

TOP SHIPS INC.
Form F-3/A
August 18, 2009

As filed with the Securities and Exchange Commission on August 18, 2009

Registration Statement No. 333 -161022

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

PRE-EFFECTIVE AMENDMENT NO. 1
TO
FORM F-3
REGISTRATION STATEMENT
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)

N/A
(I.R.S. Employer
Identification No.)

1 Vas. Sofias and Meg. Alexandrou
Str
15124 Maroussi, Greece
011 30 210 812 8180
(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) 574-1200
(Name, address and telephone
number of agent for service)

Copies to:
Gary J. Wolfe, Esq.
Seward & Kissel LLP
One Battery Park Plaza
New York, New York 10004
(212) 574-1200

Approximate date of commencement of proposed sale to the public: From time to time after this registration statement becomes effective as determined by market conditions and other factors.

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

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, 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 registration statement pursuant to General Instruction I.C. 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.C. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Aggregate Offering Price (1)	Amount of Registration Fee	
Common Shares, par value \$0.01 per share	12,512,400	\$ 22,897,692	\$ 1,278	
Preferred Share Purchase Rights (2)	-	-	-	
Total	12,512,400	\$ 22,897,692	\$ 1,278	*

* Previously paid.

(1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) of the Securities Act, based upon the average of the high and low sales prices on the Nasdaq Global Select Market on July 31, 2009 of the common shares of the Registrant (\$1.83).

(2) Preferred share purchase rights are not currently separable from the common shares and are not currently exercisable. The value attributable to the preferred share purchase rights, if any, will be reflected in the market price of the common shares.

The Registrants hereby amend this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrants 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 Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

PROSPECTUS

The information in this prospectus is not complete and may be changed. These securities may not be sold 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 18, 2009

Up to 12,512,400 of our Common Shares Offered by the Selling Shareholder

Through this prospectus, the selling shareholder named in the section "Selling Shareholder," Hongbo Shipping Company Limited, or Hongbo Shipping, a wholly-owned subsidiary of TOP SHIPS INC., or Hongbo Shipping's transferees, assignees, donees, pledgees or other successors-in-interest, may sell in one or more offerings pursuant to this registration statement up to 12,512,400 of our common shares, including the related preferred share purchase rights. The selling shareholder may sell any or all of its TOP SHIPS INC. common shares on any stock exchange, market or trading facility on which the shares are traded or in privately negotiated transactions at fixed prices that may be changed, at market prices prevailing at the time of sale or at negotiated prices. Information on this selling shareholder and the times and manner in which it may offer and sell our common shares is described under the sections entitled "Selling Shareholder" and "Plan of Distribution" in this prospectus. For the purposes of this prospectus, the selling shareholder is an "underwriter" within the meaning of the Securities Act, and any broker-dealers or agents who participate in the distribution of our common shares may be deemed to be "underwriters" within the meaning of the Securities Act. We are not selling any of our common shares under this prospectus and will not receive any of the proceeds from the sale of our common shares by the selling shareholder.

Our common shares are currently listed on Nasdaq Global Select Market under the symbol "TOPS".

An investment in these securities involves risks. See the section entitled "Risk Factors" beginning on page 8 of this prospectus, and other risk factors contained in the applicable prospectus supplement and in the documents incorporated by reference herein and therein.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is [], 2009

TABLE OF CONTENTS

PROSPECTUS SUMMARY	2
RECENT DEVELOPMENTS	3
RISK FACTORS	8
CAUTIONARY STATEMENT REGARDING FORWARD LOOKING STATEMENTS	9
PRICE RANGE OF COMMON STOCK	10
USE OF PROCEEDS	11
CAPITALIZATION	12
ENFORCEMENT OF CIVIL LIABILITIES	13
SELLING SHAREHOLDER	14
PLAN OF DISTRIBUTION	15
DESCRIPTION OF CAPITAL STOCK	17
EXPENSES	23
LEGAL MATTERS	23
EXPERTS	23
WHERE YOU CAN FIND ADDITIONAL INFORMATION	23

Unless otherwise indicated, all dollar references in this prospectus are to U.S. dollars and financial information presented in this prospectus that is derived from financial statements incorporated by reference is prepared in accordance with accounting principles generally accepted in the United States.

