

Genco Titus LTD  
Form S-3  
August 24, 2007

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As filed with the Securities and Exchange Commission on August 24, 2007.

**Registration No. 333-**

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

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**FORM S-3  
REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933**

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**GENCO SHIPPING & TRADING LIMITED**  
(Exact name of registrant as specified in its charter)  
(See table of additional registrants on following page)

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

**98-043-9758**  
(I.R.S. Employer  
Identification No.)

**299 Park Avenue, 20<sup>th</sup> Floor  
New York, New York 10171  
(646) 443-8550**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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**John C. Wobensmith  
Chief Financial Officer  
299 Park Avenue, 20<sup>th</sup> Floor  
New York, New York 10171  
(646) 443-8550**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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**Copies To:**

**Kramer Levin Naftalis & Frankel LLP  
1177 Avenue of the Americas  
New York, New York 10036  
Attention: Thomas E. Molner, Esq.  
(212) 715-9100**

**Approximate date of commencement of proposed sale to the public:**  
From time to time after the effective date of this Registration Statement.

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

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.  S

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

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

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**CALCULATION OF REGISTRATION FEE**

<b>Title of Each Class of Securities to be Registered</b>	<b>Amount to be Registered(1)</b>	<b>Proposed Maximum Offering Price per Unit (2)</b>	<b>Proposed Maximum Aggregate Offering Price(3)</b>	<b>Amount of Registration Fee</b>
Primary Offering				
Debt Securities	(4)	(4)	(4)	(4)
Preferred Stock	(4)	(4)	(4)	(4)
Common Stock, par value \$.01 per share	(4)	(4)	(4)	(4)
Guarantees	(5)	(5)	(5)	(5)
Primary Offering Total			\$525,000,000(6)	\$16,118(6)
Secondary Offering				
Common Stock, par value \$.01 per share to be offered by selling shareholders	4,032,429		\$212,509,008(6)(7)	\$ 6,524(6)(7)
Total			\$737,509,008(6)(7)	\$22,642(6)(7)

- (1) In United States dollars or the equivalent thereof in any other currency, currency unit or units, or composite currency or currency(ies) at the dates of issuance.
- (2) The proposed maximum offering price per security will be determined from time to time by Genco Shipping & Trading Limited in connection with the issuance by the registrant of the securities registered hereunder.
- (3) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(o) of the Securities Act of 1933, as amended (the "Securities Act").
- (4) Not required to be included in accordance with General Instruction II.D. of Form S-3 under the Securities Act.
- (5) The debt securities may be guaranteed pursuant to guarantees by the subsidiaries of Genco Shipping & Trading Limited. No separate consideration will be received for the guarantees. Pursuant to Rule 457(n), no separate fees for the guarantees are payable.
- (6) Pursuant to Rule 429 under the Securities Act of 1933, the prospectus included in this registration statement also relates to the securities registered on Form S-3, Registration No. 333-140158, as to which primary offering securities having an aggregate offering price of \$225,663,510 and 4,032,429 secondary offering securities remain unsold and for which a total registration fee of \$53,500 was previously paid. Pursuant to Rule 457(p) of the Securities Act of 1933, \$22,642 of the filing fee paid in connection with the remaining unsold securities under such prior registration statement is offset against the filing fee due in connection with this registration statement. Accordingly, no filing fee is paid herewith.

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(7) Pursuant to Rule 457(c), the offering price and registration fee are computed on the average of the high and low prices for the Common Stock on the New York Stock Exchange on August 20, 2007 (i.e., as of a date within five business days prior to filing).

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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.

