Eagle Bulk Shipping Inc.
Form DEF 14A
April 10, 2008

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant [x]

Filed by a Party other than the Registrant [_]

Check the appropriate box:
[_] Preliminary Proxy Statement

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[x] Definitive Proxy Statement

[_] Definitive Additional Materials

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EAGLE BULK SHIPPING INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):
[x] No fee required.
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1) Amount previously paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

Eagle Bulk Shipping Inc.
477 Madison Avenue, Suite 1405
New York, New York 10022
(212) 785-2500

April 8, 2008

Dear Shareholder:

You are cordially invited to attend the Annual Meeting of Shareholders, which will be held at the offices of Skadden, Arps, Slate, Meagher & Flom LLP, Four Times Square, New York, New York 10036 at 10:00 a.m., local time, on Thursday, May 22, 2008. On the following pages you will find the formal Notice of Annual Meeting and Proxy Statement.

Whether or not you plan to attend the meeting in person, it is important that your shares be represented and voted at the meeting. Accordingly, if you have elected to receive your proxy materials by mail, please date, sign and return the proxy card to be mailed to you on or about April 11, 2008. If you received your proxy materials over the Internet, please vote by Internet or by telephone in accordance with the instructions provide in the Notice of Internet Availability of Proxy Materials that you will receive in the mail.

I hope that you will attend the meeting, and I look forward to seeing you there.

Sincerely,

/s/ Sophocles N. Zoullas
Sophocles N. Zoullas
Chairman and Chief Executive Officer

Eagle Bulk Shipping Inc.
477 Madison Avenue, Suite 1405
New York, New York 10022
(212) 785-2500

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD ON MAY 22, 2008

NOTICE IS HEREBY GIVEN that the Annual Meeting of Shareholders (the "Annual Meeting") of Eagle Bulk Shipping Inc., a Marshall Islands corporation ("Eagle Bulk Shipping" or the "Company"), will be held on

Thursday, May 22, 2008, at 10:00 a.m., local time, at the offices of Skadden, Arps, Slate, Meagher & Flom LLP, Four Times Square, New York, New York 10036, for the following purposes:

1. To elect two Class III Directors to the Board of Directors;

2. To ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for 2008; and

3. To transact such other business as may properly come before the Annual Meeting or at any adjournment or postponement thereof.

As of the date of this proxy statement, the Company has received no notice of any matters, other than those set forth above, that may properly be presented at the Annual Meeting. If any other matters are properly presented for consideration at the Annual Meeting, the persons named as proxies on the proxy card, or their duly constituted substitutes acting at the Annual Meeting, or any adjournment or postponement of the Annual Meeting, will be deemed authorized to vote the shares represented by proxy or otherwise act on such matters in accordance with their judgment.

The close of business on March 26, 2008 has been fixed as the record date for determining those shareholders entitled to vote at the Annual Meeting. Accordingly, only shareholders of record as of the close of business on that date are entitled to vote at the Annual Meeting or any adjournments or postponements of the Annual Meeting. A list of such shareholders will be available at the Annual Meeting.

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on May 22, 2008.

(1) **This communication presents only an overview of the more complex proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.**

(2) **The proxy statement is available at http://ww3.ics.adp.com/streetlink/egle.**

(3) **If you want to receive a paper or email copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed below on or before May 22, 2009 to facilitate timely delivery.**

Please read the proxy statement which is available at http://ww3.ics.adp.com/streetlink/egle and, if you have requested to receive paper copies of our proxy materials by mail, the instructions on the proxy card included therein, which will be mailed to you on or about April 11, 2008. Whether or not you expect to attend the Annual Meeting in person, and no matter how many shares you own, please vote your shares as promptly as possible. Submitting a proxy now will help assure a quorum and avoid added proxy solicitation costs.

If you attend the Annual Meeting you may vote in person, even if you have previously submitted a proxy. If you require directions to attend the meeting, please send a written request to Alan S. Ginsberg, Secretary of Eagle Bulk Shipping, Inc., at 477 Madison Avenue, Suite 1405, New York, New York 10022, telephone (212) 785-2500. All shareholders must present a form of personal photo identification in order to be admitted to the meeting. In addition, if your shares are held in the name of your broker, bank or other nominee and you wish to attend the Annual Meeting, you must bring an account statement or letter from the broker, bank or other nominee indicating that you were the owner of the shares on March 26, 2008.

If you hold your shares in your own name and you have requested to receive paper copies of our proxy materials by mail, you may submit a proxy by marking the proxy card to be mailed to you on or about April 11, 2008, and dating and signing it, and returning it in the postage paid envelope provided. You may also submit a proxy via our electronic voting platform at http://www.proxyvote.com or submit a proxy by telephone at 1-800 690-6903. You may also attend the Annual Meeting and vote in person. If your shares are held in the name of a bank, broker or other nominee, you will receive instructions from the holder of record that you must follow for your shares to be voted. Please follow their instructions carefully. Also, please note that if the holder of record of your shares is a broker, bank or other nominee and you wish to vote in person at the Annual Meeting, you must request a legal proxy from your bank, broker or other nominee that holds your shares and present that proxy and proof of identification at the Annual Meeting. You may revoke your proxy at any time before the vote is taken by delivering to the Corporate Secretary of the Company a written revocation or a proxy with a later date or by voting your shares in person at the meeting, in which case your prior proxy would be disregarded.

You may request that a copy of the proxy materials be sent to you at no charge by sending a written request to Alan S. Ginsberg, Secretary of Eagle Bulk Shipping, Inc., at 477 Madison Avenue, Suite 1405, New York, New York 10022, telephone (212) 785-2500. You may also indicate a preference for receiving an electronic or paper copy of proxy materials for future shareholder meetings by notification to the same address.

By Order of the Board of Directors,

/s/ Sophocles N. Zoullas
Sophocles N. Zoullas
Chairman and Chief Executive Officer

New York, New York
April 8, 2008

Eagle Bulk Shipping Inc.
477 Madison Avenue, Suite 1405
New York, New York 10022
(212) 785-2500

PROXY STATEMENT
FOR THE ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD MAY 22, 2008

This proxy statement is furnished to shareholders of Eagle Bulk Shipping Inc. ("Eagle Bulk Shipping" or the "Company") in connection with the solicitation of proxies, in the accompanying form, by the Board of Directors of Eagle Bulk Shipping (the “Board of Directors”) for use in voting at the Annual Meeting of Shareholders (the "Annual Meeting") to be held at the offices of Skadden, Arps, Slate, Meagher & Flom LLP, Four Times Square, New York, New York 10036, on Thursday, May 22, 2008, at 10:00 a.m., local time and at any adjournment or postponement thereof.

This proxy statement is first available to shareholders at http://ww3.ics.adp.com/streetlink/egle on or about April 8, 2008.

QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING

Why did I receive a notice in the mail regarding the Internet availability of proxy materials this year instead of a full set of proxy materials?

Pursuant to new rules recently adopted by the Securities and Exchange Commission, we have elected to provide access to our proxy materials over the Internet. We also believe that by electing to provide access to our proxy materials over the Internet, we will reduce the amount of natural resources used in connection with our proxy materials and our Annual Meeting. Accordingly, we are sending a Notice of Internet Availability of Proxy Materials (the “Notice”) to our shareholders of record and beneficial owners. All shareholders will have the ability to access the proxy materials on a website referred to in the Notice or request to receive a printed set of the proxy materials, at no charge. Instructions on how to access the proxy materials over the Internet or to request a printed copy may be found on the Notice. In addition, shareholders may request to receive proxy materials in printed form by mail or electronically by email on an ongoing basis by following the instructions on the website referred to in the Notice. Shareholders who have already requested to receive paper copies of our proxy materials will receive a full set of our proxy materials, including our proxy card, in the mail and will not receive the Notice.