This prospectus is part of a registration statement that we filed with the U.S. Securities and Exchange Commission, or the Commission, using a shelf registration process. Under the shelf registration process, the selling shareholder may sell in one or more offerings pursuant to this registration statement up to 12,512,400 of our common shares. This prospectus provides you with a general description of our common shares. We will provide updated information if required whenever the selling shareholder offers our common shares pursuant to this prospectus. This may include a prospectus supplement that will describe the specific amounts, prices and terms of the offered common shares. The prospectus supplement may also add, update or change the information contained in this prospectus. You should read carefully both this prospectus and any prospectus supplement, together with the additional information described below.

This prospectus does not contain all the information provided in the registration statement we filed with the Commission. For further information about us or the securities offered hereby, you should refer to that registration statement, which you can obtain from the Commission as described below under "Where You Can Find More Information."

PROSPECTUS SUMMARY

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 functional currency is in the U.S. dollar as all of our revenues are received in U.S. dollars and a majority of our expenditures are made in U.S. dollars. All references in this prospectus to "\$" or "dollars" are to U.S. dollars.

Our Company

We are a provider of international seaborne transportation services, carrying petroleum products, crude oil for the oil industry and drybulk commodities for the steel, electric utility, construction and agriculture-food industries. We employ our tanker and drybulk vessels under time charters, bareboat charters, or in the spot charter market. Two of our tankers and four of our drybulk vessels are currently employed on time charters and five of our tankers and one of our drybulk vessels are employed on bareboat charters. We actively manage the deployment of our fleet between time charters and bareboat charters, which last from several months to several years. 63% of our fleet by dwt are sister ships, which enhances the revenue generating potential of our fleet by providing us with operational and scheduling flexibility. Sister ships also increase our operating efficiencies because technical knowledge can be applied to all vessels in a series and create cost efficiencies and economies of scale when ordering spare parts, supplying and crewing these vessels.

As of the date of this prospectus, our fleet under management consists of 13 owned (eight tankers and five drybulk vessels).

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 stock is currently listed on the NASDAQ Global Select Market under the symbol "TOPS". 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 Fleet

The following table presents the Company's owned fleet list and employment as of the date of this prospectus:

	Dwt	Year Built	Charter Type	Expiry	Daily Base Rate	Profit Sharing Above Base Rate (2009)
Eight Tanker Vessels						
Dauntless	46,168	1999	Time Charter	Q1/2010	\$16,250	100% first \$1,000 + 50% thereafter
Ioannis P.	46,346	2003	Time Charter	Q4/2010	\$18,000	100% first \$1,000 + 50% thereafter
Miss Marilena	50,000	2009	Bareboat Charter	Q1-2/2019	\$14,400	None
Lichtenstein	50,000	2009	Bareboat Charter	Q1-2/2019	\$14,550	None
Ionian Wave	50,000	2009	Bareboat Charter	Q1-2/2016	\$14,300	None
Thyrrhenian Wave	50,000	2009	Bareboat Charter	Q1-2/2016	\$14,300	None
Britto	50,000	2009	Bareboat Charter	Q1-2/2019	\$14,550	None
Hongbo	50,000	2009	Bareboat Charter	Q1-2/2019	\$14,550	None

Total Tanker dwt 392,514

2

	Dwt	Year Built	Charter Type	Expiry	Daily Base Rate	Profit Sharing Above Base Rate (2009)
Five Drybulk Vessels						
Cyclades	75,681	2000	Time Charter	Q2/2011	\$54,250	None
Amalfi	45,526	2000	Time Charter	Q2/2009	\$10,000	None
Papillon (ex Voc Gallant)	51,200	2002	Bareboat Charter	Q2/2012	\$24,000	None
Pepito	75,928	2001	Time Charter	Q2/2013	\$41,000	None
Astrale	75,933	2000	Time Charter	Q2/2011	\$18,000	None
Total Drybulk dwt	324,268					
TOTAL DWT	716,782					

