share. The rights expire on the earliest of (1) August 31, 2015 or (2) the exchange or redemption of the rights as described above.



We can redeem the rights at any time on or prior to the earlier of a public announcement that a person has acquired ownership of 15% or more of our common shares, or the expiration date. The terms of the rights and the

## **Table of Contents**

Stockholders Rights Agreement may be amended without the consent of the rights holders at any time on or prior to the Distribution Date. After the Distribution Date, the terms of the rights and the Stockholders Rights Agreement may be amended to make changes that do not adversely affect the rights of the rights holders (other than the Acquiring Person). The rights do not have any voting rights. The rights have the benefit of certain customary anti-dilution protections.

On August 24, 2011, the Stockholders Rights Agreement was amended to provide that the purchase by Sovereign of our common shares pursuant to the Stock Purchase Agreement dated August 23, 2011, by and between the Company and Sovereign, shall not cause Sovereign, or any beneficial owner or Affiliate or Associate thereof, to be considered an Acquiring Person.

On March 19, 2014, the Stockholders Rights Agreement was amended to provide that the purchase of our common shares on March 19, 2014 pursuant to the Share Purchase Agreements dated March 19, 2014 shall not cause any of the purchasers under those Share Purchase Agreements, including Epsilon Holdings Inc and Oscar Shipholding Ltd, companies wholly owned by our President, Chief Executive Officer and Director, Evangelos J. Pistiolis, or any beneficial owner or Affiliate or Associate thereof, to be considered an Acquiring Person.

## **General**

**Our Amended and Restated Articles of Incorporation and Amended and Restated By-laws.** Our purpose is to engage in any lawful act or activity for which corporations may now or hereafter be organized under the Marshall Islands Business Corporations Act, or BCA. Our Amended and Restated Articles of Incorporation and Amended and Restated By-laws do not impose any limitations on the ownership rights of our shareholders.

Under our Amended and Restated By-laws, annual shareholder meetings will be held at a time and place selected by our Board of Directors. The meetings may be held in or outside of the Marshall Islands. Special meetings of the shareholders, unless otherwise prescribed by law, may be called for any purpose or purposes at any time exclusively by the Board of Directors. Notice of every annual and special meeting of shareholders shall be given at least 15 but not more than 60 days before such meeting to each shareholder of record entitled to vote thereat.

**Directors.** Our directors are elected by a plurality of the votes cast at a meeting of the shareholders by the holders of shares entitled to vote in the election. Our Amended and Restated Articles of Incorporation and Amended and Restated By-laws prohibit cumulative voting in the election of directors.

The Board of Directors must consist of at least one member and not more than twelve, as fixed from time to time by the vote of not less than 662/3% of the entire board. Each director shall be elected to serve until the third succeeding annual meeting of shareholders and until his successor shall have been duly elected and qualified, except in the event of his death, resignation, removal, or the earlier termination of his term of office. The Board of Directors has the authority to fix the amounts which shall be payable to the members of our Board of Directors, and to members of any committee, for attendance at any meeting or for services rendered to us.

## ***Classified Board***

Our Amended and Restated Articles of Incorporation provide for the division of our Board of Directors into three classes of directors, with each class as nearly equal in number as possible, serving staggered, three-year terms. Approximately one-third of our Board of Directors will be elected each year. This classified board provision could discourage a third party from making a tender offer for our shares or attempting to obtain control of our company. It could also delay shareholders who do not agree with the policies of the Board of Directors from removing a majority

of the Board of Directors for two years.

---

**Table of Contents**

***Election and Removal***

Our Amended and Restated Articles of Incorporation and Amended and Restated by-laws require parties other than the Board of Directors to give advance written notice of nominations for the election of directors. Our Amended and Restated Articles of Incorporation provide that our directors may be removed only for cause and only upon the affirmative vote of the holders of at least 80% of the outstanding shares of our capital stock entitled to vote for those directors. These provisions may discourage, delay or prevent the removal of incumbent officers and directors.

**Dissenters Rights of Appraisal and Payment.** Under the Business Corporation Act of the Republic of the Marshall Islands, or BCA, our shareholders have the right to dissent from various corporate actions, including any merger or sale of all or substantially all of our assets not made in the usual course of our business, and receive payment of the fair value of their shares. In the event of any further amendment of the articles, a shareholder also has the right to dissent and receive payment for his or her shares if the amendment alters certain rights in respect of those shares. The dissenting shareholder must follow the procedures set forth in the BCA to receive payment. In the event that we and any dissenting shareholder fail to agree on a price for the shares, the BCA procedures involve, among other things, the institution of proceedings in the circuit court in the judicial circuit in the Marshall Islands in which our Marshall Islands office is situated. The value of the shares of the dissenting we and any dissenting shareholder fail to agree on a price for the shares, the BCA procedures involve shareholder is fixed by the court after reference, if the court so elects, to the recommendations of a court-appointed appraiser.

**Shareholders Derivative Actions.** Under the BCA, any of our shareholders may bring an action in our name to procure a judgment in our favor, also known as a derivative action, provided that the shareholder bringing the action is a holder of common shares both at the time the derivative action is commenced and at the time of the transaction to which the action relates.

**Anti-takeover Provisions of our Charter Documents.** Several provisions of our Amended and Restated Articles of Incorporation and Amended and Restated by-laws may have anti-takeover effects. These provisions are intended to avoid costly takeover battles, lessen our vulnerability to a hostile change of control and enhance the ability of our Board of Directors to maximize shareholder value in connection with any unsolicited offer to acquire us. However, these anti-takeover provisions, which are summarized below, could also discourage, delay or prevent (1) the merger or acquisition of our company by means of a tender offer, a proxy contest or otherwise, that a shareholder may consider in its best interest and (2) the removal of incumbent officers and directors.

***Business Combinations***

The Company's Amended and Restated Articles of Incorporation include provision which prohibit the Company from engaging in a business combination with an interested shareholder for a period of three years after the date of the transaction in which the person became an interested shareholder, unless:

prior to the date of the transaction that resulted in the shareholder becoming an interested shareholder, the Board approved either the business combination or the transaction that resulted in the shareholder becoming an interested shareholder;

upon consummation of the transaction that resulted in the shareholder becoming an interested shareholder, the interested shareholder owned at least 85% of the voting stock of the corporation outstanding at the time

the transaction commenced;

at or subsequent to the date of the transaction that resulted in the shareholder becoming an interested shareholder, the business combination is approved by the Board and authorized at an annual or special meeting of shareholders by the affirmative vote of at least  $66\frac{2}{3}\%$  of the outstanding voting stock that is not owned by the interested shareholder; and

the shareholder became an interested shareholder prior to the consummation of the initial public offering.

## **Table of Contents**

### ***Limited Actions by Shareholders***

Our Amended and Restated Articles of Incorporation and our Amended and Restated By-laws provide that any action required or permitted to be taken by our shareholders must be effected at an annual or special meeting of shareholders or by the unanimous written consent of our shareholders.

Our Amended and Restated Articles of Incorporation and our Amended and Restated By-laws provide that only our Board of Directors may call special meetings of our shareholders and the business transacted at the special meeting is limited to the purposes stated in the notice. Accordingly, a shareholder may be prevented from calling a special meeting for shareholder consideration of a proposal over the opposition of our Board of Directors and shareholder consideration of a proposal may be delayed until the next annual meeting.

### ***Blank Check Preferred Stock***

Under the terms of our Amended and Restated Articles of Incorporation, our Board of Directors has authority, without any further vote or action by our shareholders, to issue up to 20,000,000 shares of blank check preferred stock. Our Board of Directors may issue shares of preferred stock on terms calculated to discourage, delay or prevent a change of control of our company or the removal of our management.