Why am I receiving these materials?

Our Board of Directors has made these materials available to you on the Internet, or, upon your request, we will deliver printed versions of these materials to you by mail, in connection with the Board of Directors' solicitation of proxies for use at our 2008 Annual Meeting. You are invited to attend the Annual Meeting and are requested to vote on the proposals described in this proxy statement.

What is included in these materials?

These materials include:

- Our proxy statement for the 2008 Annual Meeting; and
- Our 2007 Annual Report to Shareholders, which includes our audited consolidated financial statements.

If you request printed versions of these materials by mail, these materials will also include the proxy card for the 2008 Annual Meeting.

How can I get electronic access to the proxy materials?

The Notice provides you with instructions regarding how to:

- View our proxy materials for the 2008 Annual Meeting on the Internet; and
- Instruct us to send our future proxy materials to you electronically by email.

What is the purpose of the Annual Meeting?

At the Annual Meeting, shareholders will be asked to consider and vote upon the following matters:

- Election of two directors to hold office until the 2011 Annual Meeting of Shareholders; and
- Ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for 2008.

Shareholders will also be asked to consider and vote at the Annual Meeting on any other matter that may properly come before the Annual Meeting or any adjournment or postponement of the Annual Meeting. At this time, the Company's Board of Directors is unaware of any matters, other than those set forth above, that may properly come before the Annual Meeting.

Who is entitled to vote at the Annual Meeting?

The Board of Directors has fixed the close of business on March 26, 2008, as the record date (the "Record Date") for the determination of shareholders entitled to notice of, and to vote at, the Annual Meeting. Only shareholders of record at the close of business on that date will be entitled to vote at the Annual Meeting or any adjournments or postponements thereof. As of the Record Date, Eagle Bulk Shipping had issued and outstanding 46,757,153 shares of common stock.

How Many Votes Do I Have?

Each common share outstanding on the Record Date will be entitled to one vote on each matter submitted to a vote of the shareholders, including the election of directors. Cumulative voting by shareholders is not permitted.

What are the Board of Directors’ voting recommendations?

The Board of Directors recommends that you vote “FOR” the nominees of the Board of Directors in the election of directors and “FOR” ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for fiscal year 2008.

How can I vote my shares?

You can vote either in person at the Annual Meeting or by proxy whether or not you attend the Annual Meeting.. You can vote by proxy as follows:

- **by mail** — If you requested to receive paper copies of our proxy materials by mail, you may submit your proxy by mail by signing your proxy card that is included on the paper proxy materials that will be mailed to you on or around April 11, 2008 or, for shares held in street name, by following the voting instructions included by your stockbroker, trustee or nominee, and mailing it in the enclosed, postage paid envelop.

  by Internet or by telephone — If you have telephone or Internet Access, you may submit your proxy by following the instructions provided in the Notice, or if you received a printed version of our proxy materials by nail, by following the instructions provided with your proxy materials and on your proxy card or voting instructions card.

How may I vote my shares in person at the meeting?

If your shares are registered directly in your name with our transfer agent, Computershare Investor Services LLC, you are considered, with respect to those shares, the shareholder of record. As the shareholder of record, you have the right to vote in person at the meeting. If your shares are held in a brokerage account or by another nominee or trustee, you are considered the beneficial owner of shares held in street name. As the beneficial owner, you are also invited to attend the meeting. Since a beneficial owner is not the shareholder of record, you may not vote these shares in person at the meeting unless you obtain a "legal proxy" from your broker, nominee, or trustee that holds your shares, giving you the right to vote the shares at the meeting.

If I am the beneficial owner of shares held in “street name” by my broker, will my broker automatically vote my shares for me?

Rules applicable to broker-dealers grant your broker discretionary authority to vote your shares without receiving your instructions on certain matters, including the election of directors and ratification of the independent registered public accounting firm.

How will my shares be voted if I give my proxy but do not specify how my shares should be voted?

If you provide specific voting instructions, your shares will be voted at the Annual Meeting in accordance with your instructions. If you hold shares in your name and sign and return a proxy card without giving specific voting instructions, your shares will be voted as follows:

- “FOR” the nominees of the Board of Directors in the election of directors; and
- “FOR” ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for fiscal year 2008.

With respect to any other matters that may properly come before the Annual Meeting, your shares will be voted at the discretion of the proxy holders.

Could other matters be decided at the Annual Meeting?

At this time, we are unaware of any matters, other than as set forth above, that may properly come before the Annual Meeting. If any other matters properly come before the Annual Meeting, the persons named in the proxy, or their duly constituted substitutes acting at the Annual Meeting or any adjournment or postponement of the Annual Meeting, will be deemed authorized to vote or otherwise act on such matters in accordance with their judgment.

What do I need to bring to be admitted to the Annual Meeting?

All shareholders must present a form of personal photo identification in order to be admitted to the meeting. In addition, if your shares are held in the name of your broker, bank or other nominee and you wish to attend the Annual Meeting, you must bring an account statement or letter from the broker, bank or other nominee indicating that you were the owner of the shares on the Record Date.

How can I change my vote?

Any person signing a proxy card in the form to be mailed to you on or about April 11, 2008, has the power to revoke it prior to the Annual Meeting or at the Annual Meeting prior to the vote. A proxy may be revoked by any of the following methods:

- by writing a letter delivered to Alan S. Ginsberg, Secretary of Eagle Bulk Shipping, 477 Madison Avenue, Suite 1405, New York, New York, 10022, stating that the proxy is revoked;
- by submitting another proxy with a later date; or
- by attending the Annual Meeting and voting in person.

What are the quorum and voting requirements to elect directors and approve the other proposal described in the proxy statement?

In order to take action on the matters scheduled for a vote at the Annual Meeting, a quorum (a majority of the aggregate number of shares of the Company's common stock issued and outstanding and entitled to vote as of the record date for the Annual Meeting) must be present in person or by proxy. Proxies marked “Abstain” and broker “non-votes,” if any, will be treated as shares that are present for purposes of determining the presence of a quorum.

A plurality of the votes cast is required for approval of Proposal No. 1, concerning the election of directors. The affirmative vote of a majority of the common shares represented and voted at the Annual Meeting is required for approval of Proposal No. 2, concerning ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for fiscal year 2008.

What is an “abstention” and how would it affect the vote?

An “abstention” occurs when a shareholder sends in a proxy with explicit instructions to decline to vote regarding a particular matter (other than the election of directors for which the choice is limited to “for” or “withhold”). Abstentions are counted as present for purposes of determining a quorum. Abstentions will not be counted as having been voted and will have no effect on the outcome of the vote on Proposal No. 1, concerning the election of directors or Proposal No. 2, concerning the ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for fiscal year 2008.

What is a broker “non-vote” and how would it affect the vote?

A broker non-vote occurs when a broker or other nominee who holds shares for another person does not vote on a particular proposal because that holder does not have discretionary voting power for the proposal and has not received voting instructions from the beneficial owner of the shares. Under rules applicable to broker-dealers, Proposal No. 1, concerning the election of directors, and Proposal No. 2 concerning of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for 2008, are items on which brokerage firms may vote in their discretion on behalf of their clients, even if such clients have not furnished voting instructions. There will be no broker “non-votes” on these proposals because brokerage firms may vote in their discretion on behalf of their clients on these proposals even if such clients have not furnished voting instructions with respect to these proposals.