Recent Developments

In February 2009, the Company took delivery of Miss Marilena and Lichtenstein from SPP Shipbuilding Co., Ltd., or SPP. Miss Marilena and Lichtenstein are two out of six 50,000 dwt product / chemical tankers scheduled to be delivered in 2009. Miss Marilena and Lichtenstein entered into bareboat time-charter employment for a period of 10 years at a daily rate of \$14,400 and \$14,550, respectively.

On March 19, 2009, the Company took delivery of Ionian Wave and Tyrrhenian Wave from SPP. Ionian Wave and Tyrrhenian Wave are the third and fourth out of the six 50,000 dwt product / chemical tankers discussed above. Ionian Wave and Tyrrhenian Wave entered into bareboat time-charter employment for a period of seven years at a daily rate of \$14,300, with three successive one-year options at a higher daily rate.

On May 22, 2009, the Company took delivery of Britto from SPP. Britto is the fifth out of the six 50,000 dwt newbuilding product / chemical tankers scheduled to be delivered in 2009. Britto entered into bareboat time-charter employment for a period of ten years at a daily rate of \$14,550.

On June 24, 2009, we terminated the bareboat charters and redelivered the vessels M/T Faithful, the M/T Doubtless, the M/T Spotless and the M/T Vanguard to their owners after paying \$11.75 million in termination fees and expenses. In addition to the termination fees and expenses, we have forfeited our right to receive the seller's credit of \$10.0 million from the initial sale of the vessels, which would have been received upon expiration of the bareboat charter, and we have undertaken to pay for the dry-dock of the M/T Spotless which was completed during July 2009. The bareboat charter would have expired in 2011. In order not to disrupt the existing time charters of the vessels, to which we are no longer a party following their novation to the owners, we will remain the managers of the vessels until the expiration of their current time charters in early 2010, and will be reimbursed by the owners for all expenses incurred.

On July 1, 2009, the Company and YA Global Master SPV Ltd., or YA Global, entered into what is termed an equity line of credit arrangement. The Company entered into a standby equity distribution agreement pursuant to which the Company has the opportunity, for a three-year period beginning on the date on which the Commission first declares effective a registration statement registering the resale of our shares by YA Global, to sell our common shares to YA Global for a total purchase price of up to \$200 million, at our sole discretion.

On July 3, 2009 we redelivered the M/T Relentless to its owners and paid a termination fee of \$2.5 million. The termination fee and redelivery of the vessel were part of the termination agreement signed in April 2009 to terminate the bareboat charter initially entered into as part of the sale and leaseback deal in 2005. The bareboat charter would have expired in 2012. This was the last leased vessel in the Company's fleet.

On August 3, 2009, we took delivery of Hongbo from SPP. Hongbo is the sixth out of the six 50,000 dwt newbuilding product / chemical tankers scheduled to be delivered in 2009. Hongbo entered into bareboat time-charter employment for a period of ten years at a daily rate of \$14,550. In connection with this delivery, we made a drawdown in the amount of \$3.6 million from our \$80 million loan facility with DVB Bank and \$12.5 million from a bridge loan in connection with an amendment to the loan facility entered into with DVB on July 31, 2009.

