

Ardmore Shipping Corp
Form F-1MEF
March 06, 2014

As filed with the U.S. Securities and Exchange Commission on March 6, 2014.

Registration No. 333-

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

FORM F-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

ARDMORE SHIPPING CORPORATION

(Exact name of Registrant as specified in its charter)

Republic of The Marshall Islands
(State or other jurisdiction of
incorporation or organization)

4412
(Primary Standard Industrial
Classification Code Number)

66-0804797
(I.R.S. Employer
Identification No.)

Ardmore Shipping Corporation
69 Pitts Bay Road, Hamilton, HM08
Bermuda
(441) 405-7800

(Address and telephone number of
Registrant's principal executive offices)

Seward & Kissel LLP
Attention: Robert E. Lustrin, Esq.
One Battery Park Plaza
New York, New York 10004
(212) 574-1420
(Name, address and telephone
number of agent for service)

Copies to:

Gary J. Wolfe, Esq.
Robert E. Lustrin, Esq.
Seward & Kissel LLP
One Battery Park Plaza
New York, New York 10004
(212) 574-1200 (telephone number)
(212) 480-8421 (facsimile number)

Richard D. Truesdell, Jr., Esq.
Davis Polk & Wardwell LLP
450 Lexington Avenue
New York, NY 10017
212-450-4000 (telephone number)
212-701-5800 (facsimile number)

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this Form are being offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act, 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. x 333-193918

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered | Amount to Be Registered⁽¹⁾⁽²⁾ | Proposed Maximum Offering Price Per Share | Proposed Maximum Aggregate Offering Price⁽³⁾ | Amount of Registration Fee |
|---|---|--|--|-----------------------------------|
| Common shares, \$0.01 par value per share | 1,150,000 | \$13.50 | \$15,525,000 | \$2,000 |

- (1) The 1,150,000 common shares being registered in this Registration Statement are in addition to the 6,900,000 common shares registered pursuant to the Registrant's Registration Statement on Form F-1 (File No. 333-193918).
- (2) Including 150,000 common shares which may be purchased by the underwriters to cover over-allotments, if any.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457 under the Securities Act of 1933, as amended.

THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE UPON FILING WITH THE COMMISSION IN ACCORDANCE WITH RULE 462(b) UNDER THE SECURITIES ACT OF 1933, AS AMENDED.

EXPLANATORY NOTE

This Registration Statement is being filed pursuant to Rule 462(b) (Rule 462(b)) and General Instruction V of Form F-1, both promulgated under the Securities Act of 1933, as amended. Pursuant to Rule 462(b), the contents of the Registration Statement on Form F-1 (File No. 333-193918) of Ardmore Shipping Corporation (the Registrant), including the exhibits thereto, which was declared effective by the Securities and Exchange Commission (the Commission) on March 5, 2014, are incorporated by reference into this Registration Statement.

PART II: INFORMATION NOT REQUIRED IN THE PROSPECTUS

Item 8. Exhibits and Financial Statement Schedules

| Exhibit Number | Description |
|-----------------------|--|
| 5.1 | Opinion of Seward & Kissel LLP, Marshall Islands counsel to the Company, as to the validity of the common stock |
| 8.1 | Tax Opinion of Seward & Kissel LLP |
| 23.1 | Consent of Seward & Kissel LLP (included within Exhibit 5.1) |
| 23.2 | Consent of Ernst & Young, independent registered public accounting firm |
| 23.3 | Consent of Drewry Maritime Research |
| 24.1 | Powers of Attorney incorporated by reference to Exhibit 24.1 to the Registration Statement on Form F-1 (Registration No. 333-193918) |

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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 F-1 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Hamilton and Country of Bermuda, on the 5th day of March, 2014.

ARDMORE SHIPPING CORPORATION

By: /s/ ANTHONY GURNEE
Name: Anthony Gurnee
Title: Chief Executive Officer, President and Director

In accordance with the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons on March 5, 2014 in the capacities indicated.

| Signature | Title |
|------------------------|--|
| /s/ Anthony Gurnee | Chief Executive Officer, President and Director (Principal Executive Officer) |
| Anthony Gurnee | |
| * | Chief Financial Officer, Secretary and Treasurer (Principal Financial Officer and Principal Accounting Officer) |
| Paul Tivnan | |
| * | Chairman and Director |
| Reginald Jones | |
| * | Director |
| Brian Dunne | |
| * | Director |
| Niall McComiskey | |
| * | Director |
| Peter Swift | |
| * | Director |
| Alan Robert Mcilwraith | |

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Director

Albert Enste

*By: /s/ ROBERT E. LUSTRIN

Name: Robert E. Lustrin

Title: Attorney-In-Fact

SIGNATURE OF AUTHORIZED REPRESENTATIVE OF THE REGISTRANT

Pursuant to the Securities Act of 1933, as amended, the undersigned, a duly authorized representative of Ardmore Shipping Corporation in the United States, has signed this Registration Statement on Form F-1 in the City of Newark, State of Delaware, on the 5th day of March, 2014.

AUTHORIZED REPRESENTATIVE

By: /s/ Puglisi & Associates
Name: Puglisi & Associates
Title: Authorized Representative