

Star Bulk Carriers Corp.
Form F-4
March 14, 2007

Registration No.

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM F-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933
(with respect to common stock being issued to TMT Co., Ltd.)

FORM F-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933
(with respect to common stock being issued in the merger)

Star Bulk Carriers Corp.
(Exact name of Registrant as specified in its charter)

Republic of the Marshall Islands	4412	N/A
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification No.)

40 Ag. Konstantinou Avenue
Aethrion Center, Suite B34
Maroussi 15124
Athens, Greece
011-30-210-638-7399

(Address, including zip code, and telephone number,
including area code, of registrant's principal executive offices)

Seward & Kissel LLP
One Battery Park Plaza
New York, New York 10004
(212) 574-1200

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies of communications to:

Gary J. Wolfe, Esq.
Robert E. Lustrin, Esq.
Seward & Kissel LLP
One Battery Park Plaza
New York, New York 10004

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective and after all conditions under the Agreement and Plan of Merger are satisfied or waived.

If the securities on this form are being filed in connection with the formation of a holding company and there is compliance with General Instruction G, 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, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(d) 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	Proposed Maximum Aggregate Price Per Security	Proposed Maximum Aggregate Offerin Price	Amount of Registration Fee
Common Stock, par value \$0.01 per share	43,171,530 (4)	\$9.97 (1)	\$430,420,154.10	\$13,213.90
Warrants (3)	20,000,000	\$1.69 (2)	\$33,800,000.00	\$1,037.66
Shares of common stock underlying the warrants	20,000,000	\$8.00 (5)	\$160,000,000.00	\$4,912.00
Total	83,171,530	—	\$624,220,154.10	\$19,163.56

(1) Estimated pursuant to Rule 457(c) solely for the purpose of computing the amount of the registration fee, and based on the average of the high and low prices of the Company's common stock on the American Stock Exchange on March 9, 2007 (i.e. as of a date within five business days prior to filing).

(2) Estimated pursuant to Rule 457(c) solely for the purpose of computing the amount of the registration fee, and based on the average of the high and low prices of the Company's warrants on the American Stock Exchange on March 9, 2007 (i.e. as of a date within five business days prior to filing).

- (3) Pursuant to Rule 416, there are also being registered such indeterminable additional securities as may be issued as a result of the anti-dilution provisions contained in the Warrants.
- (4) Includes 29,026,924 shares reserved for issuance to shareholders of Star Maritime Acquisition Corp. Pursuant to the merger agreement, Star Maritime Acquisition Corp. will merge with and into the Registrant with the Registrant as the surviving corporation. Includes 14,144,607 shares reserved for issuance to TMT. Of the 14,144,607 shares reserved for issuance to TMT, 1,606,962 shares are reserved for issuance to TMT if certain revenue targets are achieved.
- (5) Calculated pursuant to Rule 457(g) based on the exercise price of the warrants.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

The information in this prospectus is not complete and may be changed. We may not sell these securities until the Securities and Exchange Commission declares our registration statement effective. This prospectus is not an offer to sell these securities and is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

SUBJECT TO COMPLETION DATED MARCH 14, 2007

**PROXY STATEMENT FOR SPECIAL MEETING OF STOCKHOLDERS OF STAR MARITIME
ACQUISITION CORP.
AND PROSPECTUS FOR SHARES OF COMMON STOCK AND WARRANTS OF STAR BULK
CARRIERS CORP.**

Joint Proxy Statement/Prospectus dated _____, 2007
and first mailed to stockholders on or about _____, 2007

Dear Star Maritime Stockholders:

