

SCORPIO BULKERS INC.

Form 6-K

June 03, 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 June 2016

Commission File Number: 001-36231

Scorpio Bulkiers Inc.

(Translation of registrant's name into English)

9, Boulevard Charles III, Monaco 98000

(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

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.

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INFORMATION CONTAINED IN THIS FORM 6-K REPORT

On June 1, 2016, Scorpio Bulkers Inc. (the "Company") held its 2016 Annual Meeting of Shareholders (the "Meeting"). At the Meeting, the shareholders of the Company:

1. elected Christian Gut and James Nish to serve as Class C Directors of the Company until the Company's 2019 Annual Meeting of Shareholders and until their successors are elected and qualified;
2. ratified the appointment of PricewaterhouseCoopers Audit as the Company's independent auditors for the fiscal year ending December 31, 2016; and
3. approved the amendment to the Company's Amended and Restated Articles of Incorporation to increase the aggregate number of shares of capital stock that the Company is authorized to issue to One Hundred and Sixty-Two Million Five Hundred Thousand (162,500,000), consisting of One Hundred and Twelve Million Five Hundred Thousand (112,500,000) common shares, par value US\$0.01 per share, and Fifty Million (50,000,000) preferred shares, par value US\$0.01 per share.

Attached to this report as Exhibit 3.3 is a copy of the Articles of Amendment to the Amended and Restated Articles of Incorporation of the Company, filed with the Registrar of Corporations of the Republic of the Marshall Islands, to effect the increase in authorized share capital on June 1, 2016.

The information contained in this Report on Form 6-K is hereby incorporated by reference into the Company's registration statement on Form F-3 (File No. 333-201354) filed with the Securities and Exchange Commission on January 2, 2015.

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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.

SCORPIO BULKERS  
INC.  
(registrant)

Dated: June 3, 2016 By: /s/ Hugh Baker  
Hugh Baker  
Chief Financial Officer

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Exhibit 3.3

ARTICLES OF AMENDMENT

OF

Scorpio Bulkiers Inc.  
Reg. No. 60299

REPUBLIC OF THE MARSHALL ISLANDS

REGISTRAR OF CORPORATIONS

DUPLICATE COPY

The original of this Document was filed in  
accordance with Section 5 of the  
Business Corporations Act on

NON RESIDENT

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ARTICLES OF AMENDMENT  
TO THE  
AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
SCORPIO BULKERS INC.  
PURSUANT TO SECTION 90 OF  
THE MARSHALL ISLANDS BUSINESS CORPORATIONS ACT

The undersigned, Emanuele A. Lauro, as the Chief Executive Officer of Scorpio Bulkers Inc., a corporation incorporated under the laws of the Republic of the Marshall Islands on March 20, 2013 (the "Corporation"), for the purpose of amending the Amended and Restated Articles of Incorporation of said Corporation pursuant to Section 90 of the Business Corporations Act, as amended, hereby certifies that:

1. The name of the Corporation is: Scorpio Bulkers Inc.
  2. The Articles of Incorporation were filed with the Registrar of Corporations on March 20, 2013.
  3. The Amended and Restated Articles of Incorporation were filed with the Registrar of Corporations on April 10, 2013.
  4. The Statement of Designations of Rights, Preferences and Privileges of the Corporation's Series A Participating Preferred Stock was filed with the Registrar of Corporations on June 18, 2015.
  5. The Articles of Amendment to the Amended and Restated Articles of Incorporation were filed with the Registrar of Corporations on December 30, 2015.
  6. The Certificate of Correction to the Articles of Amendment to the Amended and Restated Articles of Incorporation were filed with the Registrar of Corporations on January 11, 2016.
  7. Section D of the Amended and Restated Articles of Incorporation is hereby further amended and restated in its entirety to read as follows:  
"D. Effective with the commencement of business on June 2, 2016, the aggregate number of shares of stock that the Corporation is authorized to issue is One Hundred and Sixty-Two Million Five Hundred Thousand (162,500,000) registered shares, of which One Hundred and Twelve Million Five Hundred Thousand (112,500,000) shall be designated common shares with a par value of one United States cent (U.S. \$0.01) per share, and Fifty Million (50,000,000) shall be designated preferred shares with a par value of one United States cent (U.S. \$0.01) per share. The Board of Directors shall have the authority to authorize the issuance from time to time of one or more classes of preferred shares with one or more series within any class thereof, with such voting powers, full or limited, or without voting powers and with such designations, preferences and relative, participating, optional or special rights and qualifications, limitations or restrictions thereon as shall be set forth in the resolution or resolutions adopted by the Board of Directors providing for the issuance of such preferred shares."
  8. All of the other provisions of the Amended and Restated Articles of Incorporation shall remain unchanged.
  9. This amendment to the Amended and Restated Articles of Incorporation was authorized by vote of the holders of a majority of all outstanding shares of the Corporation with a right to vote thereon at the annual meeting of shareholders of the Corporation held on June 1, 2016, and the Corporation's Board of Directors on April 15, 2016.
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IN WITNESS WHEREOF, I have executed these Articles of Amendment to the Amended and Restated Articles of Incorporation of the Corporation on this 1st day of June, 2016.

/s/ Emanuele A. Lauro

Name: Emanuele A. Lauro

Title: Chief Executive Officer