

KELSO INVESTMENT ASSOCIATES VII LP

Form 4

November 23, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *

KELSO INVESTMENT
ASSOCIATES VII LP

(Last) (First) (Middle)

(Street)

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading

Symbol

Eagle Bulk Shipping Inc. [EGLE]

3. Date of Earliest Transaction

(Month/Day/Year)

11/22/2005

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)
Common Stock, par value \$0.01	11/22/2005		S	301,039 (1)	\$ 14.5 (8)	10,755,864 (1) (2) (3) (4) (5) (6) (7)	By Eagle Ventures LLC (1) (2) (3) (4) (5) (6) (7)

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

**Persons who respond to the collection of
information contained in this form are not
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SEC 1474
(9-02)

Reporting Owners

Signatures

11/23/2005

Date _____

11/23/2005

Date _____

11/23/2005

Date _____

Explanation of Responses:

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

(2)

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Kelso Investment Associates VII, L.P. (KIA VII) may be deemed to share beneficial ownership of shares of Common Stock owned of record by Eagle Ventures LLC by virtue of its status as a member of Eagle Ventures LLC. KIA VII shares investment and voting power along with the other members of Eagle Ventures LLC with respect to securities owned by Eagle Ventures LLC, but disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein, if any, and the inclusion of these securities in this report shall not be deemed to be an admission that KIA VII has beneficial ownership of such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (Exchange Act), or for any other purposes.

- (3) KEP VI, LLC (KEP VI) may be deemed to share beneficial ownership of shares of Common Stock owned of record by Eagle Ventures LLC by virtue of its status as a member of Eagle Ventures LLC. KEP VI shares investment and voting power along with the other members of Eagle Ventures LLC with respect to securities owned by Eagle Ventures LLC, but disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein, if any, and the inclusion of these securities in this report shall not be deemed to be an admission that KEP VI has beneficial ownership of such securities for purposes of Section 16 of the Exchange Act or for any other purposes.

- (4) KIA VII and KEP VI, due to their common control, could be deemed to beneficially own each of the other's securities. KIA VII and KEP VI each disclaim such beneficial ownership and the inclusion of these securities in this report shall not be deemed to be an admission of beneficial ownership of such securities for purposes of Section 16 of the Exchange Act or for any other purposes.

- (5) Kelso GP VII, LLC (GP VII, LLC) is the general partner of Kelso GP VII, L.P. (GP VII, L.P.). GP VII, L.P. is the general partner of KIA VII. GP VII, LLC and GP VII, L.P. disclaim beneficial ownership of all of the securities reported herein except to the extent of its pecuniary interest therein, if any, and the inclusion of these securities in this report shall not be deemed to be an admission of beneficial ownership of such securities for purposes of Section 16 of the Exchange Act or for any other purposes.

- (6) GP VII, LLC and GP VII, L.P., due to their common control, could be deemed to beneficially own each of the other's securities. GP VII, LLC and GP VII, L.P. each disclaim beneficial ownership of all of the securities beneficially owned by the other or directly by Eagle Ventures LLC and the inclusion of these securities in this report shall not be deemed to be an admission of beneficial ownership of such securities for purposes of Section 16 of the Exchange Act or for any other purposes.

- (7) Messrs. Nickell, Wall, Matelich, Goldberg, Warhaftig, Bynum, Berney, Loverro and Connors may be deemed to share beneficial ownership of securities owned of record by Eagle Ventures LLC or indirectly by KIA VII and KEP VI, by virtue of their status as managing members of KEP VI and of GP VII, LLC, but disclaim beneficial ownership of such securities, and this report shall not be deemed to be an admission that any of Messrs. Nickell, Wall, Matelich, Goldberg, Warhaftig, Bynum, Berney, Loverro and Connors is the beneficial owner of these securities for purposes of Section 16 of the Exchange Act or for any other purpose.
- (8) Before underwriting discounts and commissions of \$0.725.

Remarks:

Because an electronically filed joint filing is limited to a maximum of ten reporting persons, this Form 4 is one of two filed today reporting on the same securities by the following joint filers: Kelso GP VII, LLC; Kelso Investment Associates VII, L.P.; KEP VI, LLC; Kelso GP VII, L.P.; Philip E. Berney; Frank K. Bynum, Jr.; Michael B. Goldberg; Frank J. Loverro; George E. Matelich; Frank T. Nickell; David I. Wahrhaftig; Thomas R. Wall, IV; and James J. Connors, II.

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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