Who will count the votes?

The Company's proxy processor and tabulator, Broadridge Financial Solutions, Inc., will serve as proxy tabulator and count the votes. The results will be certified by the inspectors of election.

Who will conduct the proxy solicitation and how much will it cost?

We will pay the costs relating to this proxy statement, the proxy and the Annual Meeting. We may reimburse brokerage firms and other persons representing beneficial owners of shares for their expenses in forwarding solicitation material to beneficial owners. Directors, officers and employees may also solicit proxies. They will not receive any additional pay for the solicitation.

PROPOSAL NO. 1

ELECTION OF DIRECTORS

Under the Amended and Restated Articles of Incorporation of the Company, the Board of Directors is classified into three classes of directors. The two directors serving in Class III have terms expiring at the 2008 Annual Meeting. The Board of Directors has nominated the two current Class III directors, Douglas P. Haensel and Alexis P. Zoullas, for re-election as Class III directors, each to serve for a three-year term until the 2011 Annual Meeting of Shareholders of the Company and until his respective successor is elected and qualified or until his earlier death, resignation, retirement, disqualification or removal. Although management has no reason to believe that the nominees will not be available as candidates, should such a situation arise, proxies may be voted for the election of such other persons as the holders of the proxies may, in their discretion, determine.

Directors are elected by a plurality of the votes cast at the Annual Meeting, either in person or by proxy.

Nominee Information

Following is information regarding the nominees for election as Class III Directors:

Douglas P. Haensel, age 45, serves as a Director of the Company and the Chair of our Nominating and Governance Committee. He has served as Executive Vice President and Chief Financial Officer of Burt's Bees, Inc. since May 2005. From 2001 to 2004, Mr. Haensel was President and Chief Operating Officer of 21st Century Newspapers, Inc. He was Executive Vice President and Chief Financial Officer at The Athlete's Foot Group, Inc. from 1999 to 2001. Mr. Haensel started his career at General Electric Company and held several management positions at GE Capital. Mr. Haensel as served as a director of the Company since 2005.

Alexis P. Zoullas, age 37, serves as a Director of the Company. He has served as Vice-President at Norland Shipping & Trading Corporation since 2005, where he began his maritime career in 1993. From 2000 to 2004, Mr. Zoullas worked as Chief Strategic Officer of Kaufman Astoria Studios and was a founding partner of Filter Partners LLC, an entertainment licensing company. Mr. Zoullas holds a bachelor's degree from Harvard College and a J.D. from Fordham University School of Law in New York City. Mr. Zoullas has served as a director of the Company since April 2007.

Continuing Director Information

Following is information regarding our directors whose terms continue after the 2008 Annual Meeting:

Class I Directors — Terms Expiring at the 2009 Annual Meeting

Jon Tomasson, age 49, serves as a Director of the Company and the Chair of our Compensation Committee. Mr. Tomasson is Chief Executive Officer of Vínland Capital Investments, LLC, a real estate investment company that he founded in 2003. Prior to starting Vínland, Mr. Tomasson was a principal with Cardinal Capital Partners from 1999 until 2002. From 1990 until 1999, Mr. Tomasson worked at Citigroup's Global Real Estate Equity and Structured Finance (GREESF) business, with both transactional and various management responsibilities. Mr. Tomasson has served as a director of the Company since April 2007.

Sophocles N. Zoullas, age 42, the Company's founder, has served as the Company's Chief Executive Officer and Chairman of the Board of Directors since January 2005. Mr. Zoullas has been involved in the dry bulk shipping industry for 23 years with experience in strategic, commercial and operational aspects of the business. Mr. Zoullas's strategic and commercial experience includes ship purchase negotiations and financing, chartering and insurance. Mr. Zoullas's operational experience includes oversight of ship repair, maintenance and cost control. From 1989 to February 2005, Mr. Zoullas served as an executive officer and a director of Norland Shipping & Trading Corporation, a shipping agency in the dry bulk shipping industry. Mr. Zoullas holds a bachelor's degree from Harvard College and an MBA from IMD (IMEDE) in Lausanne, Switzerland. Mr. Zoullas is currently Chairman of the USA Advisory Committee of Lloyd's Register and a member of the American Bureau of Shipping. Mr. Zoullas also serves on the board of directors of the North American Marine Environment Protection Association (NAMEPA).

Class II Directors — Terms Expiring at the 2010 Annual Meeting

Joseph M. Cianciolo, age 69, serves as a Director of the Company and the Chair of our Audit Committee. Mr. Cianciolo retired in June 1999 as the managing partner of the Providence, Rhode Island office of KPMG LLP. At the time of his retirement, Mr. Cianciolo had been a partner of KPMG LLP since 1970. Mr. Cianciolo currently serves as a director of United Natural Foods Inc. and Nortek, Inc. Mr. Cianciolo has served on the Company's Board of Directors since 2006.

David B. Hiley, age 69, serves as a Director of the Company. Mr. Hiley has been a financial consultant, including a financial consultant to Nortek, Inc. for more than five years and currently serves as a director of Nortek, Inc. From April 1, 1998 through March 1, 2000, Mr. Hiley served as Executive Vice President and Chief Financial Officer of CRT Properties, Inc. (formerly Koger Equity, Inc.), a real estate investment trust. Mr. Hiley has served on the Company's Board of Directors since 2005.

Forrest E. Wylie, age 45, serves as a Director of the Company. Mr. Wylie has over 20 years experience in the energy services sector serving at the officer level for publicly traded companies. Mr. Wylie currently serves as Chairman and Chief Executive Officer of Buckeye Partners, LP, a publicly traded master limited partnership. Mr. Wylie served as the Vice Chairman of Pacific Energy Partners, LP, from March 2005 until November 2006, and served as the President of NuCoastal Corporation from May 2002 to March 2005. Mr. Wylie is currently a director of Coastal Energy Company, a publicly traded company with operations onshore and offshore in Thailand and as a director of The Cross Group Inc., a private offshore energy services company. Mr. Wylie has served on the Company's Board of Directors since May 2007.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT THE SHAREHOLDERS VOTE "FOR" PROPOSAL NO. 1, THE ELECTION OF MESSRS. DOUGLAS P. HAENSEL AND ALEXIS P. ZOULLAS AS CLASS III DIRECTORS OF THE BOARD.

CORPORATE GOVERNANCE

Meetings of the Board of Directors

The Board of Directors held 16 meetings in 2007. Each director attended at least 75% of the aggregate of the meetings of the Board of Directors and meetings held by all committees on which such director served, during the period for which such director served.

Directors are expected to attend the Company's annual meeting of shareholders. All seven of our directors attended our 2007 annual meeting of shareholders.

Director Independence

The Board of Directors affirmatively determined that the following directors, including each director serving on the Audit Committee, the Compensation Committee and the Nominating and Governance Committee, satisfy the independence requirements of Rule 4350(c) of Nasdaq's listing standards: Joseph M. Cianciolo, Douglas P. Haensel, David B. Hiley, Jon Tomasson and Forrest E. Wylie. The Board of Directors also determined that the members of the Audit Committee satisfy the additional independence requirements of Rule 10A-3 under the Securities Exchange Act of 1934 and Nasdaq's requirements for audit committee members.