As of December 31, 2008, we were in breach of certain covenants contained in our loan agreements relating to our overall outstanding indebtedness of \$342.5 million. These constitute a potential event of default and could result in the lenders requiring immediate repayment of the loans. As a result of these breaches, we have classified all our debt as current as discussed in "Item 18 – Financial Statements – Consolidated Financial Statements - Note 12" of our Annual Report on Form 20-F for the year ended December 31, 2008. During 2009, as of the date of this prospectus, we have already received waivers and signed amendments to our loan agreements with three of our lenders and have already agreed to receive waivers and sign amendments with the remaining two lenders in relation to the aforementioned breaches. We expect that the lenders will not demand payment of the loans before their maturity, provided that we pay loan installments and accumulated or accrued interest as they fall due under the existing credit facilities. We do not expect that existing cash reserves together with cash generated from the operations of the vessels owned or operated by the Company to be sufficient to repay the total balance of loans in default if such debt is accelerated by the lenders. See "Liquidity and Capital Resources – Tabular Disclosure of Contractual Obligations - Long term Debt" in our Annual Report on Form 20-F for the year ended December 31, 2008 for further information.

As of June 30, 2009, we were in breach of other covenants not previously waived, relating to minimum liquidity and asset values of product tankers. As of the date of this release, we have received waivers and amended certain loan agreements with two of our lenders as described below. We are currently in negotiations with our remaining lenders in relation to these breaches.

On July 31, 2009, we amended our term loan with RBS to (i) waive the minimum security covenant until March 31, 2010, (ii) amend the repayment schedule, (iii) decrease the minimum liquid funds to be maintained from \$5 million to \$0.2 million, (iv) amend the definition of the EBITDA waiver to exclude one-off lease termination fees, (v) adjust the margin to 2.5% and (vi) add a cash sweep mechanism whereby a certain amount of cash earned by M/T Ioannis P and M/T Dauntless will be applied in the inverse order of maturity to the amount outstanding under the loan agreement.

On July 31, 2009, we also amended our \$80 million product tanker facility with DVB in order to take account of the bridge loan of \$12.5 million used in the financing of the delivery installment of the Hongbo. The loan has a term of one year and carries a margin of 6.0%. In connection with this amendment and bridge loan, we issued 12,512,400 of our common shares to Hongbo Shipping, who pledged these shares in favor of DVB, based upon the closing price of our shares of \$1.80 on the Nasdaq Global Select Market on July 30, 2009. This pledge was granted as security and must remain in an amount equal to 180% of the outstanding bridge loan, which amount will be tested at the end of each fiscal quarter. We also agreed to file a registration statement on behalf of Hongbo Shipping and its transferees, assignees, donees, pledgees or other successors-in-interest for the resale of such shares and use our best efforts to keep the registration statement effective during the security period under the loan documentation. In addition, the minimum liquidity required pursuant to the loan facility was revised downwards to \$5 million from \$20 million.

On August 4, 2009, we received a notification from the bareboat charterer of the m/t Papillon (ex VOC Gallant), wherein such charterer declared its intention to pay a reduced charterhire rate of \$18,000 per day, rather than \$24,000 per day on a bareboat basis as is set forth in the charterparty. As a result, we believe that such charterer is in breach of the charterparty agreement, and we have commenced arbitration proceedings against such charterer to recover amounts owed to us.

No other developments have taken place since the date of filing of our Annual Report on Form 20-F for the year ended December 31, 2008.

4

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. Our common stock is currently listed on the NASDAQ Global Select Market under the symbol "TOPS".

On July 23, 2004, we completed our initial public offering. The net proceeds of our initial public offering, approximately \$124.6 million, were primarily used to finance the acquisition of 10 vessels, comprising of eight Ice-class double-hull Handymax tankers and two double-hull Suezmax tankers. The total cost of the acquisition was approximately \$251.3 million.

On November 5, 2004, we completed a follow-on offering of our common stock. The net proceeds of our follow-on offering, approximately \$139.5 million, were used primarily to finance the acquisition of five double-hull Suezmax tankers. The total cost of the acquisition was approximately \$249.3 million.

During 2005, we acquired five double-hull Handymax and four double-hull Suezmax tankers at a total cost of \$453.4 million and sold one double-hull Handymax and our last single-hull Handysize tanker. We sold and leased-back five double-hull Handymax tankers for a period of seven years.

From April 2006 until July 2006, we issued through a "controlled equity offering" 1,302,454 shares of common stock, par value \$0.01. The net proceeds totaled \$26.9 million.