### ***Super-majority Required for Certain Amendments to Our By-Laws***

On February 28, 2007, we amended our by-laws to require that amendments to certain provisions of our by laws may be made when approved by a vote of not less than 662/3% of the entire Board of Directors. These provisions that require not less than 662/3% vote of the Board of Directors to be amended are provisions governing: the nature of business to be transacted at our annual meetings of shareholders, the calling of special meetings by our Board of Directors, any amendment to change the number of directors constituting our Board of Directors, the method by which our Board of Directors is elected, the nomination procedures of our Board of Directors, removal of our Board of Directors and the filling of vacancies on our Board of Directors.

### ***Stockholders Rights Agreement***

We have entered into a Stockholders Rights Agreement with Computershare Investor Services LLC, as Rights Agent. See [Description of Capital Stock](#) [Stockholders Rights Agreement](#) above.

### **Transfer Agent**

The registrar and transfer agent for our common shares is Computershare Trust Company, Inc.

### **Listing**

Our common shares traded on the Nasdaq Global Select Market under the symbol [TOPS](#).

Table of Contents**MARSHALL ISLANDS COMPANY CONSIDERATIONS**

Our corporate affairs are governed by Amended and Restated Articles of Incorporation and our Amended and Restated Bylaws, and by the BCA. The provisions of the BCA resemble provisions of the corporation laws of a number of states in the United States. While the BCA also provides that it is to be interpreted according to the laws of the State of Delaware and other states with substantially similar legislative provisions, there have been few, if any, court cases interpreting the BCA in the Republic of The Marshall Islands and we cannot predict whether Marshall Islands courts would reach the same conclusions as courts in the United States. Thus, you may have more difficulty in protecting your interests in the face of actions by the management, directors or controlling shareholders than would shareholders of a corporation incorporated in a United States jurisdiction which has developed a substantial body of case law. The following table provides a comparison between the statutory provisions of the BCA and the Delaware General Corporation Law relating to shareholders' rights.

<b>Marshall Islands</b>	<b>Delaware</b>
<b>Shareholder Meetings</b>	
Held at a time and place as designated in the bylaws.	May be held at such time or place as designated in the certificate of incorporation or the bylaws, or if not so designated, as determined by the board of directors.
Special meetings of the shareholders may be called by the board of directors or by such person or persons as may be authorized by the articles of incorporation or by the bylaws.	Special meetings of the shareholders may be called by the board of directors or by such person or persons as may be authorized by the certificate of incorporation or by the bylaws.
May be held within or without the Marshall Islands.	May be held within or without Delaware.
Notice:	Notice:
Whenever shareholders are required to take any action at a meeting, written notice of the meeting shall be given which shall state the place, date and hour of the meeting and, unless it is an annual meeting, indicate that it is being issued by or at the direction of the person calling the meeting.	Whenever shareholders are required to take any action at a meeting, a written notice of the meeting shall be given which shall state the place, if any, date and hour of the meeting, and the means of remote communication, if any.
A copy of the notice of any meeting shall be given personally or sent by mail not less than 15 nor more than 60 days before the meeting.	Written notice shall be given not less than 10 nor more than 60 days before the meeting.
<b>Shareholders' Voting Rights</b>	
Any action required to be taken by a meeting of shareholders may be taken without meeting if consent is in writing and is signed by all the shareholders entitled to vote.	Any action required to be taken at a meeting of shareholders may be taken without a meeting if a consent for such action is in writing and is signed by shareholders having not fewer than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted.
Any person authorized to vote may authorize another person or persons to act for him by proxy.	Any person authorized to vote may authorize another person or persons to act for him by proxy.





**Table of Contents**

**Marshall Islands**

Unless otherwise provided in the articles of incorporation, a majority of shares entitled to vote constitutes a quorum. In no event shall a quorum consist of fewer than one-third of the shares entitled to vote at a meeting.

When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any shareholders.

The articles of incorporation may provide for cumulative voting in the election of directors.

Any two or more domestic corporations may merge into a single corporation if approved by the board and if authorized by a majority vote of the holders of outstanding shares at a shareholder meeting.

Any sale, lease, exchange or other disposition of all or substantially all the assets of a corporation, if not made in the corporation's usual or regular course of business, once approved by the board, shall be authorized by the affirmative vote of two-thirds of the shares of those entitled to vote at a shareholder meeting.

Any domestic corporation owning at least 90% of the outstanding shares of each class of another domestic corporation may merge such other corporation into itself without the authorization of the shareholders of any corporation.

Any mortgage, pledge of or creation of a security interest in all or any part of the corporate property may be authorized without the vote or consent of the shareholders, unless otherwise provided for in the articles of incorporation.

**Directors**

The board of directors must consist of at least one member.

The number of board members may be changed by an amendment to the bylaws, by the shareholders, or by action of the board under the specific provisions of a bylaw.

**Delaware**

For stock corporations, the certificate of incorporation or bylaws may specify the number of shares required to constitute a quorum but in no event shall a quorum consist of less than one-third of shares entitled to vote at a meeting. In the absence of such specifications, a majority of shares entitled to vote shall constitute a quorum.

When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any shareholders.

The certificate of incorporation may provide for cumulative voting in the election of directors.

Any two or more corporations existing under the laws of the state may merge into a single corporation pursuant to a board resolution and upon the majority vote by shareholders of each constituent corporation at an annual or special meeting.

Every corporation may at any meeting of the board sell, lease or exchange all or substantially all of its property and assets as its board deems expedient and for the best interests of the corporation when so authorized by a resolution adopted by the holders of a majority of the outstanding stock of the corporation entitled to vote.

Any corporation owning at least 90% of the outstanding shares of each class of another corporation may merge the other corporation into itself and assume all of its obligations without the vote or consent of shareholders; however, in case the parent corporation is not the surviving corporation, the proposed merger shall be approved by a majority of the outstanding stock of the parent corporation entitled to vote at a duly called shareholder meeting.

Any mortgage or pledge of a corporation's property and assets may be authorized without the vote or consent of shareholders, except to the extent that the certificate of incorporation otherwise provides.

The board of directors must consist of at least one member.

The number of board members shall be fixed by, or in a manner provided by, the bylaws, unless the certificate of incorporation fixes the number of directors, in which

case a change in the number shall be made only by an amendment to the certificate of incorporation.

**Table of Contents**

**Marshall Islands**

If the board is authorized to change the number of directors, it can only do so by a majority of the entire board and so long as no decrease in the number shall shorten the term of any incumbent director.

**Removal:**

Any or all of the directors may be removed for cause by vote of the shareholders.

If the articles of incorporation or the bylaws so provide, any or all of the directors may be removed without cause by vote of the shareholders.

**Dissenters Rights of Appraisal**

Shareholders have a right to dissent from any plan of merger, consolidation or sale of all or substantially all assets not made in the usual course of business, and receive payment of the fair value of their shares.

A holder of any adversely affected shares who does not vote on or consent in writing to an amendment to the articles of incorporation has the right to dissent and to receive payment for such shares if the amendment:

Alters or abolishes any preferential right of any outstanding shares having preference; or

Creates, alters, or abolishes any provision or right in respect to the redemption of any outstanding shares; or

Alters or abolishes any preemptive right of such holder to acquire shares or other securities; or

Excludes or limits the right of such holder to vote on any matter, except as such right may be limited by the voting rights given to new shares then being authorized of any existing or new class.