There is no family relationship between any of the nominees, continuing directors or executive officers of the Company, except that Sophocles N. Zoullas and Alexis P. Zoullas are brothers.

Committees of the Board of Directors

The Board of Directors has a standing Audit Committee, Compensation Committee and Nominating and Governance Committee, the respective members and functions of which are described below. Current charters describing the nature and scope of the responsibilities of each of the Audit Committee, Compensation Committee and Nominating and Governance Committee are posted on our website at www.eagleships.com under the headings Investors Corporate Governance and are available in print upon request to Eagle Bulk Shipping Inc., 477 Madison Avenue, Suite 1405, New York, New York 10022.

Audit Committee

The Company's Audit Committee is comprised of Joseph M. Cianciolo (Chairman), Douglas P. Haensel, and Forrest E. Wylie, each of whom qualify as independent under the listing requirements of the Nasdaq Global Market and applicable SEC rules. Our Board of Directors has determined that Joseph M. Cianciolo is an audit committee "financial expert" as such term is defined in applicable SEC rules, and he has the requisite financial management expertise within the meaning of Nasdaq rules and regulations. As directed by its written charter, which was adopted on June 3, 2005, and amended in November 2006, the Audit Committee is responsible for appointing, and overseeing the work of the independent auditors, including reviewing and approving their engagement letter and reviewing their annual audit plan; reviewing the adequacy and effectiveness of the Company's accounting and internal control procedures; reading and discussing with management and the independent auditors the annual audited financial statements and quarterly financial statements, and preparing annually a report to be included in the Company's proxy statement. The Audit Committee held four meetings during fiscal year 2007. See the report of the Audit Committee in this Proxy Statement for additional information regarding the Audit Committees actions in fiscal year 2007.

Compensation Committee

The Company's Compensation Committee is comprised of Jon Tomasson (appointed Chairman effective January 1, 2008), Joseph M. Cianciolo, and David B. Hiley, each of whom qualify as independent under the listing requirements of the Nasdaq Global Market. As directed by its written charter, which was approved on June 3, 2005, and amended in November 2006, the Compensation Committee administers the Company's stock option plan and other corporate benefits programs. The Compensation Committee also reviews and approves bonuses, stock option grants, compensation goals and objectives, and any employment severance or change in control agreements, and evaluates the performance of the Company's CEO and other executive officer and determines executive officer compensation. See the Compensation Discussion & Analysis regarding additional details of the role of the Compensation Committee and our executive officers with respect to the determination and approval of executive compensation. The Compensation Committee engaged Steven Hall & Partners, an independent executive compensation consultant (the Compensation Consultant), as further described in more detail below. During fiscal year 2007, the Compensation Committee consulted with the Compensation Consultant and took the recommendations of the Compensation Consultant into consideration when making its decisions.

The Compensation Committee held nine meetings during fiscal year 2007. See also the report of the Compensation Committee in this Proxy Statement.

Nominating and Governance Committee

The Company's Nominating and Governance Committee is comprised of Douglas P. Haensel (Chairman), Jon Tomasson, and Forrest E. Wylie, each of whom qualify as independent under the listing requirements of the Nasdaq Global Market. As directed by its written charter, the Nominating and Governance Committee assists the Board of Directors in identifying qualified individuals to become members of the Board of Directors, in determining the composition of the Board of Directors and its committees, in monitoring a process to assess Board of Directors effectiveness and in developing and implementing the Company's corporate governance guidelines. The Nominating and Governance Committee held one meeting in fiscal year 2007.

Nomination of Directors

Nominees for our Board of Directors will be selected by the Board of Directors based upon the recommendation of the Nominating and Governance Committee in accordance with the policies and principles set forth in the Committee's charter and our Corporate Governance Guidelines. The Nominating and Governance Committee seeks members from diverse professional and personal backgrounds who combine a broad spectrum of experience and expertise with a reputation for integrity. This assessment will include an individual’s independence, as well as consideration of diversity, age, skills and experience in the context of the needs of the Board of Directors. Directors should be persons of good character and thus should generally have the personal characteristics of integrity, accountability, judgment, responsibility, high performance standards, commitment and enthusiasm, and courage to express his or her views. The Nominating and Governance Committee examines a candidate’s specific experiences and skills, time availability in light of other commitments, potential conflicts of interest and independence from management and the Company.

The Nominating and Governance Committee identifies potential candidates by asking current directors and executive officers to notify the Committee if they become aware of persons, meeting the criteria described above, who might have an interest in serving as a director.

Shareholders may recommend qualified persons for consideration by the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee’s evaluation process does not vary based on whether or not a candidate is recommended by a shareholder. Shareholders making a recommendation must submit the same information as that required to be included by the Company in its proxy statement with respect to nominees of the Board of Directors. The shareholder recommendation should be submitted in writing, addressed to: Alan S. Ginsberg, Secretary of Eagle Bulk Shipping Inc., 477 Madison Avenue, Suite 1405, New York, New York 10022.

Code of Ethics

The Company's Code of Ethics, which applies to our directors, executive officers (our Chief Executive Officer and Chief Financial Officer) and employees, is available on our website at www.eagleships.com, and copies are available in print upon request to Eagle Bulk Shipping Inc., 477 Madison Avenue, Suite 1405, New York, New York 10022. The Company intends to satisfy any disclosure requirements regarding any amendment to, or waiver from, a provision of this Code of Ethics by posting such information on the Company's website.

Communications with the Board of Directors

Shareholders and other interested parties may communicate with members of the Board of Directors, including reporting any concerns related to governance, corporate conduct, business ethics, financial practices, legal issues and accounting or audit matters in writing addressed to the Board of Directors, or any such individual directors or group or committee of directors by either name or title in care of: Secretary of Eagle Bulk Shipping, Inc., 477 Madison Avenue, Suite 1405, New York, New York 10022.

All communications received as set forth above will be opened by the office of our Secretary for the sole purpose of determining whether the contents represent a message to our directors. Materials that are unrelated to the duties and responsibilities of the Board of Directors, such as solicitations, resumes and other forms of job inquiries, surveys and individual customer complaints, or materials that are unduly hostile, threatening, illegal or similarly unsuitable will not be distributed, but will be made available upon request to the Board of Directors, a committee of the Board of Directors or individual directors as appropriate, depending on the facts and circumstances outlined in the communication.

Director's Compensation

The following Director Compensation Table sets forth the compensation of our directors (who are not executive officers of the Company) for the fiscal year ending on December 31, 2007.

2007 DIRECTOR COMPENSATION TABLE

Name	Fees Earned or Paid in Cash ($)	Option Awards ($) (1)	All Other Compensation ($)(2)	Total ($)
Joseph M. Cianciolo	$65,000	$10,650	$41,295	$116,945
David B. Hiley	$55,000	$10,650	$34,505	$100,155
Douglas P. Haensel	$53,022	$7,101	$33,672	$93,795
Jon Tomasson	$35,302	$49,833	$16,167	$101,302
Alexis P. Zoullas	$35,302	$49,833	$16,167	$101,302
Forrest E. Wylie	$30,220	$49,833	$16,167	$96,220
Michael W. Mitchell (3)	$25,000	-	$14,963	$39,963
Michael B. Goldberg (4)	-	-	-	-
Frank J. Loverro (4)	-	-	-	-

(1) The amounts shown in this column represent the compensation expense for each director's option awards under FAS 123(R). Estimates of forfeitures for service-based vesting are disregarded. See notes to our audited financial statements included in our 2007 Annual Report on Form 10-K for the assumptions we used in valuing and expensing these awards in accordance with FAS 123(R). Because the options are immediately exercisable, the grant date fair value of each option award granted in 2007 is the same as the FAS 123(R) compensation expense shown above. The grant date of the options was January 12, 2007.