You are cordially invited to attend a special meeting of the stockholders of Star Maritime Acquisition Corp., a Delaware corporation, or Star Maritime, relating to the merger of Star Maritime with and into its wholly-owned subsidiary, Star Bulk Carriers Corp., a corporation organized under the laws of the Republic of the Marshall Islands, or Star Bulk, with Star Bulk as the surviving corporation. Star Bulk has entered into definitive agreements to acquire a fleet of eight drybulk carriers from certain wholly-owned subsidiaries of TMT Co., Ltd., or TMT, a global shipping company with management headquarters in Taiwan. We refer to the merger of Star Maritime with and into Star Bulk, with Star Bulk as the surviving corporation, as the Redomiciliation Merger. Star Bulk's acquisition of the eight drybulk carriers from TMT is contingent upon the approval and consummation of the Redomiciliation Merger. Star Maritime has also entered into related agreements with TMT in connection with the acquisition of the vessels. Following the Redomiciliation Merger, Star Maritime will be merged out of existence and Star Bulk will be governed by the laws of the Republic of the Marshall Islands and, pursuant to separate definitive agreements, Star Bulk will acquire the vessels in its initial fleet from wholly-owned subsidiaries of TMT for an aggregate purchase price of \$345,237,520, consisting of \$224,500,000 in cash and 12,537,645 shares of common stock of Star Bulk. The board of directors of Star Maritime has unanimously approved the Redomiciliation Merger.

Pursuant to the Agreement and Plan of Merger by and between Star Maritime and Star Bulk, or the Merger Agreement, each outstanding share of Star Maritime common stock, par value \$0.0001 per share, will be converted into the right to receive one share of Star Bulk common stock, par value \$0.01 per share, and each outstanding warrant of Star Maritime will be assumed by Star Bulk with the same terms and restrictions except that each will be exercisable for common stock of Star Bulk. Star Bulk will apply to have its common stock and warrants listed on the Nasdaq Global Market under the symbols “SBLK” and “SBLKW” respectively.

Star Maritime was organized under the law of the State of Delaware on May 13, 2005 and is a Business Combination Company™, or BCC™, which is a blank check company formed to acquire, through a merger, capital stock exchange, asset acquisition or similar business combination, one or more businesses in the shipping industry. Following our formation, our officers and directors were the holders of 9,026,924 shares of common stock representing all of our then issued and outstanding capital stock. On December 21, 2005, we consummated our initial public offering of 18,867,500 units, which we refer to as the Initial Public Offering, with each unit consisting of one share of Star Maritime common stock and one warrant to purchase one share of Star Maritime common stock. In addition, we completed a private placement of an aggregate of 1,132,500 units, which we refer to as the Private Placement, to Messrs. Tsirigakis and Syllantavos, our senior executive officers and Messrs. Pappas and Erhardt, two of our

directors. The gross proceeds of the Private Placement of \$11,325,500 were used to pay all fees and expenses of the Initial Public Offering. As a result, the entire gross proceeds of the Initial Public Offering of \$188,675,000 were deposited in a trust account maintained by American Stock Transfer & Trust Company, as trustee, which we refer to as the Trust Account.

If we do not complete the Redomiciliation Merger or another business combination transaction by December 21, 2007, Star Maritime will be liquidated and we will distribute to all of the holders of our shares issued in our Initial Public Offering in proportion to their respective equity interests, an aggregate sum equal to the amount in the Trust Account, including any interest (net of any taxes payable) not previously released to us, plus any remaining net assets. Our officers and directors have waived their respective rights to participate in any liquidation distribution with respect to the 9,026,924 shares of common stock issued to them prior to our Initial Public Offering and with respect to the 1,132,500 shares of common stock acquired by certain of our officers and directors in the Private Placement should we fail to consummate a business combination transaction. In the event of our liquidation, we would not distribute funds from the Trust Account with respect to the Star Maritime warrants, which would expire.

Holders of shares of Star Maritime common stock have the right to redeem such shares for cash if such stockholder votes against the Redomiciliation Merger and, at the same time, elects that Star Maritime redeem such shares for cash and the Redomiciliation Merger is approved and completed. The actual redemption price will be equal to \$10.21 per share, based on funds in the Trust Account as of December 31, 2006. In order to exercise redemption rights, an eligible stockholder must vote against the Redomiciliation Merger and elect to exercise redemption rights on the enclosed proxy card. If a stockholder votes against the Redomiciliation Merger but fails to properly exercise redemption rights, such stockholder will not be entitled to have its shares redeemed for cash. Any request for redemption, once made, may be withdrawn at any time up to the date of the Star Maritime special meeting.