**Shareholder s Derivative Actions**

An action may be brought in the right of a corporation to procure a judgment in its favor, by a holder of shares or of voting trust certificates or of a beneficial interest in such shares or certificates. It shall be made to appear that the plaintiff is such a holder at the time of bringing the action and that he was such a holder at the time of the transaction of which he complains, or that his shares or his interest

**Delaware**

If the number of directors is fixed by the certificate of incorporation, a change in the number shall be made only by an amendment of the certificate.

**Removal:**

Any or all of the directors may be removed, with or without cause, by the holders of a majority of the shares entitled to vote unless the certificate of incorporation otherwise provides.

In the case of a classified board, shareholders may effect removal of any or all directors only for cause.

Appraisal rights shall be available for the shares of any class or series of stock of a corporation in a merger or consolidation, subject to limited exceptions, such as a merger or consolidation of corporations listed on a national securities exchange in which listed stock is the offered consideration.

In any derivative suit instituted by a shareholder of a corporation, it shall be averred in the complaint that the plaintiff was a shareholder of the corporation at the time of the transaction of which he complains or that such shareholder s stock thereafter devolved upon such shareholder by operation of law.

therein devolved upon him by operation of law.

**Table of Contents**

**Marshall Islands**

A complaint shall set forth with particularity the efforts of the plaintiff to secure the initiation of such action by the board or the reasons for not making such effort.

Such action shall not be discontinued, compromised or settled, without the approval of the High Court of the Republic of The Marshall Islands.

Reasonable expenses including attorney's fees may be awarded if the action is successful.

A corporation may require a plaintiff bringing a derivative suit to give security for reasonable expenses if the plaintiff owns less than 5% of any class of stock and the shares have a value of less than \$50,000.

**Delaware**

Other requirements regarding derivative suits have been created by judicial decision, including that a shareholder may not bring a derivative suit unless he or she first demands that the corporation sue on its own behalf and that demand is refused (unless it is shown that such demand would have been futile).

---

**Table of Contents****TAXATION**

The following is a discussion of the material Marshall Islands and U.S. federal income tax considerations relevant to an investment decision by a U.S. Holder and a Non-U.S. Holder, each as defined below, with respect to the common shares. This discussion does not purport to deal with the tax consequences of owning common shares to all categories of investors, some of which, such as financial institutions, regulated investment companies, real estate investment trusts, tax-exempt organizations, insurance companies, persons holding our common shares as part of a hedging, integrated, conversion or constructive sale transaction or a straddle, traders in securities that have elected the mark-to-market method of accounting for their securities, persons liable for alternative minimum tax, persons who are investors in partnerships or other pass-through entities for U.S. federal income tax purposes, dealers in securities or currencies, U.S. Holders, as defined below, whose functional currency is not the U.S. dollar and investors that own, actually or under applicable constructive ownership rules, 10% or more of our common shares, may be subject to special rules. This discussion deals only with holders who acquire our common shares in connection with this offering and hold the common shares as a capital asset. You are encouraged to consult your own tax advisors concerning the overall tax consequences arising in your own particular situation under U.S. federal, state, local or non-U.S. law of the ownership of our common shares.

**Marshall Islands Tax Consequences**

We are incorporated in the Republic of the Marshall Islands. Under current Marshall Islands law, we are not subject to tax on income or capital gains, and no Marshall Islands withholding tax will be imposed upon payments of dividends by us to our shareholders.

**U.S. Federal Income Tax Consequences**

The following are the material United States federal income tax consequences to us of our activities and to U.S. Holders and non U.S. Holders, each as defined below, of our common shares. The following discussion of U.S. federal income tax matters is based on the U.S. Internal Revenue Code of 1986, as amended (the Code), judicial decisions, administrative pronouncements, and existing and proposed regulations issued by the U.S. Department of the Treasury (the Treasury Regulations), all of which are subject to change, possibly with retroactive effect. The discussion below is based, in part, on the description of our business as described in this prospectus and assumes that we conduct our business as described herein. Except as otherwise noted, this discussion is based on the assumption that we will not maintain an office or other fixed place of business within the United States. References in the following discussion to we and us are to Top Ships Inc. and its subsidiaries on a consolidated basis.

**U.S. Federal Income Taxation of Our Company***Taxation of Operating Income: In General*

Unless exempt from U.S. federal income taxation under the rules discussed below, a foreign corporation is subject to U.S. federal income taxation in respect of any income that is derived from the use of vessels, from the hiring or leasing of vessels for use on a time, voyage or bareboat charter basis, from the participation in a pool, partnership, strategic alliance, joint operating agreement, code sharing arrangements or other joint venture it directly or indirectly owns or participates in that generates such income, or from the performance of services directly related to those uses, which we refer to as shipping income, to the extent that the shipping income is derived from sources within the United States. For these purposes, 50% of shipping income that is attributable to transportation that begins or ends, but that does not both begin and end, in the United States constitutes income from sources within the United States, which we refer to as U.S.-source shipping income.

Shipping income attributable to transportation that both begins and ends in the United States is considered to be 100% from sources within the United States. We are not permitted by law to engage in transportation that produces income which is considered to be 100% from sources within the United States.

---

**Table of Contents**

Shipping income attributable to transportation exclusively between non-U.S. ports will be considered to be 100% derived from sources outside the United States. Shipping income derived from sources outside the United States will not be subject to any U.S. federal income tax.

In the absence of exemption from tax under Section 883 of the Code, our gross U.S.-source shipping income would be subject to a 4% tax imposed without allowance for deductions as described below.

*Exemption of Operating Income from U.S. Federal Income Taxation*

Under Section 883 of the Code and the regulations there under, we will be exempt from U.S. federal income tax on our U.S.-source shipping income if:

- (1) we are organized in a foreign country, or our country of organization, that grants an equivalent exemption to corporations organized in the United States; and
  
- (2) either
  - (A) more than 50% of the value of our stock is owned, directly or indirectly, by individuals who are residents of our country of organization or of another foreign country that grants an equivalent exemption to corporations organized in the United States (each such individual a qualified shareholder and such individuals collectively, qualified shareholders ), which we refer to as the 50% Ownership Test, or
  
  - (B) our stock is primarily and regularly traded on an established securities market in our country of organization, in another country that grants an equivalent exemption to U.S. corporations, or in the United States, which we refer to as the Publicly-Traded Test.

The Marshall Islands and Liberia, the jurisdictions where we and our ship-owning subsidiaries are incorporated, each grant an equivalent exemption to U.S. corporations. Therefore, we will be exempt from U.S. federal income tax with respect to our U.S.-source shipping income if either the 50% Ownership Test or the Publicly-Traded Test is met.

After this offering, we anticipate that we will satisfy the Publicly-Traded Test but, as discussed below, this is a factual determination made on an annual basis. We do not currently anticipate circumstances under which we would be able to satisfy the 50% Ownership Test after this offering.

Treasury Regulations provide, in pertinent part, that stock of a foreign corporation will be considered to be primarily traded on an established securities market if the number of shares of each class of stock that are traded during any taxable year on all established securities markets in that country exceeds the number of shares in each such class that are traded during that year on established securities markets in any other single country. Our common shares, which is our sole class of issued and outstanding stock, is and we anticipate will continue to be primarily traded on the Nasdaq Global Select Market.

Under the Treasury Regulations, our common shares will be considered to be regularly traded on an established securities market if one or more classes of our stock representing more than 50% of our outstanding shares, by total



combined voting power of all classes of shares entitled to vote and total value, is listed on the market, which we refer to as the listing threshold. Since our common shares, our sole class of stock, is listed on the Nasdaq Global Select Market, we will satisfy the listing threshold.