(2) Consists of the cash received in 2007 with respect to "dividend equivalent rights" held by the directors. These rights entitle directors to receive a dividend equivalent payment each time the Company pays a dividend to the Company's shareholders. The amount of the dividend equivalent payment is equal to the number of dividend equivalent rights multiplied by the amount of the per share dividend paid by the Company on its stock on the date the dividend is paid. The dividend equivalent rights are contingent upon service as a director of the Company.

(3) Mr. Mitchell served on our Board of Directors for only part of 2007. Mr. Mitchell did not stand for re-election and his term on the Company's Board of Directors ended on May 23, 2007.

(4) Michael B. Goldberg and Frank J. Loverro, both of whom are Managing Directors of Kelso & Company, served on the Company's Board of Directors until April 2007. They did not receive any compensation from the Company for the fiscal year ending on December 31, 2007.

EXECUTIVE OFFICERS

Our executive officers are Sophocles N. Zoullas, for whom information is set forth under the heading "*Continuing Director Information*" above, and Alan S. Ginsberg, our Chief Financial Officer since February 2005.

Mr. Ginsberg, who is 50, has over 20 years of experience in the shipping industry and in particular in shipping finance. From 2002 until 2005, Mr. Ginsberg was the Director of Ship Financing for Northampton Capital Ltd., a transportation industry financial advisory firm. From 1998 to 2002, Mr. Ginsberg was a Director of High Yield Research at Scotia Capital (USA) Inc. and was responsible for analysis of the shipping industry, publishing research and maintaining relationships in the industry. From 1997 to 1998, Mr. Ginsberg was the publisher of Marine Money International, a leading maritime publication, and between 1988 and 1996 he served as the Chief Financial Officer of The Kedma Group, a privately held shipping company that owned and operated 17 vessels, including 14 Handymax dry bulk vessels and three tankers. Mr. Ginsberg holds a bachelor's degree from Georgetown University. Mr. Ginsberg is a certified public accountant and has previously worked at Coopers & Lybrand.

COMPENSATION DISCUSSION & ANALYSIS

Overview of the Executive Compensation Program

The Company’s executive compensation is determined by the Company’s Compensation Committee. In order to provide proper incentives to each executive and appropriately reward performance, the Compensation Committee assesses the proper balance of short- and long-term compensation as well as the form of such compensation. The Compensation Committee also considers the compensation levels and performance of other companies in similar industries as the Company. Information regarding the compensation of executive officers of most of the companies in the Company's Standard Industrial Classification (or "SIC") is not publicly available because most are non-U.S. companies. However, the Compensation Committee has considered compensation levels at seaborne transportation companies that are publicly-traded. Overall, the Compensation Committee views the cash compensation given to the Company’s executives as being within the range of that of other publicly-traded companies in the seaborne transportation industry. The decisions of the Compensation Committee with respect to the Company’s executive compensation for 2007 have been approved by the unanimous consent of the Company’s full Board of Directors, although such approval is not required pursuant to the Compensation Committee’s charter.

The Compensation Committee believes that the Company’s compensation programs should be designed to attract and retain executives and other employees to enable the Company to compete effectively in the seaborne transportation industry. The Compensation Committee also believes that the Company’s compensation programs should be designed to reward and encourage achievement of the Company’s annual and longer-term performance objectives and to align the Company’s executives’ long-term interests with those of its shareholders. The Compensation Committee fosters and oversees the Company’s compensation programs to attain these goals.

From the Company’s inception through January 9, 2007, the Company’s executive officers were compensated primarily through their profits interests in Eagle Ventures LLC (“Eagle Ventures”), the Company’s founding shareholder, and the Company did not make any equity incentive grants to its executive officers prior to January 2007. The principal shareholders of Eagle Ventures are affiliates of Kelso & Co., L.P. Although the profits interests were granted by Eagle Ventures and not by the Company, the profits interests were booked in the Company’s results of operations as a non-cash charge for financial reporting purposes. With the sale by Eagle Ventures in January 2007 of substantially all of its shares in the Company, the profits interests in Eagle Ventures are no longer relevant to the compensation of the Company’s executive officers. Since January 2007, the Company’s equity incentive arrangements administered by the Compensation Committee have played the key role in the compensation of the Company’s executive officers. The role of the Compensation Committee and the various elements and policies behind the Company’s executive compensation program are discussed below.

Outside Consultant

In October of 2007, the Compensation Committee and the Board of Directors retained Steven Hall & Partners, an independent executive compensation consultant, as its compensation consultant to assist in the continual development and evaluation of compensation policies and the Compensation Committee’s determinations of compensation awards. The Compensation Committee interviewed a total of four compensation consultants before retaining Steven Hall & Partners. The Compensation Consultant is asked to provide independent, third-party advice and expertise in executive compensation issues. With respect to fiscal year 2007, the Compensation Consultant was asked to provide information relating to all aspects of the compensation of Company’s executive officers, including aspects relating to equity compensation. The Compensation Consultant provides the Compensation Committee with comparative market data and alternatives to consider when making compensation decisions regarding our executive officers and also provided an evaluation of the Compensation Committees and Board of Directors proposed compensation policies and determinations.

Specific objectives in the engagement of the Compensation Consultant include, determining marketplace value for the named executive officers, establishing guidelines for annual compensation levels on an ongoing basis, suggesting alternatives for rewarding management for prior service, and considering provisions in the event of a change in control.

The Compensation Committee is continuing to consult with the Compensation Consultant on matters in connection with the preparation of the Chief Executive Officers employment agreement, which will expire by its terms on June 1, 2008. In the future, the Compensation Committee may retain other similar consultants.

Competitive Benchmarking

The Compensation Committee, as part of its consideration of the appropriateness of the named executive officers compensation, have, together with its Compensation Consultant, reviewed market data of other shipping companies that are publicly traded.

Compensation Committee Executive Officers Compensation Determinations

The Compensation Committee bases its executive officer compensation decisions primarily on its assessment of each executives performance in his area of responsibility, contributions to the Company and to improving shareholder value. This assessment is based on a number of factors, including:

- the executives performance in light of the Companys current goals and objectives;
- the nature and scope of the executives responsibilities;
- the executives contribution to the Companys current financial results;
- the executives performance as reflected in the performance of the Company relative to its peer group of publicly-traded seaborne transportation companies; and
- the executives effectiveness with initiatives to deliver greater future value to shareholders.

The Compensation Committees review process in 2007 included nine meetings of the Compensation Committee, several consultations with the Companys Chief Executive Officer and meetings with the Compensation Consultant after October, 2007. The Chief Executive Officer and Chief Financial Officer did not have any control over their own compensation, although the Chief Executive Officer participated in the recommendations for the increase in base salary and cash bonus awarded to the Chief Financial Officer.

The Compensation Committee was not involved in the awarding or operation of the profits interests in Eagle Ventures. Its role prior to 2007 was generally limited to the determination of base salary increases and the consideration of awarding cash bonuses. As part of the review process, the base salary rate for 2007 for the executive officers and 2007 cash bonus award for the Chief Financial Officer were reviewed, taking into account the following:

- with respect to the Companys Chief Financial Officer only, the recommendation of the Companys Chief Executive Officer;
- each officers individual performance during 2007;
- the scope and importance of the functions the officer performed or for which the officer was responsible;
- an assessment of the officers initiative, managerial ability and overall contributions to corporate performance; and

- practices of other publicly-traded companies in the seaborne transportation industry with respect to executive officer salary and bonus levels for 2006 and 2007 based on survey data and available Securities and Exchange Commission filing data.