Your vote is very important. Star Maritime cannot complete the Redomiciliation Merger unless (1) the holders of at least a majority of the issued and outstanding shares of Star Maritime entitled to vote at the special meeting vote in favor of the Redomiciliation Merger; (2) holders of at least a majority of the shares of common stock issued in the Initial Public Offering and the Private Placement vote in favor of the Redomiciliation Merger; and (3) holders of less than 6,600,000 shares of common stock, such number representing 33.0% of the 20,000,000 shares of Star Maritime common stock issued in the Initial Public Offering and Private Placement, vote against the Redomiciliation Merger and exercise their redemption rights to have their shares redeemed for cash. Messrs. Tsirigakis and Syllantavos, our senior executive officers, and Messrs. Pappas and Erhardt, two of our directors, have agreed to vote an aggregate of 1,132,500 shares of Star Maritime common stock acquired by them in the Private Placement and any shares of Star Maritime common stock they may acquire in the future in favor of the Redomiciliation Merger and thereby waived redemption rights with respect to such shares. All of Star Maritime's officers and directors have agreed to vote an aggregate of 9,026,924 shares of Star Maritime common stock issued to them prior to Star Maritime's Initial Public Offering and Private Placement in accordance with the vote of the holders of a majority of the shares issued in Star Maritime's Initial Public Offering and Private Placement. Following the effective date of the Redomiciliation Merger, TMT and its affiliates are expected to own between 30.2% and 35.9% of the outstanding common stock of Star Bulk, depending on the number of shares redeemed for cash.

Whether or not you plan to attend the Star Maritime special meeting in person, please submit your proxy card without delay. You may revoke your proxy at any time before it is voted at the meeting. Voting by proxy will not prevent you from voting your shares in person if you subsequently choose to attend the Star Maritime special meeting. The joint proxy statement/prospectus constitutes a proxy statement of Star Maritime and a prospectus of Star Bulk for shares of common stock that Star Bulk will issue to stockholders of Star Maritime and to TMT in respect of the stock consideration portion of the aggregate purchase price of the vessels in the initial fleet.

Holders of Star Maritime stock will not be entitled to any appraisal rights under the Delaware General Corporation Law in connection with the Redomiciliation Merger.

The proposed Redomiciliation Merger and Star Bulk's acquisition of eight vessels from TMT is more fully described in this joint proxy statement/prospectus.

The place, date and time of the Star Maritime special meeting is as follows: _____, New York, New York, on _____, 2007 at 10:00 a.m.

We encourage you to read this joint proxy statement/prospectus carefully. In particular, you should review the matters discussed under the caption "RISK FACTORS" beginning on page 21.

Star Maritime's board of directors unanimously recommends that Star Maritime stockholders vote "FOR" approval of the Redomiciliation Merger.

Prokopios (Akis) Tsirigakis
Chairman of the Board of Directors of Star Maritime
Acquisition Corp.

Wilmington, Delaware
, 2007

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities to be issued in the merger or otherwise, or passed upon the adequacy or accuracy of this joint proxy statement/prospectus. Any representation to the contrary is a criminal offense.

STAR MARITIME ACQUISITION CORP.

