

EUROSEAS LTD.
Form 6-K
September 27, 2011

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 2011

Commission File Number: 001-33283

EUROSEAS LTD.
(Translation of registrant's name into English)

4 Messogiou & Evropis Street
151 25 Maroussi, 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 [X] Form 40-F []

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

Attached to this Report on Form 6-K as Exhibit 1 are the unaudited condensed consolidated balance sheet of June 30, 2011 and the statements of operations and cash flows for the six months ended June 30, 2011 and 2010 (the "Financial Information") of Euroseas Ltd. (the "Company"). The unaudited consolidated Financial Information was previously furnished with the Securities and Exchange Commission on August 10, 2011.

Euroseas Ltd.
Consolidated Condensed Statements of Operations
(All amounts expressed in U.S. Dollars – except share amounts)

| | Six Months Ended June 30, 2010 (unaudited) | Six Months Ended June 30, 2011 (unaudited) |
|--|--|--|
| Revenues | | |
| Voyage revenue | 28,443,513 | 31,073,588 |
| Related party revenue | - | 119,014 |
| Commissions | (967,672) | (1,357,355) |
| Net revenues | 27,475,841 | 29,835,247 |
| Operating expenses | | |
| Voyage expenses | 607,254 | 218,273 |
| Vessel operating expenses | 9,757,490 | 12,887,740 |
| Drydocking expenses | 1,850,763 | 2,276,954 |
| Depreciation | 8,805,492 | 9,174,278 |
| Management fees | 2,275,545 | 2,910,624 |
| Other general and administrative expenses | 2,035,587 | 1,584,531 |
| Other income | (153,500) | (263,000) |
| Total operating expenses | 25,178,631 | 28,789,400 |
| Operating income | 2,297,210 | 1,045,847 |
| Other income/(expenses) | | |
| Interest and finance cost | (724,977) | (1,128,692) |
| Loss on derivatives, net | (4,347,934) | (435,091) |
| Realized & unrealized loss on trading securities | (80,509) | (119,766) |
| Foreign exchange (loss)/ gain | 7,148 | (21,545) |
| Interest income | 385,959 | 112,091 |
| Other expenses, net | (4,760,313) | (1,593,003) |
| Equity loss in joint venture | - | (16,348) |
| Net income / (loss) | (2,463,103) | (563,504) |
| Earnings (loss), per share, basic | (0.08) | (0.02) |
| Weighted average number of shares, basic | 30,849,711 | 31,002,711 |
| Earnings (loss), per share, diluted | (0.08) | (0.02) |
| Weighted average number of shares, diluted | 30,849,711 | 31,002,711 |

Euroseas Ltd.
Consolidated Condensed Balance Sheets
(All amounts expressed in U.S. Dollars – except share amounts)

| | December 31, 2010 (unaudited) | June 30, 2011 (unaudited) |
|--|-------------------------------------|---------------------------------|
| ASSETS | | |
| Current Assets: | | |
| Cash and cash equivalents | 34,273,518 | 29,509,285 |
| Trade accounts receivable | 1,563,761 | 1,776,287 |
| Other receivables, net | 6,693,985 | 2,352,975 |
| Inventories | 1,788,256 | 1,749,905 |
| Due from related party | - | 1,271,724 |
| Restricted cash | 976,714 | 871,118 |
| Derivatives | 574,336 | 853,522 |
| Trading securities | 263,223 | 143,457 |
| Prepaid expenses | 271,033 | 312,763 |
| Total current assets | 46,404,826 | 38,841,036 |
| Fixed assets: | | |
| Vessels, net | 255,412,434 | 246,238,156 |
| Long-term assets: | | |
| Restricted cash | 4,800,000 | 5,046,000 |
| Deferred charges, net | 599,374 | 522,925 |
| Derivatives | - | - |
| Investment in joint venture | 14,461,167 | 14,444,819 |
| Total long-term assets | 275,272,975 | 266,251,900 |
| Total assets | 321,677,801 | 305,092,936 |
| LIABILITIES AND SHAREHOLDERS' EQUITY | | |
| Current liabilities: | | |
| Long term debt, current portion | 13,472,000 | 13,662,000 |
| Trade accounts payable | 3,950,934 | 2,535,629 |
| Accrued expenses | 2,212,401 | 1,523,298 |
| Accrued dividends | 32,175 | 64,350 |
| Deferred revenue | 2,114,335 | 2,087,701 |
| Derivatives | 1,837,924 | 2,137,552 |
| Due to related company | 1,594,773 | - |
| Total current liabilities | 25,214,542 | 22,010,530 |
| Long-term liabilities: | | |
| Long term debt, net of current portion | 74,913,000 | 67,137,000 |
| Derivatives | 1,537,056 | 1,517,301 |
| Fair value of below market time charter acquired | 1,318,211 | - |
| Total long-term liabilities | 77,768,267 | 68,654,301 |
| Total liabilities | 102,982,809 | 90,664,831 |

Shareholders' equity:

| | | |
|---|---------------|---------------|
| Common stock (par value \$0.03, 200,000,000 shares authorized, 31,002,211 issued and outstanding) | 930,067 | 930,067 |
| Preferred shares (par value \$0.01, 20,000,000 shares authorized, no shares issued and outstanding) | - | - |
| Additional paid-in capital | 236,279,931 | 236,639,011 |
| Accumulated deficit | (18,515,006) | (23,140,973) |
| Total shareholders' equity | 218,694,992 | 214,428,105 |
| Total liabilities and shareholders' equity | 321,677,801 | 305,092,936 |

Euroseas Ltd.
Consolidated Condensed Statements of Cash Flows
(All amounts expressed in U.S. Dollars)

| | Six Months Ended June 30, 2010 (unaudited) | Six Months Ended June 30, 2011 (unaudited) |
|---|--|--|
| Cash flows from operating activities: | | |
| Net loss | (2,463,103) | (563,504) |
| Adjustments to reconcile net loss to net cash provided by operating activities: | | |
| Depreciation of vessels | 8,805,492 | 9,174,278 |
| Amortization of deferred charges | 51,174 | 76,449 |
| Amortization of fair value of time charters | (1,053,208) | (1,318,211) |
| Losses in investment in joint venture | - | 16,348 |
| Share-based compensation | 335,769 | 359,079 |
| Unrealized loss / (gain) on derivatives, net | (4,058,795) | 687 |
| Unrealized loss on trading securities | 80,509 | 119,766 |
| Changes in operating assets and liabilities | 7,676,136 | (2,327,709) |
| Net cash provided by operating activities | 9,373,974 | 5,537,183 |
| Cash flows from investing activities: | | |
| Purchase of vessels including improvements | (15,850,000) | - |
| Insurance proceeds | - | 1,429,275 |
| Change in restricted cash | (374,113) | 105,596 |
| Net cash (used in)/ provided by investing activities | (16,224,113) | 1,534,871 |
| Cash flows from financing activities: | | |
| Dividends paid | (3,084,971) | (4,030,287) |
| Offering expenses paid | (44,451) | - |
| Loan arrangements fees paid | - | (220,000) |
| Repayment of long-term debt | (5,775,000) | (7,586,000) |
| Net cash used in financing activities | (8,904,422) | (11,836,287) |
| Net decrease in cash and cash equivalents | (15,754,561) | (4,764,233) |
| Cash and cash equivalents at beginning of period | 40,984,549 | 34,273,518 |
| Cash and cash equivalents at end of period | 25,229,988 | 29,509,285 |

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.

EUROSEAS LTD.
(registrant)

Dated: September 26, 2011

By: /s/ Aristides J. Pittas
Aristides J. Pittas
President