During 2006, we sold and leased-back on a fixed charter basis four double-hull Handymax, four double-hull Suezmax and five double-hull Suezmax tankers for periods of five years, five years and seven years, respectively. Additionally, we sold three double-hull Handymax tankers, and we entered into an agreement with SPP Shipbuilding Co., Ltd. of the Republic of Korea, or SPP, for the construction of six product/chemical tankers.

In May 2007, we re-acquired four Suezmax tankers that we sold in 2006 in an earlier sale and leaseback transaction and terminated the respective bareboat charters. The re-acquisition price was \$208.0 million and was partially financed by the early redemption of the seller's credit of \$20.6 million associated with the 2006 sales and leaseback transactions, along with secured debt financing and cash from operations.

From June 2007 until July 2007, we issued through a "controlled equity offering" 1,435,874 shares of common stock, par value \$0.01. The net proceeds totaled \$29.4 million.

During July and August 2007, we agreed to acquire one Supramax, one Handymax and four Panamax drybulk vessels at a total cost of \$370.1 million. The Handymax and two of the four Panamax drybulk vessels were delivered to us during the fourth quarter of 2007. The Supramax and the remaining two Panamax drybulk vessels were delivered to us during the first two quarters of 2008.

In December 2007, we completed a follow-on offering of our common stock. The net proceeds of this follow-on offering, approximately \$68.9 million, were used primarily to repay outstanding secured debt and to partially finance the acquisition of the six drybulk vessels mentioned above, one of which we have since sold.

During 2007 we sold one Suezmax tanker, we agreed to sell one Suezmax tanker that we later delivered in January 2008 to its new owners, and we terminated the bareboat charters on three Handymax tankers that we sold in 2006 in

sale and leaseback transactions, due to the sale of the vessels by their owners to third parties.

During 2008, we took delivery of one Supramax drybulk vessel and two Panamax drybulk vessels, which we had agreed to acquire in 2007 as mentioned above. Additionally, during 2008, we sold seven owned Suezmax tankers and one Panamax drybulk vessel and we arranged the sale of six chartered-in vessels, under bareboat charters, and terminated the respective charters.

On March 20, 2008, we effected a three-for-one reverse stock split of our common stock. There was no change in the number of authorized common shares. As a result of the reverse stock split, the number of outstanding shares as of March 20, 2008 decreased to 20,705,380, while the par value of our common shares remained unchanged at \$0.01 per share.

In April 2008, we privately placed with various investors 7.3 million unregistered shares of common stock, par value \$0.01, for aggregate proceeds of approximately \$51.0 million. The 7.3 million shares were sold for \$7.00 per share, which represents a discount of 15.5 percent based on the closing share price of \$8.28 on April 23, 2008. In July 2008, we filed a registration statement on Form F-3, with respect to these 7.3 million shares.

As of December 31, 2008, our fleet consisted of twelve vessels – seven Handymax tankers, one Supramax drybulk vessel, one Handymax drybulk vessel, and three Panamax drybulk vessels, with total carrying capacity of 0.7 million dwt (including five tankers sold and leased back), as compared to 23 vessels, with total carrying capacity of 2.4 million dwt (including 11 tankers sold and leased back), as of December 31, 2007.

In February 2009, the Company took delivery of Miss Marilena and Lichtenstein from SPP. Miss Marilena and Lichtenstein are two out of six 50,000 dwt product / chemical tankers scheduled to be delivered in 2009. Miss Marilena and Lichtenstein entered into bareboat time-charter employment for a period of 10 years at a daily rate of \$14,400 and \$14,550, respectively.

On March 19, 2009, the Company took delivery of Ionian Wave and Tyrrhenian Wave from SPP. Ionian Wave and Tyrrhenian Wave are the third and fourth out of the six 50,000 dwt product / chemical tankers discussed above. Ionian Wave and Tyrrhenian Wave entered into bareboat time-charter employment for a period of seven years at a daily rate of \$14,300, with three successive one-year options at a higher daily rate.