103 Foulk Road

Wilmington, Delaware 19803

**Notice of Special Meeting of Star Maritime Acquisition Corp. Stockholders
To Be Held on _____, 2007**

To Star Maritime Stockholders:

A special meeting of stockholders of Star Maritime Acquisition Corp., a Delaware corporation, or Star Maritime, will be held at _____, New York, New York on _____, 2007, at 10:00 a.m., for the following purposes:

1. To consider and vote upon a proposal to approve and authorize the merger, which we refer to as the Redomiciliation Merger, pursuant to the Agreement and Plan of Merger, dated March 14, 2007, by and between Star Maritime and its wholly-owned Marshall Islands subsidiary, Star Bulk Carriers Corp., or Star Bulk, whereby Star Maritime will merge with and into Star Bulk, with Star Bulk as the surviving corporation. Star Bulk has entered into definitive agreements to acquire a fleet of eight drybulk carriers from certain wholly-owned subsidiaries of TMT Co., Ltd., or TMT, for an aggregate purchase price of \$345,237,520, consisting of \$224,500,000 in cash and 12,537,645 shares of common stock of Star Bulk. The acquisition of the eight drybulk carriers from TMT is contingent upon the approval and consummation of the Redomiciliation Merger. Star Maritime has also entered into related agreements with TMT in connection with the acquisition of the vessels. As a result of the Redomiciliation Merger: (i) the separate corporate existence of Star Maritime will cease; (ii) each share of Star Maritime common stock, par value \$0.0001 per share, will be converted into the right to receive one share of Star Bulk common stock, par value \$0.01 per share; and (iii) each outstanding warrant of Star Maritime will be assumed by Star Bulk with the same terms and restrictions, except that each will be exercisable for common stock of Star Bulk, all as more particularly described in the joint proxy statement/prospectus; and
2. To transact such other business as may properly come before the special meeting.

As of March 9, 2007, there were 29,026,924 shares of Star Maritime common stock issued and outstanding and entitled to vote. Only Star Maritime stockholders who hold shares of record as of the close of business on _____, 2007 are entitled to vote at the special meeting or any adjournment or postponement of the special meeting. Star Maritime cannot complete the Redomiciliation Merger unless: (1) the holders of at least a majority of the issued and outstanding shares of Star Maritime entitled to vote at the special meeting vote in favor of the Redomiciliation Merger; (2) holders of at least a majority of the shares of common stock issued in the Initial Public Offering and the Private Placement vote in favor of the Redomiciliation Merger; and (3) holders of less than 6,600,000 shares of common stock, such number representing 33.0% of the 20,000,000 shares of Star Maritime common stock issued in the Initial Public Offering and Private Placement, vote against the Redomiciliation Merger and exercise their redemption rights to have their shares redeemed for cash. Holders of shares of Star Maritime common stock have the right to redeem such shares for cash if such stockholder votes against the Redomiciliation Merger and, at the same time, demands that Star Maritime redeem such shares for cash and the Redomiciliation Merger is approved and completed. The actual redemption price will be equal to \$10.21 per share, based on funds in the Trust Account as of December 31, 2006. In order to exercise redemption rights, an eligible stockholder must vote against the Redomiciliation Merger and elect to exercise redemption rights on the enclosed proxy card. If a stockholder votes against the Redomiciliation Merger but fails to properly exercise redemption rights, such stockholder will not be entitled to have its shares redeemed for cash. Any request for redemption, once made, may be withdrawn at any time up to the date of the special meeting.

Holders of Star Maritime's stock will not be entitled to any appraisal rights under the Delaware General Corporation Law in connection with the Redomiciliation Merger.

Messrs. Tsirigakis and Syllantavos, our senior executive officers, and Messrs. Pappas and Erhardt, two of our directors, have agreed to vote an aggregate of 1,132,500 shares, or 3.9% of Star Maritime's outstanding common stock, acquired by them in Star Maritime's Private Placement and any shares of Star Maritime common stock they may acquire in the future in favor of the Redomiciliation Merger and thereby waive redemption rights with respect to such shares. All of Star Maritime's officers and directors have agreed to vote an aggregate of 9,026,924 shares, or 31.1% of Star Maritime's outstanding common stock, issued to them prior to Star Maritime's Initial Public Offering and Private Placement in accordance with the vote of the holders of a majority of the shares issued in Star Maritime's Initial Public Offering.

