

Eagle Bulk Shipping Inc.
Form 4
August 17, 2016

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Oaktree Capital Group Holdings GP, LLC

(Last) (First) (Middle)

333 SOUTH GRAND AVENUE, 28TH FLOOR

(Street)

LOS ANGELES, CA 90071

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Eagle Bulk Shipping Inc. [EGLE]

3. Date of Earliest Transaction (Month/Day/Year)
03/30/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock, par value \$0.01 per share ("Common Stock")	03/30/2016		P		156,287 (1)	A (2)	941,651 (1)	I	See Footnotes (3) (4) (5) (6)
Common Stock	08/04/2016		P		6,911,987 (1)	A (2)	7,853,638 (1)	I	See Footnotes (3) (4) (5) (6)
Common Stock	08/10/2016		P		7,564,290 (1)	A \$ 3	15,417,928 (1)	I	See Footnotes (3) (4) (5) (6)

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Oaktree Capital Group Holdings GP, LLC 333 SOUTH GRAND AVENUE 28TH FLOOR LOS ANGELES, CA 90071		X		
OAKTREE CAPITAL MANAGEMENT LP 333 SOUTH GRAND AVENUE 28TH FLOOR LOS ANGELES, CA 90071		X		
Oaktree Holdings, Inc. 333 SOUTH GRAND AVENUE 28TH FLOOR LOS ANGELES, CA 90071		X		
Oaktree Capital Group, LLC 333 SOUTH GRAND AVENUE 28TH FLOOR LOS ANGELES, CA 90071		X		
OCM Opps EB Holdings Ltd. 333 SOUTH GRAND AVENUE 28TH FLOOR		X		

LOS ANGELES, CA 90071

Signatures

See Signatures Included in
Exhibit 99.1

08/17/2016

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Effective as of 5:00 p.m., Eastern Time, on August 4, 2016, the Company effected a 1-for-20 reverse stock split of its Common Stock. The reported amounts of Common Stock purchased and owned following each transaction give effect to such reverse stock split.

- (2) The shares of Common Stock reported herein were issued pursuant to the Second Lien Loan Agreement (the "Second Lien Loan Agreement"), dated as of March 30, 2016, among Eagle Bulk Shipping Inc. (the "Company"), certain lenders thereunder and Wilmington Savings Fund Society, FSB, which provides for a term loan to the Company in the amount of \$60,000,000. No separate consideration is ascribed to such shares in the Second Lien Loan Agreement.

- (3) This Form 4 is being filed by OCM Opps EB Holdings, Ltd ("EB Holdings") with respect to (i) the 15,417,928 shares of the Issuer's common stock, par value \$0.01 per share ("Common Stock") that may be deemed to be beneficially owned by the Reporting Persons (as defined below) and (ii) the 364 warrants exercisable for shares of Common Stock (the "Warrants"), all of which are directly owned by EB Holdings. This Form 4 is also being filed by each of (i) Oaktree Capital Management, L.P. ("Management") as the sole director of EB Holdings; (ii) Oaktree Holdings, Inc. ("Holdings, Inc.") as the general partner of Management; (iii) Oaktree Capital Group, LLC ("OCG") as the sole shareholder of Holdings, Inc.; and (iv) Oaktree Capital Group Holdings GP, LLC ("OCGH GP", and, together with EB Holdings, Management, Holdings, Inc. and OCG, the "Reporting Persons" and each a "Reporting Person") as the duly elected manager of OCG. (cont'd on FN 4)

- (4) (cont'd from FN 3) Each Reporting Person disclaims beneficial ownership of the Common Stock reported herein except to the extent of their respective pecuniary interest therein and the filing of this Form 4 shall not be construed as an admission that any such Reporting Person is the beneficial owner of any Common Stock covered by this Form 4.

- (5) The members of OCGH GP are Howard S. Marks, Bruce A. Karsh, Jay S. Wintrob, John B. Frank, Sheldon M. Stone, Stephen A. Kaplan, and David M. Kirchheimer, who, by virtue of their membership interests in OCGH GP, may be deemed to share voting and dispositive power with respect to the shares of Common Stock held by EB Holdings. Each of the general partners, managing members, directors and managers described above disclaims beneficial ownership of any shares of common stock beneficially or of record owned by the Reporting Persons, except to the extent of any pecuniary interest therein.

- (6) Common Stock held directly by EB Holdings.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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