On May 22, 2009, the Company took delivery of Britto from SPP. Britto is the fifth out of the six 50,000 dwt newbuilding product / chemical tankers scheduled to be delivered in 2009. Britto entered into bareboat time-charter employment for a period of ten years at a daily rate of \$14,550.

On June 24, 2009, we terminated the bareboat charters and redelivered the vessels M/T Faithful, the M/T Doubtless, the M/T Spotless and the M/T Vanguard to their owners after paying \$11.75 million in termination fees and expenses. In addition to the termination fees and expenses, we have forfeited our right to receive the seller's credit of \$10.0 million from the initial sale of the vessels, which would have been received upon expiration of the bareboat charter, and we have undertaken to pay for the dry-dock of the M/T Spotless which was completed during July 2009. The bareboat charter would have expired in 2011. In order not to disrupt the existing time charters of the vessels, to which we are no longer a party following their novation to the owners, we will remain the managers of the vessels until the expiration of their current time charters in early 2010, and will be reimbursed by the owners for all expenses incurred.

On July 3, 2009 we redelivered the M/T Relentless to its owners and paid a termination fee of \$2.5 million. The termination fee and redelivery of the vessel were part of the termination agreement signed in April 2009 to terminate the bareboat charter initially entered into as part of the sale and leaseback deal in 2005. The bareboat charter would have expired in 2012. This was the last leased vessel in the Company's fleet.

On July 31, 2009, in connection with the amendment of our product tanker facility and bridge loan with DVB, we issued 12,512,400 of our common shares to Hongbo Shipping Company Limited, who pledged these shares in favor of DVB, based upon the closing price of our shares of \$1.80 on the Nasdaq Global Select Market on July 30, 2009.

On August 3, 2009, we took delivery of Hongbo from SPP. Hongbo is the sixth out of the six 50,000 dwt newbuilding product / chemical tankers scheduled to be delivered in 2009. Hongbo entered into bareboat time-charter employment for a period of ten years at a daily rate of \$14,550. In connection with this delivery, we made a drawdown in the amount of \$3.6 million from our \$80 million loan facility with DVB Bank and \$12.5 million from a bridge loan entered with DVB on July 31, 2009.

On August 4, 2009, we received a notification from the bareboat charterer of the m/t Papillon (ex VOC Gallant), wherein such charterer declared its intention to pay a reduced charterhire rate of \$18,000 per day, rather than \$24,000 per day on a bareboat basis as is set forth in the charterparty. As a result, we believe that such charterer is in breach of the charterparty agreement, and we have commenced arbitration proceedings against such charterer to recover amounts owed to us.

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.

RISK FACTORS

An investment in our common shares involves a high degree of risk. You should carefully consider the risks and discussion of risks under the heading "Risk Factors" in our Annual Report on Form 20-F for the year ended December 31, 2008, and the documents we have incorporated by reference in this prospectus that summarize the risks that may materially affect our business before making an investment in our securities. Please see "Where You Can Find Additional Information – Information Incorporated by Reference." In addition, you should also consider carefully the risks set forth under the heading "Risk Factors" in any prospectus supplement before investing in any securities offered by this prospectus. The occurrence of one or more of those risk factors could adversely impact our results of operations or financial condition.

CAUTIONARY STATEMENT REGARDING FORWARD LOOKING STATEMENTS

Matters discussed in this prospectus may constitute forward-looking statements. The Private Securities Litigation Reform Act of 1995 provides safe harbor protections for forward-looking statements in order to encourage companies to provide prospective information about their business. Forward-looking statements include statements concerning plans, objectives, goals, strategies, future events or performance, and underlying assumptions and other statements, which are other than statements of historical facts.

TOP SHIPS INC. desires to take advantage of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 and is including this cautionary statement in connection with this safe harbor legislation. This prospectus and any other written or oral statements made by us or on our behalf may include forward-looking statements, which reflect our current views with respect to future events and financial performance. When used in this prospectus, the words "anticipate," "believe," "expect," "intend," "estimate," "forecast," "project," "plan," "potential," "may," "should" and similar expressions identify forward-looking statements.

