

Star Bulk Carriers Corp.
Form 6-K
September 20, 2016

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

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13A-16 OR 15D-16
OF THE SECURITIES EXCHANGE ACT OF 1934**

For the month of September 2016

Commission File Number: 001-33869

STAR BULK CARRIERS CORP.

(Translation of registrant's name into English)

**Star Bulk Carriers Corp.
c/o Star Bulk Management Inc.
40 Agiou Konstantinou Street,
15124 Maroussi,
Athens, Greece
(Address of principal executive office)**

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F ☒ Form 40-F ☐

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Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): ☐.

Note: Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): ☐.

Note: Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's "home country"), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

INFORMATION CONTAINED IN THIS FORM 6-K REPORT

Underwriting Agreement

On September 15, 2016, Star Bulk Carriers Corp. (the “Company”) entered into an underwriting agreement (the “Underwriting Agreement”) with Citigroup Global Markets Inc., Clarksons Platou Securities, Inc., Deutsche Bank Securities Inc. and DNB Markets, Inc. as representatives of the several underwriters named on Schedule I thereto (collectively, the “Underwriters”) pursuant to which the Company agreed to issue 11,976,745 of its common shares, par value \$0.01 per share (the “Shares”) at a price of \$4.30 per Share in a registered offering under the Securities Act of 1933, as amended (the “Securities Act”). The Underwriting Agreement contains customary indemnities and covenants.

The foregoing description of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to the Underwriting Agreement, a copy of which is attached to this Current Report on Form 6-K as Exhibit 1.1, and is incorporated herein by reference.

Legal Opinion

In connection with the issuance of the Shares, the Company received an opinion of its Marshall Islands counsel, Seward & Kissel LLP, which is filed as Exhibit 5.1 hereto.

The foregoing description does not purport to be complete and is qualified in its entirety by reference to the opinion of Seward & Kissel LLP, a copy of which is included as Exhibit 5.1 to this Current Report on Form 6-K and is incorporated herein by reference.

The information contained in this Current Report on Form 6-K, including the exhibits hereto, is hereby incorporated by reference into the Company’s Registration Statement on Form F-3 (File No. 333-197886).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: September 20, 2016 **STAR BULK CARRIERS CORP.**
(Registrant)

By: /s/ Simos Spyrou
Name: Simos Spyrou
Title: Co-Chief Financial Officer

[Signature Page for 6-K]

Exhibit No. Name

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| 1.1 | Underwriting Agreement, dated September 15, 2016, between Star Bulk Carriers Corp. (the “Company”) and the underwriters named on Schedule I thereto. |
| 5.1 | Opinion of Seward & Kissel LLP. |