Whether or not you plan to attend the special meeting in person, please submit your proxy card without delay. A vote in favor of the Redomiciliation Merger is, in effect, a vote in favor of Star Bulk's acquisition of the vessels from TMT. Voting by proxy will not prevent you from voting your shares in person if you subsequently choose to attend the special meeting. If you fail to return your proxy card, the effect will be that your shares will not be counted for purposes of determining whether a quorum is present at the special meeting and will have the same effect as a vote "against" the approval and authorization of the Redomiciliation Merger. You may revoke a proxy at any time before it is voted at the special meeting by executing and returning a proxy card dated later than the previous one, by attending the special meeting in person and casting your vote by ballot or by submitting a written revocation to Star Maritime at 103 Foulk Road, Wilmington, Delaware 19803, Attention: Corporate Secretary, before we take the vote at the special meeting. If you hold your shares through a bank or brokerage firm, you should follow the instructions of your bank or brokerage firm regarding revocation of proxies.

Star Maritime's board of directors unanimously recommends that Star Maritime stockholders vote "FOR" approval of the Redomiciliation Merger.

By order of the Board of Directors,

Prokopios (Akis) Tsirigakis
Chairman of the Board of Directors of Star Maritime
Acquisition Corp.

Wilmington, Delaware
, 2007

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Appendix A	Memorandum of Agreement relating to the A Duckling dated January 12, 2007 between Star Bulk Carriers Corp., as buyer, and A Duckling Corporation, as seller.
Appendix B	Memorandum of Agreement relating to the B Duckling dated January 12, 2007 between Star Bulk Carriers Corp., as buyer, and B Duckling Corporation, as seller.
Appendix C	Memorandum of Agreement relating to the C Duckling dated January 12, 2007 between Star Bulk Carriers Corp., as buyer, and C Duckling Corporation, as seller.
Appendix D	Memorandum of Agreement relating to the F Duckling dated January 12, 2007 between Star Bulk Carriers Corp., as buyer, and F Duckling Corporation, as seller.
Appendix E	Memorandum of Agreement relating to the G Duckling dated January 12, 2007 between Star Bulk Carriers Corp., as buyer, and G Duckling Corporation, as seller.
Appendix F	Memorandum of Agreement relating to the I Duckling dated January 12, 2007 between Star Bulk Carriers Corp., as buyer, and I Duckling Corporation, as seller.
Appendix G	Memorandum of Agreement relating to the J Duckling dated January 12, 2007 between Star Bulk Carriers Corp., as buyer, and J Duckling Corporation, as seller.
Appendix H	Memorandum of Agreement relating to the Mommy Duckling dated January 12, 2007 between Star Bulk Carriers Corp., as buyer, and Mommy Duckling Corporation, as seller.
Appendix I	Supplemental Agreement, dated January 12, 2007.
Appendix J	Master Agreement, dated January 12, 2007.
Appendix K	Agreement and Plan of Merger by and between Star Maritime Acquisition Corp. and Star Bulk Carriers Corp.
Appendix L	Form of Proxy.

QUESTIONS AND ANSWERS ABOUT THE STAR MARITIME SPECIAL MEETING

Q: What is the purpose of this document?

A: This document serves as Star Maritime's proxy statement and as the prospectus of Star Bulk. As a proxy statement, this document is being provided to Star Maritime stockholders because the Star Maritime board of directors is soliciting their proxies to vote to approve, at a special meeting of stockholders, the merger of Star Maritime with and into its wholly-owned Marshall Islands subsidiary, Star Bulk, with Star Bulk as the surviving corporation. Star Bulk has entered into definitive agreements to acquire a fleet of eight drybulk carriers from certain subsidiaries of TMT for an aggregate purchase price of \$345,237,520, consisting of \$224,500,000 in cash and 12,537,645 shares of common stock. As a prospectus, Star Bulk is providing this document to Star Maritime stockholders because Star Bulk is offering its shares in exchange for shares of Star Maritime common stock and Star Bulk is assuming the outstanding warrants of Star Maritime in the Redomiciliation Merger. The registration statement on Form F-1/F-4 of which this joint proxy statement/prospectus is a part is being filed by Star Bulk to register the shares being offered in exchange for shares of Star Maritime, the 20,000,000 warrants of Star Maritime that will be assumed by Star Bulk, the 20,000,000 shares of Star Bulk common stock issuable upon exercise of such warrants and to register up to 14,144,607 shares of common stock that Star Bulk will issue to TMT or subsequently to TMT's affiliates in respect of the stock consideration portion of the aggregate purchase price of the vessels in the initial fleet. The shares of common stock that Star Bulk will issue in exchange for shares of Star Maritime are referred to herein as the Merger Consideration.