It is further required that with respect to each class of stock relied upon to meet the listing threshold, (i) such class of stock be traded on the market, other than in minimal quantities, on at least 60 days during the taxable year or one-sixth of the days in a short taxable year, which we refer to as the trading frequency test ; and (ii) the aggregate number of shares of such class of stock traded on such market is at least 10% of the average number of shares of such class of stock outstanding during such year or as appropriately adjusted in the case of a short taxable year, which we refer to as the trading volume test. We believe we will satisfy the trading frequency and

---

**Table of Contents**

trading volume tests. Even if this were not the case, the Treasury Regulations provide that the trading frequency and trading volume tests will be deemed satisfied if, as is the case with our common shares, such class of stock is traded on an established securities market in the United States and such shares are regularly quoted by dealers making a market in such shares.

Notwithstanding the foregoing, the Treasury Regulations provide, in pertinent part, that a class of our stock will not be considered to be regularly traded on an established securities market for any taxable year if 50% or more of the vote and value of the outstanding shares of such class of stock are owned, actually or constructively under specified stock attribution rules, on more than half the days during the taxable year by persons who each own 5% or more of the vote and value of the outstanding shares of such class of stock, which we refer to as the 5% Override Rule.

For purposes of being able to determine the persons who own 5% or more of our stock, or 5% Shareholders, the Treasury Regulations permit us to rely on those persons that are identified on Schedule 13G and Schedule 13D filings with the SEC, as having a 5% or more beneficial interest in our common shares. The Treasury Regulations further provide that an investment company identified on a SEC Schedule 13G or Schedule 13D filing which is registered under the Investment Company Act of 1940, as amended, will not be treated as a 5% shareholder for such purposes.

In the event the 5% Override Rule is triggered, the Treasury Regulations provide that the 5% Override Rule will not apply if we can establish that among the closely-held group of 5% Shareholders, there are sufficient 5% Shareholders that are considered to be qualified shareholders for purposes of Section 883 of the Code to preclude non-qualified 5% Shareholders in the closely-held group from owning 50% or more of each class of our stock for more than half the number of days during such year. To establish and substantiate this exception to the 5% Override Rule, our 5% Shareholders who are qualified shareholders for purposes of Section 883 of the Code must comply with ownership certification procedures attesting that they are residents of qualifying jurisdictions, and each intermediary or other person in the chain of ownership between us and such 5% Shareholder must undertake similar compliance procedures.

We may trigger the 5% Override Rule for any taxable year in which 50% or more of the vote and value of our common shares is owned by 5% Shareholders on more than half of the days during the taxable year. For example, for our 2013 taxable year, we were subject to the 5% Override Rule. Nevertheless, we believe that we qualified for the exception to the 5% Override Rule for our 2013 taxable year because each 5% Shareholder is a qualified shareholder for purposes of Section 883 of the Code and the substantiation requirements have been satisfied. Therefore, we believe that we qualified for the exemption under Section 883 of the Code for the 2013 taxable year. However, due to the factual nature of the issues, no assurances can be made that we will continue to qualify for the benefits of Section 883 of the Code for any future taxable year.

**Taxation in the Absence of Exemption under Section 883 of the Code**

To the extent the benefits of Section 883 of the Code are unavailable, our U.S.-source shipping income, to the extent not considered to be effectively connected with the conduct of a U.S. trade or business, as described below, would be subject to a 4% tax imposed by Section 887 of the Code on a gross basis, without the benefit of deductions, which we refer to as the 4% gross basis tax regime. Since under the sourcing rules described above, no more than 50% of our shipping income would be treated as being derived from U.S. sources, the maximum effective rate of U.S. federal income tax on our shipping income would never exceed 2% under the 4% gross basis tax regime.

To the extent the benefits of the exemption under Section 883 of the Code are unavailable and our U.S.-source shipping income is considered to be effectively connected with the conduct of a U.S. trade or business, as described below, any such effectively connected U.S.-source shipping income, net of applicable deductions, would be subject to the U.S. federal corporate income tax currently imposed at rates of up to 35%. In addition,



## **Table of Contents**

we may be subject to the 30% branch profits tax on earnings effectively connected with the conduct of such U.S. trade or business, as determined after allowance for certain adjustments, and on certain interest paid or deemed paid attributable to the conduct of such U.S. trade or business.

Our U.S.-source shipping income would be considered effectively connected with the conduct of a U.S. trade or business only if:

We have, or are considered to have, a fixed place of business in the United States involved in the earning of shipping income; and

substantially all of our U.S.-source shipping income is attributable to regularly scheduled transportation, such as the operation of a vessel that follows a published schedule with repeated sailings at regular intervals between the same points for voyages that begin or end in the United States.

We do not currently have, nor intend to have or permit circumstances that would result in having, any vessel operating to the United States on a regularly scheduled basis. Based on the foregoing and on the expected mode of our shipping operations and other activities, we believe that none of our U.S.-source shipping income will be effectively connected with the conduct of a U.S. trade or business.

### *U.S. Taxation of Gain on Sale of Vessels*

Regardless of whether we qualify for exemption under Section 883 of the Code, we will not be subject to U.S. federal income taxation with respect to gain realized on a sale of a vessel, provided the sale is considered to occur outside of the United States under U.S. federal income tax principles. In general, a sale of a vessel will be considered to occur outside of the United States for this purpose if title to the vessel, and risk of loss with respect to the vessel, pass to the buyer outside of the United States. It is expected that any sale of a vessel by us will be considered to occur outside of the United States.

### **U.S. Federal Income Taxation of U.S. Holders**

As used herein, the term U.S. Holder means a beneficial owner of our common shares that is a U.S. citizen or resident, U.S. corporation or other U.S. entity taxable as a corporation, an estate the income of which is subject to U.S. federal income taxation regardless of its source, or a trust if a court within the United States is able to exercise primary jurisdiction over the administration of the trust and one or more U.S. persons have the authority to control all substantial decisions of the trust.

If a partnership holds our common shares, the tax treatment of a partner of such partnership will generally depend upon the status of the partner and upon the activities of the partnership. If you are a partner in a partnership holding our common shares, you are encouraged to consult your tax advisor.

### *Distributions*

Subject to the discussion of passive foreign investment companies, or PFIC, below, any distributions made by us with respect to our common shares to a U.S. Holder will generally constitute dividends to the extent of our current or accumulated earnings and profits, as determined under U.S. federal income tax principles. Distributions in excess of such earnings and profits will be treated first as a nontaxable return of capital to the extent of the U.S. Holder's tax

basis in his common shares on a dollar-for-dollar basis and thereafter as capital gain. Because we are not a U.S. corporation, U.S. Holders that are corporations will not be entitled to claim a dividends received deduction with respect to any distributions they receive from us. Dividends paid with respect to our common shares will generally be treated as passive category income for purposes of computing allowable foreign tax credits for U.S. foreign tax credit purposes.

Dividends paid on our common shares to a U.S. Holder who is an individual, trust or estate (a U.S. Non-Corporate Holder ) will generally be treated as qualified dividend income that is taxable to such

---

**Table of Contents**

U.S. Non-Corporate Holder at preferential tax rates provided that (1) the common shares are readily tradable on an established securities market in the United States (such as the Nasdaq Global Select Market on which our common shares are traded); (2) we are not a PFIC for the taxable year during which the dividend is paid or the immediately preceding taxable year (as discussed in more detail below); (3) the U.S. Non-Corporate Holder has owned the common shares for more than 60 days in the 121-day period beginning 60 days before the date on which the common shares become ex-dividend; and (4) the U.S. Non-Corporate Holder is not under an obligation to make related payments with respect to positions in substantially similar or related property.

