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MC SHIPPING INC
Form S-8 POS
September 12, 2007

As filed with the Securities and Exchange Commission on September 12, 2007

Registration No. 333-132687

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT TO
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

MC SHIPPING INC.

(Exact Name of Registrant as Specified in Its Charter)

LIBERIA
(State or Other Jurisdiction of Incorporation
or Organization)

98-0101881
(I.R.S. Employer
Identification Number)

RICHMOND HOUSE, 12 PAR-LA-VILLE ROAD, HAMILTON HM CX, BERMUDA
(441) 295-7933
(Address, Including Zip Code, and Telephone Number, Including Area Code,)
of Registrant's Principal Executive Offices)

MC SHIPPING INC. 2001 STOCK OPTION PLAN
(Full title of Plan)

ROBERT CALLAHAN
240 EAST 86TH STREET, APT. 23G
NEW YORK, NY 10028

(Name, Address, Including Zip Code, and Telephone Number, Including
Area Code, of Agent For Service)

COPIES TO:

Alexander Gorchakov
Chief Financial Officer and Corporate Secretary
MC Shipping Inc.
c/o MC Shipping S.A.M.
Gildo Pastor Center
7, rue du Gabian
MC 98000 Monaco
(377) 97 97 49 93

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EXPLANATORY STATEMENT: DEREGISTRATION OF SECURITIES

The Registration Statement on Form S-8 (Registration No. 333-132687) (the "Registration Statement") of MC Shipping Inc. (the "Company") pertaining to the registration of certain shares of the Company's common stock, par value \$0.01 per share ("Common Stock"), issuable to eligible employees of the Company under the Company's 2001 Stock Option Plan, to which this Post-Effective Amendment relates, was filed with the Securities and Exchange Commission on March 24, 2006.

On September 12, 2007 (the "Effective Date"), the Company consummated the transactions contemplated by an Agreement and Plan of Merger (the "Merger") dated July 30, 2007 by and among Mast Acquisition Ltd., Mast Merger Sub Corp. and the Company.

As a result of the Merger, the Company has terminated all offerings of Common Stock pursuant to the Registration Statement. Accordingly, pursuant to Rule 478 under the Securities Act of 1933, as amended (the "Act"), and pursuant to the Company's undertaking contained in paragraph (1)(c) of item 9 of the Registration Statement, this Post-Effective Amendment to the Registration Statement is filed to deregister all shares of Common Stock previously registered that remain available for future grant as of the date hereof under the Company's 2001 Stock Option Plan.

SIGNATURES

Pursuant to the requirements of the Act, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8, and has duly caused this Post-Effective Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in London, United Kingdom, on the 12th day of September, 2007.

MC SHIPPING, INC.

By: /s/ Antony S. Crawford

Name: Antony S. Crawford
Title: President and Chief Executive
Officer