Eagle Bulk Shipping Inc. Form 8-K January 31, 2006

> SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

> > FORM 8-K

CURRENT REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): January 28, 2006

EAGLE BULK SHIPPING INC. (Exact name of each Registrant as specified in its Charter)

Marshall Islands	000-51366	98-0453513
(State or other jurisdiction of	(Commission	(IRS employer
incorporation or organization)	File Number)	identification no.)

477 Madison Avenue Suite 1405 New York, New York 10022 (Zip Code)

(Address of principal executive offices)

(Registrant's telephone number, including area code): (212) 785-2500

Item 1.01 Entry into Material Agreement

The limited liability company agreement of Eagle Ventures LLC (filed as Exhibit 10.6 to Eagle Bulk Shipping Inc.'s Registration Statement on Form S-1, filed June 22, 2005, File No.333-123817) was amended and restated as of January 28, 2006. A form of the Third Amended and Restated Limited Liability Company Agreement is filed herewith as Exhibit 99.1.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

January 31, 2006

EAGLE BULK SHIPPING INC.

By: /s/ Sophocles N. Zoullas

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Sophocles N. Zoullas Chief Executive Officer and President

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