As discussed below, we believe that we were treated as a PFIC for our 2013 taxable year. Assuming this is the case, any dividends paid by us during 2013 and 2014 will not be treated as qualified dividend income in the hands of a U.S. Non-Corporate Holder. Any dividends we pay which are not eligible for the preferential rates applicable to qualified dividend income will be taxed as ordinary income to a U.S. Non-Corporate Holder.

Special rules may apply to any extraordinary dividend, generally, a dividend paid by us in an amount which is equal to or in excess of 10% of a shareholder's adjusted tax basis in a common share. If we pay an extraordinary dividend on our common shares that is treated as qualified dividend income, then any loss derived by a U.S. Non-Corporate Holder from the sale or exchange of such common shares will be treated as long-term capital loss to the extent of such dividend.

#### *Sale, Exchange or other Disposition of Common Shares*

Subject to the discussion of our status as a PFIC below, a U.S. Holder generally will recognize taxable gain or loss upon a sale, exchange or other disposition of our common shares in an amount equal to the difference between the amount realized by the U.S. Holder from such sale, exchange or other disposition and the U.S. Holder's tax basis in such stock. Such gain or loss will be treated as long-term capital gain or loss if the U.S. Holder's holding period is greater than one year at the time of the sale, exchange or other disposition. Such capital gain or loss will generally be treated as U.S.-source income or loss, as applicable, for U.S. foreign tax credit purposes. A U.S. Holder's ability to deduct capital losses is subject to certain limitations.

#### *3.8% Tax on Net Investment Income*

For taxable years beginning after December 31, 2012, a U.S. Holder that is an individual, estate, or, in certain cases, a trust, will generally be subject to a 3.8% tax on the lesser of (1) the U.S. Holder's net investment income for the taxable year and (2) the excess of the U.S. Holder's modified adjusted gross income for the taxable year over a certain threshold (which in the case of individuals is between \$125,000 and \$250,000). A U.S. Holder's net investment income will generally include distributions made by us which constitute a dividend for U.S. federal income tax purposes and gain realized from the sale, exchange or other disposition of our common shares. This tax is in addition to any income taxes due on such investment income.

If you are a U.S. Holder that is an individual, estate or trust, you are encouraged to consult your tax advisors regarding the applicability of the 3.8% tax on net investment income to the ownership and disposition of our common shares.

#### *Passive Foreign Investment Company Status and Significant Tax Consequences*

Special U.S. federal income tax rules apply to a U.S. Holder that holds stock in a foreign corporation classified as a PFIC for U.S. federal income tax purposes. In general, we will be treated as a PFIC with respect to a U.S. Holder if, for any taxable year in which such holder held our common shares, either

at least 75% of our gross income for such taxable year consists of passive income (e.g., dividends, interest, capital gains and rents derived other than in the active conduct of a rental business); or

at least 50% of the average value of the assets held by the corporation during such taxable year produce, or are held for the production of, passive income.

---

**Table of Contents**

For purposes of determining whether we are a PFIC, we will be treated as earning and owning our proportionate share of the income and assets, respectively, of any of our subsidiary corporations in which we own at least 25% of the value of the subsidiary's stock. Income earned, or deemed earned, by us in connection with the performance of services would not constitute passive income for these purposes. By contrast, rental income would generally constitute passive income unless we were treated under specific rules as deriving our rental income in the active conduct of a trade or business.

In general, income derived from the bareboat charter of a vessel will be treated as passive income for purposes of determining whether we are a PFIC and such vessel will be treated as an asset which produces or is held for the production of passive income. On the other hand, income derived from the time charter of a vessel should not be treated as passive income for such purpose, but rather should be treated as services income; likewise, a time chartered vessel should generally not be treated as an asset which produces or is held for the production of passive income.

For our 2013 taxable year, at least 50% of the average value of our assets consisted of vessels which were bareboat chartered and at least 75% of our gross income was derived from vessels on bareboat charter. Therefore, we believe that we were a PFIC for our 2013 taxable year.

Whether we will be treated as a PFIC for any future taxable year depends on the nature and extent of our operations. In this regard, we intend to take the position that our vessels operating on voyage or time charters should be treated as assets held for the production of active income and that such income should be treated as services income, rather than rental income. Accordingly, such income should not constitute passive income, and the assets that we own and operate in connection with the production of such income, in particular, the vessels, should not constitute passive assets for purposes of determining whether we are a PFIC. There is substantial legal authority supporting this position consisting of case law and IRS pronouncements concerning the characterization of income derived from time 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.

If we are a PFIC for a taxable year, a U.S. Holder will be treated as owning his proportionate share of the stock of any of our subsidiaries which is a PFIC. The PFIC rules discussed below will apply on a company-by-company basis with respect to us and each of our subsidiaries which is treated as a PFIC.

If we are a PFIC for a taxable year, a U.S. Holder will be subject to different taxation rules depending on whether the U.S. Holder (1) makes an election to treat us as a Qualified Electing Fund, which is referred to as a QEF election, (2) makes a mark-to-market election with respect to our common shares, or (3) makes no election and, therefore, is subject to the Default PFIC Regime (as defined below). As discussed in detail below, making a QEF election or a mark-to-market election generally will mitigate the otherwise adverse U.S. federal income tax consequences under the Default PFIC Regime. However, the mark-to-market election may not be possible with respect to our subsidiaries which are treated as PFICs.

Absent one of the elections below, if we are a PFIC for any taxable year during which a U.S. Holder owns our common shares, such U.S. Holder will generally continue to be subject to the PFIC regime described below regardless of whether we are treated as a PFIC in any subsequent taxable year.

If we are treated as a PFIC for any taxable year, a U.S. Holder will be required to file Form 8621 with the IRS under Section 1298(f) of the Code.



*The QEF Election*

We do not intend to provide U.S. Holders with the necessary information to make and maintain a QEF election. Accordingly, U.S. Holders will not be able to make or maintain a QEF election with respect to our common shares.

**Table of Contents***Taxation of U.S. Holders Making a Mark-to-Market Election*

**Making the Election.** Alternatively, if, as is anticipated, our common shares are treated as marketable stock, a U.S. Holder would be allowed to make a mark-to-market election with respect to the common shares, provided the U.S. Holder completes and files IRS Form 8621 in accordance with the relevant instructions and related Treasury Regulations. The common shares will be treated as marketable stock for this purpose if it is regularly traded on a qualified exchange or other market. The common shares will be regularly traded on a qualified exchange or other market for any calendar year during which it is traded (other than in de minimis quantities) on at least 15 days during each calendar quarter. A qualified exchange or other market means either a U.S. national securities exchange that is registered with the SEC, the Nasdaq, or a foreign securities exchange that is regulated or supervised by a governmental authority of the country in which the market is located and which satisfies certain regulatory and other requirements. We believe that the Nasdaq Global Select Market should be treated as a qualified exchange or other market for this purpose. However, it should be noted that a separate mark-to-market election would need to be made with respect to each of our subsidiaries which is treated as a PFIC. The stock of these subsidiaries is not expected to be marketable stock. Therefore, a mark-to-market election is not expected to be available with respect to these subsidiaries.

**Current Taxation and Dividends.** If the mark-to-market election is made, the U.S. Holder generally would include as ordinary income in each taxable year the excess, if any, of the fair market value of the common shares at the end of the taxable year over such U.S. Holder's adjusted tax basis in the common shares. The U.S. Holder would also be permitted an ordinary loss in respect of the excess, if any, of the U.S. Holder's adjusted tax basis in its common shares over the fair market value at the end of the taxable year, but only to the extent of the net amount previously included in income as a result of the mark-to-market election. Any income inclusion or loss under the preceding rules should be treated as gain or loss from the sale of common shares for purposes of determining the source of the income or loss. Accordingly, any such gain or loss generally should be treated as U.S.-source income or loss for U.S. foreign tax credit limitation purposes. A U.S. Holder's tax basis in his common shares would be adjusted to reflect any such income or loss amount. Distributions by us to a U.S. Holder who has made a mark-to-market election generally will be treated as discussed above under *Taxation U.S. Federal Income Taxation of U.S. Holders Distributions*.