The weighting given to these factors varied by position, but the Compensation Committee intended that each executive officer's base salary rates and the annual bonus for the Chief Financial Officer be generally competitive with the estimated current market rates paid by peer companies in the industry, and that the Chief Financial Officer's annual bonus for 2007 properly reflects the efforts and achievements of the Company's management team in fostering the Company's consistent performance in terms of return to shareholders relative to certain competitors. Nevertheless, the Compensation Committee also believed, based on available data, that the cash compensation of the Chief Executive Officer and Chief Financial Officer are within the range of that of other publicly-traded seaborne transportation companies. In this connection, the Compensation Committee also considered the recommendations of the Compensation Consultant and the Company's consistent performance in 2007 in making its determination that the Chief Executive Officer's compensation for 2007 should provide him with a significant long-term equity stake in the Company. The Compensation Committee also believed that such equity stake in the Company would result in the Chief Executive Officer's equity interests being more in-line with the equity interests of chief executive officer's of the Company's peers. The equity incentives granted to the Chief Executive Officer and Chief Financial Officer in 2007 may or may not be indicative of the equity incentives to be granted to the Company's executive officers in future years.

The following specific items of corporate performance were taken into account in setting cash bonuses for 2007 and salaries for 2008:

- corporate earnings per the Company's financial plan;
- achievement of the Company's strategic and commercial objectives; and
- extraordinary efforts on behalf of the Company.

Specifically, in 2007, the Company achieved the following:

- the expansion of the Company's fleet from 18 to 49 vessels;
  - negotiation for the construction of three Supramax vessels from IHI Marine United;
  - negotiation and acquisition of three modern second-hand Supramax vessels from two separate owners;
  - negotiation and acquisition of the rights to 26 Supramax newbuilding vessels and options for the construction of nine vessels;
- the successful negotiation of the sale of one of its older vessels;
- the significant increase in value of purchased vessels;
- the successful renegotiation and expansion of the Company's revolving credit facility on two separate occasions to a current $1.6 billion;
- the successful completion of two separate equity issuances resulting in net proceeds to the Company of approximately $234.5 million, before expenses;
- the successful increase in the Company's fleet's total cargo carrying capacity from approximately 900,000 tons to approximately 2.7 million tons;
- the significant increase of contracted charter revenues, including increasing the number of profit-sharing charters from three to 20;
- the increase in coverage of the Company's stock from six analysts at the beginning of 2007 to 11 analysts at the end of 2007; and
- the continued payment of the Company's dividends in accordance with its stated dividend policy.

Elements of the Company's Executive Compensation Program

Profits interests in Eagle Ventures LLC

From the Company's inception through the closing of a secondary offering on January 9, 2007, the profits interests in Eagle Ventures LLC were a vehicle for incentivizing the Company's executive officers. As further discussed in the Company's reports filed with the Securities and Exchange Commission, the Company's Chairman and Chief Executive Officer, Sophocles N. Zoullas, or "Mr. Zoullas," and Chief Financial Officer, Alan S. Ginsberg, or "Mr. Ginsberg," have benefited from the growth of the Company primarily through their profits interests in Eagle Ventures. Therefore, the Company has not issued any equity based incentives to its executives in 2005 or 2006.

These profits interests entitle Mr. Zoullas to an economic interest of up to 12.5025%, and Mr. Ginsberg to an economic interest of up to 2.5005% on a fully diluted basis (assuming all profits interests were vested) in any appreciation in the value of the assets of Eagle Ventures (including shares of the Company common stock owned by Eagle Ventures when sold). These profits interests dilute only the interests of owners of Eagle Ventures, and did not dilute direct holders of the Company's common stock. However, the Company's statement of operations reflects non-cash charges for compensation related to the profits interests.

Base Salary

In 2007, Mr. Zoullas's base salary was $719,210. In 2008, Mr. Zoullas will receive $875,000 in base salary, representing approximately a 22% increase from his 2007 base salary. In 2007, Mr. Ginsberg's base salary was $259,700. In 2008, Mr. Ginsberg will receive $275,282 in base salary, representing a 6% increase from his 2007 base salary. The Compensation Committee approved this salary increase because it believed that both executives contributed significantly to the growth and health of the Company.

Cash Bonus

The Company does not have set performance targets with respect to cash bonuses, and the cash bonuses are discretionary on the part of the Compensation Committee. See discussion in "Compensation Committee Executive Officers Compensation Determinations," above, for discretionary factors taken into account in determining the cash bonus award, and for weighting given to these factors.

Mr. Ginsberg received a bonus for 2007 of $225,000. Mr. Ginsberg's bonus was recommended to the Compensation Committee by Mr. Zoullas. The Compensation Committee approved this bonus because it believed that Mr. Ginsberg contributed significantly to the growth and health of the Company, while his base salary was within the range of those earned by similar executive officers at peer publicly-traded seaborne transportation companies. Mr. Zoullas did not receive a cash bonus for 2007. This decision was made by the Compensation Committee in conjunction with the decision to significantly increase Mr. Zoullas's long-term equity stake and incentives pursuant to grants of restricted stock units and stock options.

Perquisites

Currently, the only perquisite provided by the Company to its executive officers is the payment of a $20,000 life insurance premium on behalf of Mr. Zoullas of which Mr. Zoullas's wife is the beneficiary. The Company will provide its executive officers with perquisites and other personal benefits that the Company and the Compensation Committee believe are reasonable and consistent with its overall compensation program to better enable the Company to attract and retain superior employees for key positions. The Compensation Committee will periodically review the levels of perquisites and other personal benefits provided to named executive officers.

Section 162(m)

Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Code") limits the deductibility of compensation to certain employees in excess of $1 million. Because the Company believes that it currently qualifies for the exemption pursuant to Section 883 of the Code, pursuant to which it is not subject to United States federal income tax on its shipping income (which comprised substantially all of its gross revenue in 2007), it has not sought to structure its compensation arrangements to qualify for exemption under Section 162(m).

Equity-Based and Other Long Term Incentive Compensation

The Company adopted the 2005 Stock Incentive Plan for the purpose of affording an incentive to eligible persons to increase their efforts on behalf of the Company and to promote the Company's success. The 2005 Stock Incentive Plan provides for the grant of equity-based awards, including stock options, stock appreciation rights, restricted stock, restricted stock units, stock bonuses, dividend equivalents and other awards based on or relating to the Company's common stock to eligible non-employee directors, selected officers and other employees and independent contractors.

The 2005 Stock Incentive Plan is administered by the Compensation Committee, which has the sole discretion and authority to administer the plan and to exercise all the powers and authorities specifically granted to it under the plan, including, without limitation, the authority to: grant awards; determine the persons to whom and the time or times at which awards will be granted; determine the type and number of awards to be granted, the number of shares of stock or cash or other property to which an award may relate and the terms, conditions, restrictions and performance criteria relating to any award; determine whether, to what extent, and under what circumstances an award may be settled, cancelled, forfeited, exchanged, or surrendered; construe and interpret the plan and any award; prescribe, amend and rescind rules and regulations relating to the plan; determine the terms and provisions of award agreements; and make all other determinations deemed necessary or advisable for the administration of the plan.