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 and in the documents incorporated by reference 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.

PRICE RANGE OF COMMON STOCK

The trading market for our common stock is the NASDAQ Global Select Market, on which the shares are listed under the symbol "TOPS." The following table sets forth the high and low closing prices for our common stock since our initial public offering of common stock at \$33.00 per share on July 23, 2004, as reported by the NASDAQ Global Select Market. The high and low closing prices for our common stock for the periods indicated were as follows:

	HIGH	LOW
For the Fiscal Year Ended December 31, 2008*	\$10.62	\$1.40
For the Fiscal Year Ended December 31, 2007*	\$25.20	\$9.09
For the Fiscal Year Ended December 31, 2006*	\$54.96	\$13.83
For the Fiscal Year Ended December 31, 2005*	\$66.00	\$36.81
For the Fiscal Year Ended December 31, 2004 (beginning July 23, 2004)*	\$72.42	\$31.53
For the Quarter Ended*		
June 30, 2009	\$3.52	\$0.98
March 31, 2009	\$2.30	\$0.77
December 31, 2008	\$4.66	\$1.40
September 30, 2008	\$6.31	\$3.81
June 30, 2008	\$10.28	\$6.40
March 31, 2008*	\$10.65	\$6.06
December 31, 2007*	\$22.23	\$9.09
September 30, 2007*	\$25.20	\$14.88
June 30, 2007*	\$22.41	\$13.44
March 31, 2007*	\$15.75	\$13.35
For the Month		
	HIGH	LOW
August 1-17, 2009	\$ 1.90	\$ 1.77
July 2009	\$ 2.12	\$ 1.53
June 2009	\$ 3.52	\$ 1.98
May 2009	\$ 1.77	\$ 1.54
April 2009	\$ 1.65	\$ 0.98
March 2009	\$ 1.08	\$ 0.77
February 2009	\$ 2.00	\$ 1.26

*Adjusted for the 1:3 reverse stock split effective March 20, 2008

USE OF PROCEEDS

Hongbo Shipping is a wholly-owned subsidiary of TOP SHIPS INC. Hongbo Shipping and/or its pledgees, transferees, donees or successors-in-interest will receive all of the proceeds from the sales of our common shares offered by this prospectus. We will not receive any of the proceeds upon the resale of such common shares.

CAPITALIZATION

A prospectus supplement or report on Form 6-K incorporated by reference into the Registration Statement of which this prospectus is a part will include information on the Company's consolidated capitalization.

ENFORCEMENT OF CIVIL LIABILITIES

TOP SHIPS INC. is a Marshall Islands company and our executive offices are located outside of the U.S. in Maroussi, Greece. A majority of our directors, officers and the experts named in the prospectus reside outside the U.S. In addition, a substantial portion of our assets and the assets of our directors, officers and experts are located outside of the U.S. As a result, you may have difficulty serving legal process within the U.S. upon us or any of these persons. You may also have difficulty enforcing, both in and outside the U.S., judgments you may obtain in U.S. courts against us or these persons in any action, including actions based upon the civil liability provisions of U.S. federal or state securities laws.

Furthermore, there is substantial doubt that the courts of the Marshall Islands or Greece would enter judgments in original actions brought in those courts predicated on U.S. federal or state securities laws.

SELLING SHAREHOLDER

This prospectus relates to the proposed sale from time to time of up to 12,512,400 of our common shares issued to the selling shareholder named in the table below. We have filed the registration statement of which this prospectus forms a part in order to permit the selling shareholder or its respective transferees, donees, pledgees or successors-in-interest to offer these shares for resale from time to time.

The 12,512,400 common shares covered by this prospectus were issued to Hongbo Shipping, our wholly-owned subsidiary, on July 31, 2009. We agreed to file a registration statement covering the resale from time to time of our common shares received by this selling shareholder.