**Sale, Exchange or Other Disposition.** Gain realized on the sale, exchange, redemption or other disposition of the common shares would be treated as ordinary income, and any loss realized on the sale, exchange, redemption or other disposition of the common shares would be treated as ordinary loss to the extent that such loss does not exceed the net mark-to-market gains previously included in income by the U.S. Holder. Any loss in excess of such previous inclusions would be treated as a capital loss by the U.S. Holder. A U.S. Holder's ability to deduct capital losses is subject to certain limitations. Any such gain or loss generally should be treated as U.S.-source income or loss for U.S. foreign tax credit limitation purposes.

*Taxation of U.S. Holders Not Making a Timely QEF or Mark-to-Market Election*

Finally, a U.S. Holder who does not make either a QEF election or a mark-to-market election, whom we refer to as a Non-Electing Holder, would be subject to special rules, or the Default PFIC Regime, with respect to (1) any excess distribution (i.e., the portion of any distributions received by the Non-Electing Holder on the common shares in a taxable year in excess of 125% of the average annual distributions received by the Non-Electing Holder in the three preceding taxable years, or, if shorter, the Non-Electing Holder's holding period for the common shares), and (2) any gain realized on the sale, exchange, redemption or other disposition of the common shares.

Under the Default PFIC Regime:

the excess distribution or gain would be allocated ratably over the Non-Electing Holder's aggregate holding period for the common shares;

the amount allocated to the current taxable year and any taxable year before we became a PFIC would be taxed as ordinary income; and

## **Table of Contents**

the amount allocated to each of the other taxable years would be subject to tax at the highest rate of tax in effect for the applicable class of taxpayer for that year, and an interest charge for the deemed tax deferral benefit would be imposed with respect to the resulting tax attributable to each such other taxable year.

Any distributions other than excess distributions by us to a Non-Electing Holder will be treated as discussed above under Taxation U.S. Federal Income Taxation of U.S. Holders Distributions.

These penalties would not apply to a pension or profit sharing trust or other tax-exempt organization that did not borrow funds or otherwise utilize leverage in connection with its acquisition of the common shares. If a Non-Electing Holder who is an individual dies while owning the common shares, such Non-Electing Holder's successor generally would not receive a step-up in tax basis with respect to the common shares.

## **U.S. Federal Income Taxation of Non-U.S. Holders**

A beneficial owner of common shares (other than a partnership) that is not a U.S. Holder is referred to herein as a Non-U.S. Holder.

### *Dividends on Common Shares*

Non-U.S. Holders generally will not be subject to U.S. federal income tax or withholding tax on dividends received from us with respect to our common shares, unless that income is effectively connected with a trade or business conducted by the Non-U.S. Holder in the United States. If the Non-U.S. Holder is entitled to the benefits of a U.S. income tax treaty with respect to those dividends, that income is taxable only if it is attributable to a permanent establishment maintained by the Non-U.S. Holder in the United States.

### *Sale, Exchange or Other Disposition of Common Shares*

Non-U.S. Holders generally will not be subject to U.S. federal income tax or withholding tax on any gain realized upon the sale, exchange or other disposition of our common shares, unless:

the gain is effectively connected with a trade or business conducted by the Non-U.S. Holder in the United States. If the Non-U.S. Holder is entitled to the benefits of a U.S. income tax treaty with respect to that gain, that gain is taxable only if it is attributable to a permanent establishment maintained by the Non-U.S. Holder in the United States; or

the Non-U.S. Holder is an individual who is present in the United States for 183 days or more during the taxable year of disposition and other conditions are met.

If the Non-U.S. Holder is engaged in a U.S. trade or business for U.S. federal income tax purposes, the income from the common shares, including dividends and the gain from the sale, exchange or other disposition of the stock that is effectively connected with the conduct of that trade or business will generally be subject to U.S. federal income tax in the same manner as discussed in the previous section relating to the taxation of U.S. Holders. In addition, in the case of a corporate Non-U.S. Holder, the earnings and profits of such Non-U.S. Holder that are attributable to effectively connected income, subject to certain adjustments, may be subject to an additional branch profits tax at a rate of 30%, or at a lower rate as may be specified by an applicable U.S. income tax treaty.

## **Backup Withholding and Information Reporting**

In general, dividend payments, or other taxable distributions, made within the United States to you will be subject to information reporting requirements. In addition, such payments will be subject to backup withholding tax if you are a non-corporate U.S. Holder and you:

fail to provide an accurate taxpayer identification number;

are notified by the IRS that you have failed to report all interest or dividends required to be shown on your U.S. federal income tax returns; or

in certain circumstances, fail to comply with applicable certification requirements.

**Table of Contents**

Non-U.S. Holders may be required to establish their exemption from information reporting and backup withholding by certifying their status on an applicable IRS Form W-8.

If you sell your common shares to or through a U.S. office of a broker, the payment of the proceeds is subject to both U.S. backup withholding and information reporting unless you certify that you are a non-U.S. person, under penalties of perjury, or you otherwise establish an exemption. If you sell your common shares through a non-U.S. office of a non-U.S. broker and the sales proceeds are paid to you outside the United States, then information reporting and backup withholding generally will not apply to that payment. However, U.S. information reporting requirements, but not backup withholding, will apply to a payment of sales proceeds, even if that payment is made to you outside the United States, if you sell your common shares through a non-U.S. office of a broker that is a U.S. person or has some other contacts with the United States. Backup withholding tax is not an additional tax. Rather, you generally may obtain a refund of any amounts withheld under backup withholding rules that exceed your U.S. federal income tax liability by filing a refund claim with the IRS.

Individuals who are U.S. Holders (and to the extent specified in applicable Treasury Regulations, certain individuals who are Non-U.S. Holders and certain U.S. entities) who hold specified foreign financial assets (as defined in Section 6038D of the Code) are required to file IRS Form 8938 with information relating to the asset for each taxable year in which the aggregate value of all such assets exceeds \$75,000 at any time during the taxable year or \$50,000 on the last day of the taxable year (or such higher dollar amount as prescribed by applicable Treasury Regulations). Specified foreign financial assets would include, among other assets, our common shares unless the common shares are held through an account maintained with a U.S. financial institution. Substantial penalties apply to any failure to timely file IRS Form 8938, unless the failure is shown to be due to reasonable cause and not due to willful neglect. Additionally, in the event an individual U.S. Holder (and to the extent specified in applicable Treasury regulations, an individual Non-U.S. Holder or a U.S. entity) that is required to file IRS Form 8938 does not file such form, the statute of limitations on the assessment and collection of U.S. federal income taxes of such holder for the related tax year may not close until three years after the date that the required information is filed. U.S. Holders (including U.S. entities) and Non-U.S. Holders are encouraged to consult their own tax advisors regarding their reporting obligations under this legislation.

**Table of Contents****UNDERWRITING**

Aegis Capital Corp. is acting as the representative of the underwriters of the offering. We have entered into an underwriting agreement dated \_\_\_\_\_, 2014 with the representative. Subject to the terms and conditions of the underwriting agreement, we have agreed to sell to each underwriter named below and each underwriter named below has severally and not jointly agreed to purchase from us, at the public offering price per share less the underwriting discounts set forth on the cover page of this prospectus, the number common shares listed next to its name in the following table:

<b>Underwriter</b>	<b>Number of Shares</b>
Aegis Capital Corp.	