The 2005 Stock Incentive Plan provides that, unless otherwise determined by the Compensation Committee or in an award agreement, upon a change of control (as defined in the 2005 Stock Incentive Plan) all restricted stock shall vest and all unexercisable stock options and stock appreciation rights shall become fully exercisable.

An aggregate of 2.6 million shares of the Company's common stock has been authorized for issuance under the 2005 Stock Incentive Plan.

Through December 31, 2007, the Company granted, pursuant to its 2005 Stock Incentive Plan, Mr. Zoullas options to purchase 225,000 shares of Company common stock and granted Mr. Ginsberg options to purchase 90,000 shares of Company common stock. The date of each grant was January 12, 2007, and the options have an exercise price of $17.80 per share of Company common stock, which was equal to the fair market value per share of the Company common stock on the grant date. Each of these options will terminate on January 12, 2017, and each of the options granted to Messrs. Zoullas and Ginsberg vest in three equal annual installments, commencing one year from the date of grant, as follows:

Mr. Zoullas		Mr. Ginsberg	
Date	Options that Vest	Date	Options that Vest
January 12, 2008	75,000	January 12, 2008	30,000
January 12, 2009	75,000	January 12, 2009	30,000
January 12, 2010	75,000	January 12, 2010	30,000

Through December 31, 2007, the Company has granted, pursuant to its 2005 Stock Incentive Plan, Mr. Zoullas an aggregate of 705,000 restricted stock units of the Company and granted Mr. Ginsberg an aggregate of 48,230 restricted stock units of the Company. The date of the grants of the restricted stock units were October 4, 2007, with respect to 300,000 restricted stock units granted to Mr. Zoullas and 40,000 restricted stock units granted to Mr. Ginsberg, and December 12, 2007, with respect to 405,000 restricted stock units granted to Mr. Zoullas and 8,230 restricted stock units granted to Mr. Ginsberg. Each restricted stock unit granted to Mr. Zoullas and Mr. Ginsberg also entitles him to receive a dividend equivalent payment on the unvested portion of the underlying shares granted under the award, each time the Company pays a dividend to the Company's stockholders. Each of the restricted stock units granted to Messrs. Zoullas and Ginsberg vest in three annual equal installments, commencing one year from the date of grant, as follows:

Mr. Zoullas		Mr. Ginsberg	
Date	Restricted Stock Units that Vest	Date	Restricted Stock Units that Vest
October 4, 2008	100,000	October 4, 2008	13,333
December 12, 2008	135,000	December 12, 2008	2,743

October 4, 2009	100,000	October 4, 2009	13,333
December 12, 2009	135,000	December 12, 2009	2,743
October 4, 2010	100,000	October 4, 2010	13,334
December 12, 2010	135,000	December 12, 2010	2,744

The October 4, 2007 restricted stock units were amended on November 9, 2007, to provide for vesting upon a termination without cause, or for good reason, within 24 months after a change in control, and to provide for a gross-up for any excise taxes under Section 4999 of the Code imposed on excess parachute payments which may become payable to the executive, whether such payments arise with respect to accelerated vesting of the restricted stock units or under other plans or agreements.

The Compensation Committee determined to grant these options and restricted stock units with this vesting schedule based on the belief that the options and restricted stock units would enhance the personal stake of the executive officers in the growth and success of the Company. In determining both the number and vesting period of the options and restricted stock units, the Compensation Committee also considered practices at other publicly-traded seaborne transportation companies.

On January 12, 2007, pursuant to the 2005 Stock Incentive Plan, the Company awarded Mr. Zoullas 225,000 Dividend Equivalent Rights and awarded Mr. Ginsberg 90,000 Dividend Equivalent Rights. These rights entitle Messrs. Zoullas and Ginsberg to receive a Dividend Equivalent payment each time the Company pays a dividend to the Companys shareholders. The amount of the Dividend Equivalent payment is equal to the number of Dividend Equivalent Rights multiplied by the amount of the per share dividend paid by the Company on its stock on the date the dividend is paid. The dividend equivalent rights are contingent upon Messrs. Zoullas and Ginsberg remaining employed by the Company at the dividend payment date.

REPORT OF THE COMPENSATION COMMITTEE

The Compensation Committee of the Board of Directors has reviewed and discussed the Compensation Discussion & Analysis with management and, based on that review and discussion, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion & Analysis be included in this proxy statement and be incorporated by reference into the Companys Annual Report for the fiscal year ending December 31, 2007 on Form 10-K.

Submitted by the Compensation Committee of the Board of Directors:

Jon Tomasson, Chairman
Joseph M. Cianciolo and
David B. Hiley

2007 SUMMARY COMPENSATION TABLE

The following Summary Compensation Table sets forth the compensation of our executive officers (the named executive officers) for the fiscal years ending on December 31, 2006 and 2007.

Name & Principal Position	Year	Salary ($)	Bonus ($)	Stock Awards ($)(1)(2)	Option Awards ($)(3)	All Other Compensation ($)(4)	Total ($)
Sophocles N. Zoullas							
Chairman and Chief	2007	$719,210		$2,933,073	$180,188	$615,500(5)	$4,447,971
Executive Officer	2006	$678,500	$100,000	$9,767,580		$20,000(5)	$10,566,080
Alan S. Ginsberg							
Chief Financial	2007	$259,700	$225,000	$526,320	$72,075	$198,200	$1,281,295
Officer	2006	$245,000	$150,000	$1,953,516			$2,348,516

(1) The amounts shown in this column represent the compensation expense of profits interests (as described below) which were held by the named executive officers in 2007, as recognized for financial reporting purposes under FAS 123(R) (but disregarding estimates of forfeitures for service-based vesting) in 2007. See notes to our audited financial statements included in our 2007 Annual Report on Form 10-K for the assumptions we used in valuing and expensing these profits interests in accordance with FAS 123(R). This compensation expense relates to profits interests awarded to the named executive officers by Eagle Ventures LLC. These profits interests entitled holders to an economic interest of up to 12.5025% for Mr. Zoullas and 2.5005% for Mr. Ginsberg, on a fully diluted basis (assuming all profits interests were vested) in any appreciation in the value of the assets of Eagle Ventures LLC (including shares of the Company's common shares owned by Eagle Ventures LLC when sold). These profits interests diluted only the interests of the owners of Eagle Ventures LLC, and did not dilute the direct holders of the Company's common shares. On January 9, 2007, Eagle Ventures, sold 7,202,679 shares of the Company's common shares in a secondary offering. The Company did not receive any proceeds from this offering. Based on the discretion of the compensation committee of Eagle Ventures, exercised in accordance with the Fifth LLC Agreement, Eagle Ventures redeemed and retired the common interests held by certain members in full liquidation of the common interests held such members. The remaining proceeds received by Eagle Ventures will be retained until a future distribution is determined to be made by the compensation committee of Eagle Ventures. Future distributions of the remaining cash proceeds, and the proceeds received from the sale of the 127,778 common shares held by Eagle Ventures, will be distributed to the remaining members of Eagle Ventures, including the named executive officers, in accordance with the Fifth LLC Agreement, as modified by the permitted discretion of the compensation committee of Eagle Ventures reflected in an amendment to the Fifth LLC Agreement. In particular, Eagle Ventures retained $13,733,491 in cash, plus future accrued interest thereon, in respect of Mr. Zoullas' profits interests and $2,961,868, plus future accrued interest thereon, in respect of Mr. Ginsberg's profits interests. Further, Eagle Ventures retained 90,133 common shares in respect of Mr. Zoullas' profits interests and 19,439 common shares in respect of Mr. Ginsberg's profits interests.