The following table sets forth certain information with respect to the selling shareholder and its beneficial ownership of our common shares. The table is based upon information provided by the selling shareholder. The table assumes that all the shares being offered by the selling shareholder pursuant to this prospectus are ultimately sold in the offering. The selling shareholder may sell some, all or none of its shares covered by this prospectus and as a result the actual number of shares that will be held by the selling shareholder upon termination of the offering may exceed the minimum number set forth in the table.

Selling Shareholder	Common Shares Owned Prior to the Offering	Percentage of Class Prior to the Offering	Total Common Shares Offered Hereby	Percentage of the class following the offering(1)
Hongbo Shipping Company Limited	12,512,400	42.4 %	12,512,400	0 %

PLAN OF DISTRIBUTION

Our common shares covered by this prospectus may be offered and sold by the selling shareholder, or by transferees, assignees, donees, pledgees or other successors-in-interest of such shares received from the selling shareholder, directly or indirectly through brokers-dealers, agents or underwriters on the Nasdaq Global Select Market or any other stock exchange, market or trading facility on which such shares are traded, or through private transactions. Our common shares covered by this prospectus may be sold by any method permitted by law, including, without limitation, one or more of following transactions:

- ordinary brokerage transactions or transactions in which the broker solicits purchasers;
- purchases by a broker or dealer as principal and the subsequent resale by such broker or dealer for its account;
- block trades, in which a broker or dealer attempts to sell the shares as agent but may position and resell a portion of the shares as principal to facilitate the transaction;
- through the writing of options on the shares, whether such options are listed on an options exchange or otherwise;
- the disposition of the shares by any securities intermediary, secured party or other pledgee in connection with a pledge of the shares as collateral to secure debt or other obligations, including without limitation, pursuant to the Security Account Control Agreement, dated July 31, 2009, among Hongbo Shipping, Deutsche Bank Trust Company Americas and DVB Bank America N.V., as such agreement may be amended from time to time;
- an exchange distribution in accordance with the rules of the applicable stock exchange;
 - through privately negotiated transactions;
- through the settlement of short sales entered into after the date of this prospectus;
- by agreement with a broker-dealers to sell a specified number of shares at a stipulated price per share; and
 - a combination of any such methods of sale.

The selling shareholder may also transfer its shares by means of gifts, donations and contributions. Subject to certain limitations under rules promulgated under the Securities Act, this prospectus may be used by the recipients of such gifts, donations and contributions to offer and sell the shares received by them, directly or through brokers-dealers or agents and in private or public transactions.

The selling shareholder may sell its shares at market prices prevailing at the time of sale, at negotiated prices, at fixed prices or without consideration by any legally available means. The aggregate net proceeds from the sale of the common shares will be the purchase price of such shares less any discounts, concessions or commissions received by broker-dealers or agents. We will not receive any proceeds from the sale of any shares by the selling shareholder.

For the purposes of this prospectus, the selling shareholder is an "underwriter" within the meaning of the Securities Act, and any broker-dealers or agents who participate in the distribution of our common shares may be deemed to be "underwriters" within the meaning of the Securities Act. Any commission received by such broker-dealers or agent on the sales and any profit on the resale of share purchased by broker-dealers or agent may be deemed to be underwriting commissions or discounts under the Securities Act. As a result, we have informed the selling shareholder that Regulation M, promulgated under the Exchange Act, may apply to sales by the selling shareholder in

the market. The selling shareholder may agree to indemnify any broker, dealer or agent that

participates in transactions involving the sale of our common shares against certain liabilities, including liabilities arising under the Securities Act.

To the extent required with respect to a particular offer or sale of our common shares by the selling shareholder, we will file a prospectus supplement pursuant to Section 424(b) of the Securities Act, which will accompany this prospectus, to disclose:

- the number of shares to be sold;
- the purchase price;
- the name of any broker-dealer or agent effecting the sale or transfer and the amount of any applicable discounts, commissions or similar selling expenses; and
-