**TABLE OF ADDITIONAL REGISTRANTS**

<b>Exact Name of Additional Registrants*</b>	<b>State or Other Jurisdiction of Incorporation or Organization</b>	<b>Primary Standard Industrial Classification Code No.</b>	<b>IRS Employee Identification Number</b>
Genco Ship Management LLC	United States (Delaware)	4412	25-1907604
Genco Investments LLC	Marshall Islands	6799	N/A
Genco Reliance Limited	Marshall Islands	4412	98-0439768
Genco Glory Limited	Marshall Islands	4412	98-0439772
Genco Vigour Limited	Marshall Islands	4412	98-0439770
Genco Explorer Limited	Marshall Islands	4412	98-0439764
Genco Carrier Limited	Marshall Islands	4412	98-0439763
Genco Sugar Limited	Marshall Islands	4412	98-0439778
Genco Pioneer Limited	Marshall Islands	4412	98-0439767
Genco Progress Limited	Marshall Islands	4412	98-0439776
Genco Wisdom Limited	Marshall Islands	4412	98-0439771
Genco Success Limited	Marshall Islands	4412	98-0439769
Genco Beauty Limited	Marshall Islands	4412	98-0439761
Genco Knight Limited	Marshall Islands	4412	98-0439773
Genco Leader Limited	Marshall Islands	4412	98-0439774
Genco Marine Limited	Marshall Islands	4412	98-0439775
Genco Prosperity Limited	Marshall Islands	4412	98-0439777
Genco Trader Limited	Marshall Islands	4412	98-0439780
Genco Muse Limited	Marshall Islands	4412	98-0465276
Genco Commander Limited	Marshall Islands	4412	98-0499290
Genco Acheron Limited	Marshall Islands	4412	98-0499385
Genco Surprise Limited	Marshall Islands	4412	98-0499293
Genco Augustus Limited	Marshall Islands	4412	98-0543622
Genco Tiberius Limited	Marshall Islands	4412	98-0543614
Genco London Limited	Marshall Islands	4412	98-0543610
Genco Titus Limited	Marshall Islands	4412	98-0543615
Genco Constantine Limited	Marshall Islands	4412	98-0543617
Genco Hadrian Limited	Marshall Islands	4412	98-0543608
Genco Commodus Limited	Marshall Islands	4412	98-0543619
Genco Maximus Limited	Marshall Islands	4412	98-0543613



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Genco Claudius Limited	Marshall Islands	4412	98-0543620
Genco Predator Limited	Marshall Islands	4412	98-0546075
Genco Warrior Limited	Marshall Islands	4412	98-0546076
Genco Hunter Limited	Marshall Islands	4412	98-0546158
Genco Charger Limited	Marshall Islands	4412	98-0546072
Genco Challenger Limited	Marshall Islands	4412	98-0546074
Genco Champion Limited	Marshall Islands	4412	98-0546073

\* The address of the principal executive offices of each additional registrant is c/o Genco Shipping & Trading Limited, 299 Park Avenue, 20th Floor, New York, New York 10171.

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

**SUBJECT TO COMPLETION, DATED AUGUST 24, 2007**

PROSPECTUS

**GENCO SHIPPING & TRADING LIMITED**

**\$525,000,000**

**Debt Securities**

**Preferred Stock**

**Common Stock**

**4,032,429 Shares of Common Stock**

We may offer, from time to time, debt securities, shares of our preferred stock, and shares of our common stock having an aggregate initial offering price of up to \$525,000,000. The securities may be offered separately or together in any combination and as separate series. In addition, selling shareholders to be named in a prospectus supplement may offer, from time to time, up to 4,032,429 shares of Genco common stock initially received in a private placement prior to our initial public offering. We will not receive any of the proceeds from the sale of the shares of common stock by the selling shareholders.

We will provide specific terms of any offering and the offered securities in supplements to this prospectus. Any prospectus supplement may also add, update or change information contained in this prospectus. You should read this prospectus and any prospectus supplement, as well as the documents incorporated or deemed to be incorporated by reference in this prospectus, carefully before you invest. This prospectus may not be used to consummate sales of securities unless accompanied by the applicable prospectus supplement.

Our principal executive offices are located at 299 Park Avenue, 20th Floor, New York, New York 10171, and our telephone number is (646) 443-8550.

Our common stock is traded on the New York Stock Exchange, or NYSE, under the symbol "GNK." On August 23, 2007, the closing sale price of our common stock as reported by the NYSE was \$54.17 per share. Each prospectus supplement will indicate if the securities offered thereby will be listed on any securities exchange.

We may offer these securities directly, to or through agents, dealers or underwriters as designated from time to time, or through a combination of these methods. We reserve the sole right to accept, and together with our agents, dealers and underwriters reserve the right to reject, in whole or in part, any proposed purchase of securities to be made directly or through agents, underwriters or dealers. If any agents, dealers or underwriters are involved in the sale of any securities, the relevant prospectus supplement will set forth any applicable commissions or discounts. Our net proceeds from the sale of securities also will b