(2) The amounts shown in this column, in addition to the compensation expense of profits interest, if any, represent the aggregate dollar amount recognized for financial reporting purposes under FAS 123(R) for fiscal year 2007 for all outstanding awards, which in this case consists of the restricted stock units granted to Messrs. Zoullas and Ginsberg on October 4 and December 12, 2007. Estimates of forfeitures for service-based vesting are disregarded. See notes to our audited financial statements included in our 2007 Annual Report on Form 10-K for the assumptions used.

(3) The amounts shown in this column represent the aggregate dollar amount recognized for financial reporting purposes under FAS 123(R) for fiscal year 2007 for all outstanding awards, which in this case consists of the stock options granted to Messrs. Zoullas and Ginsberg on January 12, 2007. Estimates for forfeitures for service-based vesting are disregarded. See notes to our audited

financial statements included in our 2007 Annual Report on Form 10-K for the assumptions used.

(4) This amount includes the cash received in 2007 with respect to "dividend equivalent rights" held. These rights entitle the holder to receive a dividend equivalent payment each time the Company pays a dividend to the Company's shareholders. The amount of the dividend equivalent payment is equal to the number of dividend equivalent rights multiplied by the amount of the per share dividend paid by the Company on its stock on the date the dividend is paid. The dividend equivalent rights are contingent upon continued employment with the Company.

(5) $20,000 of All Other Compensation for Mr. Zoullas represents the cost paid by the Company for Mr. Zoullas' life insurance, in accordance with the terms of his employment agreement.

The material terms of Mr. Zoullas' employment agreement are summarized below in the section entitled "Potential Payments Upon Termination or Change of Control." Other elements of the Summary Compensation Table are discussed in the Compensation Discussion & Analysis above.

As stated below, restricted stock units were amended on November 9, 2007, to provide, among other things, for a gross-up for any excise taxes under Section 4999 of the Code imposed on excess parachute payments which may become payable to the executive, whether such payments arise with respect to accelerated vesting of the restricted stock units or under other plans or agreements.

2007 Grants of Plan-Based Awards

The following table summarizes grants of plan-based awards made to named executive officers during the fiscal year ended December 31, 2007:

Name	Grant Date	All Other Stock Awards: Number of Shares of Stock or of Units (#) (1)	All Other Option Awards: Number of Securities Underlying Options (#) (2)	Exercise or Base Price of Option Awards ($/Sh)	Grant Date Fair Value of Stock Awards (3)
Sophocles N. Zoullas Chairman and Chief	January 12, 2007		225,000	$17.80	$479,250

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for the purpose of determining liability under the Securities Act of 1933 to any purchaser:

(i) If the registrant is relying on Rule 430B:

(A) Each prospectus filed by the registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and

(B) Each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5) or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415 (a)(1)(i), (vii) or (x) for the purpose of providing the information required by section 10(a) of the Securities Act of 1933 shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which that prospectus relates, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date.

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(5) That, for the purpose of determining liability of a registrant under the Securities Act of 1933 to any purchaser in the initial distribution of the securities:

The undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(i) Any preliminary prospectus or prospectus of an undersigned registrant relating to the offering required to be filed pursuant to Rule 424;

(ii) Any free writing prospectus relating to the offering prepared by or on behalf of an undersigned registrant or used or referred to by an undersigned registrant;

(iii) The portion of any other free writing prospectus relating to the offering containing material information about an undersigned registrant or its securities provided by or on behalf of an undersigned registrant; and

(iv) Any other communication that is an offer in the offering made by an undersigned registrant to the purchaser.

(b) The undersigned registrant hereby further undertakes that, for the purposes of determining any liability under the Securities Act of 1933, each filing of the registrant s annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan s annual report pursuant to section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

(d) The undersigned registrant hereby undertakes to deliver or cause to be delivered with the prospectus, to each person to whom the prospectus is sent or given, the latest annual report to security holders that is incorporated by reference in the prospectus and furnished pursuant to and meeting the requirements of Rule 14a-3 or Rule 14c-3 under the Securities Exchange Act of 1934; and, where interim financial information required to be presented by Article 3 of Regulation S-X is not set forth in the prospectus, to deliver, or cause to be delivered to each person to whom the prospectus is sent or given, the last quarterly report that is specifically incorporated by reference in the prospectus to provide such interim financial information.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rockland, Commonwealth of Massachusetts, on this 6th day of February, 2009.

INDEPENDENT BANK CORP.

By: /s/ Edward H. Seksay, Esq.
Edward H. Seksay, Esq.
General Counsel

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Edward H. Seksay, Esq. and Denis K. Sheahan his or her true and lawful attorney-in-fact and agent, each acting alone, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any or all amendments (including post-effective amendments and registration statements filed pursuant to Rule 462 under the Securities Act) to the Registration Statement on Form S-3, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed as of February 6, 2009 by the following persons in the capacities indicated.

Signature	Title
/s/ Christopher Oddleifson Christopher Oddleifson	President, Chief Executive Officer and Director
/s/ Denis K. Sheahan Denis K. Sheahan	Chief Financial Officer and Treasurer
/s/ Richard S. Anderson Richard S. Anderson	Director
/s/ Benjamin A. Gilmore, II Benjamin A. Gilmore, II	Director
/s/ Kevin J. Jones Kevin J. Jones	Director

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Signature	Title
/s/ Donna A. Lopolito Donna A. Lopolito	Director
/s/ Eileen C. Miskell Eileen C. Miskell	Director
/s/ Carl Ribeiro Carl Ribeiro	Director
/s/ Richard Sgarzi Richard Sgarzi	Director
/s/ John H. Spurr, Jr. John H. Spurr, Jr.	Director
/s/ Robert D. Sullivan Robert D. Sullivan	Director
/s/ Brian S. Tedeschi Brian S. Tedeschi	Director
/s/ Thomas J. Teuten Thomas J. Teuten	Director

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INDEX TO EXHIBITS

3.1	Restated Articles of Organization (incorporated by reference to Exhibit 99.1 to Independent s Current Report on Form 8-K filed on May 18, 2005).
3.2	Certificate of Designations for the Series C Preferred Stock (incorporated by reference to Exhibit 3.1 to Independent s Current Report on Form 8-K filed on January 12, 2009).
3.3	Amended and Restated Bylaws (incorporated by reference to Exhibit 99.2 to Independent s Current Report on Form 8-K filed on May 18, 2005).
4.1	Warrant, dated January 9, 2009, to purchase shares of Common Stock of Independent (incorporated by reference to Exhibit 4.2 to Independent s Current Report on Form 8-K filed on January 12, 2009).
5.1	Opinion of Hogan & Hartson LLP regarding the legality of the securities registered hereby.
10.1	Letter Agreement, dated January 9, 2009, between Independent and the United States Department of the Treasury, and the Securities Purchase Agreement Standard Terms attached thereto (incorporated by reference to Exhibit 10.1 to Independent s Current Report on Form 8-K filed on January 12, 2009).
12.1	Statement of Ratios of Earnings to Fixed Charges.
23.1	Consent of Hogan & Hartson LLP (included in Exhibit 5.1).
23.2	Consent of KPMG LLP, an independent registered public accounting firm.
24.1	Power of Attorney (included in the signature page to this Registration Statement).