Total

The underwriters are committed to purchase all the common shares offered by us other than those covered by the option to purchase additional shares described below, if they purchase any shares. The obligations of the underwriters may be terminated upon the occurrence of certain events specified in the underwriting agreement. Furthermore, pursuant to the underwriting agreement, the underwriters' obligations are subject to customary conditions, representations and warranties contained in the underwriting agreement, such as receipt by the underwriters of officers' certificates and legal opinions.

We have agreed to indemnify the underwriters against specified liabilities, including liabilities under the Securities Act of 1933, and to contribute to payments the underwriters may be required to make in respect thereof.

The underwriters are offering the shares, subject to prior sale, when, as and if issued to and accepted by them, subject to approval of legal matters by their counsel and other conditions specified in the underwriting agreement. The underwriters reserve the right to withdraw, cancel or modify offers to the public and to reject orders in whole or in part.

**Over-allotment Option.** We have granted the underwriters an over-allotment option. This option, which is exercisable for up to 45 days after the date of this prospectus, permits the underwriters to purchase a maximum of \_\_\_\_\_ additional shares (15% of the shares sold in this offering) from us to cover over-allotments, if any. If the underwriters exercise all or part of this option, they will purchase shares covered by the option at the public offering price per share that appears on the cover page of this prospectus, less the underwriting discount. If this option is exercised in full, the total offering price to the public will be \$ \_\_\_\_\_ and the total net proceeds, before expenses, to us will be \$ \_\_\_\_\_.

**Discount.** The following table shows the public offering price, underwriting discount and proceeds, before expenses, to us. The information assumes either no exercise or full exercise by the underwriters of their over-allotment option.

<b>Per Share</b>	<b>Total Without Over- Allotment</b>	<b>Total With Over- Allotment</b>
----------------------	--------------------------------------------------	-----------------------------------------------

		<b>Option</b>	<b>Option</b>
Public offering price	\$	\$	\$
Underwriting discount (6%)	\$	\$	\$
Proceeds, before expense, to us	\$	\$	\$
Non-accountable expense allowance (1%) <sup>(1)</sup>	\$	\$	\$

- (1) Non-accountable expense allowance shall not be payable with respect to any shares sold pursuant to the representative's exercise of the over-allotment option.



---

**Table of Contents**

The underwriters propose to offer the shares offered by us to the public at the public offering price per share set forth on the cover of this prospectus. In addition, the underwriters may offer some of the shares to other securities dealers at such price less a concession of \$ \_\_\_\_\_ per share. If all of the shares offered by us are not sold at the public offering price per share, the underwriters may change the offering price per share and other selling terms by means of a supplement to this prospectus.

We have paid an aggregate expense deposit of \$ \_\_\_\_\_ to the representative for out-of-pocket-accountable expenses, which will be applied against accountable expenses that will be paid by us to the underwriters in connection with this offering in accordance with FINRA Rule 5110(f)(2)(C). The underwriting agreement, however, provides that in the event the offering is terminated, the \$ \_\_\_\_\_ expense deposit paid to the representative will be returned to the extent such out-of-pocket accountable expenses are not actually incurred in accordance with FINRA Rule 5110(f)(2)(C).

We have also agreed to pay the underwriters' expenses relating to the offering, including (a) all fees, expenses and disbursements relating to background checks of our officers and Directors in an amount not to exceed \$5,000 per individual, but no more than \$20,000 in the aggregate; (b) all filing fees incurred in clearing this offering with FINRA; (c) payment of up to \$5,000 for blue-sky counsel; (d) all fees, expenses and disbursements relating to the registration, qualification or exemption of securities offered under the securities laws of foreign jurisdictions designated by the underwriters; (e) upon successfully completing this offering, \$21,775 for the underwriters' use of Ipreo's book-building, prospectus tracking and compliance software for this offering; and (f) upon successfully completing this offering, up to \$20,000 of the representative's actual accountable road show expenses for the offering.

We estimate that the total expenses of the offering payable by us, excluding the total underwriting discount, will be approximately \$ \_\_\_\_\_ million.

*Discretionary Accounts.* The underwriters do not intend to confirm sales of the securities offered hereby to any accounts over which they have discretionary authority.

*Lock-Up Agreements.* We, our directors and executive officers expect to enter into lock up agreements with the representative prior to the commencement of this offering pursuant to which each of these persons or entities, for a period of three months from the effective date of the registration statement of which this prospectus is a part without the prior written consent of the representative, agree not to (1) offer, pledge, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to purchase, lend, or otherwise transfer or dispose of, directly or indirectly, any shares of our securities or any securities convertible into or exercisable or exchangeable for common shares owned or acquired on or prior to the closing date of this offering (including any common shares acquired after the closing date of this offering upon the conversion, exercise or exchange of such securities); (2) file or caused to be filed any registration statement relating to the offering of any shares of our capital stock; or (3) enter into any swap or other arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership of the common shares, whether any such transaction described in clause (1), (2) or (3) above is to be settled by delivery of common shares or such other securities, in cash or otherwise, except for certain exceptions and limitations.

The lock-up period described in the preceding paragraphs will be automatically extended if: (1) during the last 17 days of the restricted period, we issue an earnings release or announce material news or a material event; or (2) prior to the expiration of the lock-up period, we announce that we will release earnings results during the 16-day period beginning on the last day of the lock-up period, in which case the restrictions described in the preceding paragraph will continue to apply until the expiration of the 18-day period beginning on the date of the earnings release.

*Representative s Warrants.* We have agreed to issue to the representative warrants to purchase up to a total of common shares (3% of the number of common shares sold in this offering, excluding the over-allotment). The warrants will be exercisable at any time, and from time to time, in whole or in part, during the four-year

---

**Table of Contents**

period commencing one year from the effective date of the offering, which period shall not extend further than five years from the effective date of the offering in compliance with FINRA Rule 5110(f)(2)(H)(i). The warrants are exercisable at a per share price equal to 125% of the public offering price per share in the offering. The warrants have been deemed compensation by FINRA and are therefore subject to a 180 day lock-up pursuant to Rule 5110(g)(1) of FINRA. The representative (or permitted assignees under Rule 5110(g)(1)) will not sell, transfer, assign, pledge, or hypothecate these warrants or the securities underlying these warrants, nor will they engage in any hedging, short sale, derivative, put, or call transaction that would result in the effective economic disposition of the warrants or the underlying securities for a period of 180 days from the effective date of the offering. In addition, the warrants provide for registration rights upon request, in certain cases. In addition, the warrants provide for registration rights upon request, in certain cases. The demand registration right provided will not be greater than five years from the effective date of the offering in compliance with FINRA Rule 5110(f)(2)(H)(iv). The piggyback registration right provided will not be greater than seven years from the effective date of the offering in compliance with FINRA Rule 5110(f)(2)(H)(v). We will bear all fees and expenses attendant to registering the securities issuable on exercise of the warrants other than underwriting commissions incurred and payable by the holders. The exercise price and number of shares issuable upon exercise of the warrants may be adjusted in certain circumstances including in the event of a stock dividend, extraordinary cash dividend or our recapitalization, reorganization, merger or consolidation. However, the warrant exercise price or underlying shares will not be adjusted for issuances of common shares at a price below the warrant exercise price.

*Right of First Refusal.* Until twelve months from the date of effectiveness of the offering, the Representative has a right of first refusal to act as sole book-running manager for any public offering during such period.

