

GENCO SHIPPING & TRADING LTD  
Form 8-K  
February 22, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

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**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of the**  
**Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **February 22, 2012**

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**GENCO SHIPPING & TRADING LIMITED**

(Exact Name of Registrant as Specified in Charter)

**Republic of the Marshall**  
**Islands**  
(State or Other Jurisdiction  
of Incorporation)

**001-33393**  
(Commission File Number)

**98-043-9758**  
(I.R.S. Employer  
Identification No.)

**299 Park Avenue**  
**12th Floor**  
**New York, NY**  
(Address of Principal  
Executive Offices)

**10171**  
(Zip Code)

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Registrant's telephone number, including area code: **(646) 443-8550**

**299 Park Avenue, 20th Floor, New York, New York 10171**

(former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01 Other Events.**

Exhibit 1.1 filed with this Current Report contains the form of Underwriting Agreement proposed to be entered into by Genco Shipping & Trading Limited ( Genco ) and the underwriters listed therein in connection with Genco 's proposed public offering of common stock (the Common Stock ) pursuant to its Registration Statement on Form S-3 (No. 333-171404) (the Registration Statement ) previously filed with the U.S. Securities and Exchange Commission, and its prospectus supplement and accompanying prospectus for such offering. This exhibit is hereby incorporated by reference into the Registration Statement.

Exhibit 99.1 filed with this Current Report contains certain information relating to Part II, Item 14. Other Expenses of Issuance and Distribution of the Registration Statement relates to the Common Stock.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

The following exhibits are filed herewith:

<b>Exhibit No.</b>	<b>Description</b>
1.1	Form of Common Stock Underwriting Agreement.
99.1	Information relating to Part II, Item 14. Other Expenses of Issuance and Distribution of the Registration Statement in respect of the offering of Common Stock.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, Genco Shipping & Trading Limited has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GENCO SHIPPING & TRADING LIMITED  
DATE: February 22, 2012

/s/ John C. Wobensmith  
John C. Wobensmith  
Chief Financial Officer and Secretary  
(Principal Financial and Accounting Officer)

**EXHIBIT INDEX**

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