*Electronic Offer, Sale and Distribution of Securities.* A prospectus in electronic format may be made available on the websites maintained by one or more of the underwriters or selling group members, if any, participating in this offering and one or more of the underwriters participating in this offering may distribute prospectuses electronically. The representative may agree to allocate a number of shares to underwriters and selling group members for sale to their online brokerage account holders. Internet distributions will be allocated by the underwriters and selling group members that will make internet distributions on the same basis as other allocations. Other than the prospectus in electronic format, the information on these websites is not part of, nor incorporated by reference into, this prospectus or the registration statement of which this prospectus forms a part, has not been approved or endorsed by us or any underwriter in its capacity as underwriter, and should not be relied upon by investors.

*Stabilization.* In connection with this offering, the underwriters may engage in stabilizing transactions, over-allotment transactions, syndicate-covering transactions, penalty bids and purchases to cover positions created by short sales.

Stabilizing transactions permit bids to purchase shares so long as the stabilizing bids do not exceed a specified maximum, and are engaged in for the purpose of preventing or retarding a decline in the market price of the shares while the offering is in progress.

Over-allotment transactions involve sales by the underwriters of shares in excess of the number of shares the underwriters are obligated to purchase. This creates a syndicate short position that may be either a covered short position or a naked short position. In a covered short position, the number of shares over-allotted by the underwriters is not greater than the number of shares that they may purchase in the over-allotment option. In a naked short position, the number of shares involved is greater than the number of shares in the over-allotment option. The underwriters may close out any short position by exercising their over-allotment

option and/or purchasing shares in the open market.

Syndicate covering transactions involve purchases of shares in the open market after the distribution has been completed in order to cover syndicate short positions. In determining the source of shares to close out the short position, the underwriters will consider, among other things, the price of shares available for purchase in the open market as compared with the price at which they may purchase

## **Table of Contents**

shares through exercise of the over-allotment option. If the underwriters sell more shares than could be covered by exercise of the over-allotment option and, therefore, have a naked short position, the position can be closed out only by buying shares in the open market. A naked short position is more likely to be created if the underwriters are concerned that after pricing there could be downward pressure on the price of the shares in the open market that could adversely affect investors who purchase in the offering.

Penalty bids permit the representative to reclaim a selling concession from a syndicate member when the shares originally sold by that syndicate member are purchased in stabilizing or syndicate covering transactions to cover syndicate short positions.

These stabilizing transactions, syndicate covering transactions and penalty bids may have the effect of raising or maintaining the market price of our common shares or preventing or retarding a decline in the market price of our common shares. As a result, the price of our common shares in the open market may be higher than it would otherwise be in the absence of these transactions. Neither we nor the underwriters make any representation or prediction as to the effect that the transactions described above may have on the price of our common shares. These transactions may be effected on The NASDAQ Capital Market, in the over-the-counter market or otherwise and, if commenced, may be discontinued at any time.

*Passive market making.* In connection with this offering, underwriters and selling group members may engage in passive market making transactions in our common shares on The NASDAQ Capital Market or on the OTC QB in accordance with Rule 103 of Regulation M under the Exchange Act, during a period before the commencement of offers or sales of the shares and extending through the completion of the distribution. A passive market maker must display its bid at a price not in excess of the highest independent bid of that security. However, if all independent bids are lowered below the passive market maker's bid, then that bid must then be lowered when specified purchase limits are exceeded.

*Potential Conflicts of Interest.* The underwriters and their affiliates have provided, or may in the future provide, various investment banking, commercial banking, financial advisory, brokerage and other services to us and our affiliates for which services they have received, and may in the future receive, customary fees and expense reimbursement. Aegis Capital Corp. acted as the underwriter in connection with our public offering of common shares and warrants, which was consummated on June 11, 2014. We received gross proceeds of approximately \$21.32 million in such public offering and paid to Aegis Capital Corp. underwriting discounts and commissions of \$1.09 million.

The underwriters and their affiliates may, from time to time, engage in transactions with and perform services for us in the ordinary course of their business for which they may receive customary fees and reimbursement of expenses. In the ordinary course of their various business activities, the underwriters and their affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own accounts and for the accounts of their customers and such investment and securities activities may involve securities and/or instruments of our company. The underwriters and their affiliates may also make investment recommendations and/or publish or express independent research views in respect of such securities or instruments and may at any time hold, or recommend to clients that they acquire, long and/or short positions in such securities and instruments.

The principal business address of Aegis Capital Corp. is 810 Seventh Avenue, 18th Floor, New York, New York 10019.

## **Offer Restrictions Outside the United States**

Other than in the United States, no action has been taken by us or the underwriters that would permit a public offering of the securities offered by this prospectus in any jurisdiction where action for that purpose is required. The securities offered by this prospectus may not be offered or sold, directly or indirectly, nor may this prospectus or any other offering material or advertisements in connection with the offer and sale of any such

## **Table of Contents**

securities be distributed or published in any jurisdiction, except under circumstances that will result in compliance with the applicable rules and regulations of that jurisdiction. Persons into whose possession this prospectus comes are advised to inform themselves about and to observe any restrictions relating to the offering and the distribution of this prospectus. This prospectus does not constitute an offer to sell or a solicitation of an offer to buy any securities offered by this prospectus in any jurisdiction in which such an offer or a solicitation is unlawful.

### **Australia**

This prospectus is not a disclosure document under Chapter 6D of the Australian Corporations Act, has not been lodged with the Australian Securities and Investments Commission and does not purport to include the information required of a disclosure document under Chapter 6D of the Australian Corporations Act. Accordingly, (i) the offer of the securities under this prospectus is only made to persons to whom it is lawful to offer the securities without disclosure under Chapter 6D of the Australian Corporations Act under one or more exemptions set out in section 708 of the Australian Corporations Act, (ii) this prospectus is made available in Australia only to those persons as set forth in clause (i) above, and (iii) the offeree must be sent a notice stating in substance that by accepting this offer, the offeree represents that the offeree is such a person as set forth in clause (i) above, and, unless permitted under the Australian Corporations Act, agrees not to sell or offer for sale within Australia any of the securities sold to the offeree within 12 months after its transfer for the offeree under this prospectus.

### **China**

The information in this document does not constitute a public offer of the securities, whether by way of sale or subscription, in the People's Republic of China (excluding, for purposes of this paragraph, Hong Kong Special Administrative Region, Macau Special Administrative Region and Taiwan). The securities may not be offered or sold directly or indirectly in the PRC to legal or natural persons other than directly to qualified domestic institutional investors.

### **European Economic Area Belgium, Germany, Luxembourg and Netherlands**

The information in this document has been prepared on the basis that all offers of common shares will be made pursuant to an exemption under the Directive 2003/71/EC ( Prospectus Directive ), as implemented in Member States of the European Economic Area (each, a Relevant Member State ), from the requirement to produce a prospectus for offers of securities.

An offer to the public of common shares has not been made, and may not be made, in a Relevant Member State except pursuant to one of the following exemptions under the Prospectus Directive as implemented in that Relevant Member State:

to legal entities that are authorized or regulated to operate in the financial markets or, if not so authorized or regulated, whose corporate purpose is solely to invest in securities;

to any legal entity that has two or more of (i) an average of at least 250 employees during its last fiscal year; (ii) a total balance sheet of more than 43,000,000 (as shown on its last annual unconsolidated or consolidated financial statements) and (iii) an annual net turnover of more than 50,000,000 (as shown on its last annual unconsolidated or consolidated financial statement);

to fewer than 100 natural or legal persons (other than qualified investors within the meaning of Article 2(1)I of the Prospectus Directive) subject to obtaining the prior consent of the company or any underwriter for any such offer; or

in any other circumstances falling within Article 3(2) of the Prospectus Directive, provided that no such offer of common shares shall result in a requirement for the publication by the company of a prospectus pursuant to Article 3 of the Prospectus Directive.