Q: What matters will we be asked to vote on at the Star Maritime special meeting?

A: There is one proposal on which you are being asked to vote. At the special meeting, you will be asked to consider and vote upon a proposal to approve and authorize the merger of Star Maritime with and into its wholly-owned Marshall Islands subsidiary, Star Bulk, with Star Bulk as the surviving corporation. Star Bulk has entered into definitive agreements to acquire a fleet of eight drybulk carriers from certain wholly-owned subsidiaries of TMT for an aggregate purchase price of \$345,237,520, consisting of \$224,500,000 in cash and 12,537,645 shares of common stock of Star Bulk. As a result of the Redomiciliation Merger (i) the separate corporate existence of Star Maritime will cease; (ii) each outstanding share of Star Maritime common stock, par value \$0.0001 per share, will be converted into the right to receive one share of Star Bulk common stock, par value \$0.01 per share; and (ii) each outstanding warrant of Star Maritime will be assumed by Star Bulk with the same terms and restrictions, except that each will be exercisable for common stock of Star Bulk.

Q: Could you tell me more about the definitive agreements to acquire the vessels?

A: Star Bulk will acquire the fleet of eight drybulk carriers pursuant to separate memoranda of agreement, which we collectively refer to as the MOAs, by and between Star Bulk and the vessel-owning subsidiaries of TMT, each as supplemented by a Supplemental Agreement by and among Star Maritime, Star Bulk and TMT, and a Master Agreement by and among Star Maritime, Star Bulk and TMT. We refer to the MOAs, the Supplemental Agreement and the Master Agreement collectively as the Acquisition Agreements. The acquisition of the vessels by Star Bulk is contingent upon, among other things, the approval and consummation of the Redomiciliation Merger. Copies of the MOAs are attached to this joint proxy statement/prospectus as Appendices A-H. A copy of the Supplemental Agreement is attached to this joint proxy statement/prospectus as Appendix I. A copy of the Master Agreement is attached to this joint proxy statement/prospectus as Appendix J.

Q: Could you tell me more about the parties to the Acquisition Agreements?

A: Star Maritime was organized under the laws of the State of Delaware on May 13, 2005 and is a Business Combination Company™, or BCC™, which is a blank check company formed to acquire, through a merger, capital

stock exchange, asset acquisition or similar business combination, one or more target businesses in the shipping industry. A target business includes one or more entities with agreements to acquire vessels or an operating business in the shipping industry. Following our formation, our officers and directors were the holders of 9,026,924 shares of common stock representing all of our then issued and outstanding capital stock. On December 21, 2005, we consummated our initial public offering of 18,867,500 units, at a price of \$10.00 per unit, which we refer to as the Initial Public Offering, each unit consisting of one share of Star Maritime common stock and one warrant to purchase one share of Star Maritime common stock. In addition, we completed a private placement of an aggregate of 1,132,500 units, which we refer to as the Private Placement, to Messrs. Tsirigakis and Syllantavos, our senior executive officers and Messrs. Pappas and Erhardt, two of our directors. The gross proceeds of the Private Placement of \$11,325,500 were used to pay all fees and expenses of the Initial Public Offering. As a result, the entire gross proceeds of the Initial Public Offering of \$188,675,000 were deposited in a trust account maintained by American Stock Transfer & Trust Company, as trustee, which we refer to as the Trust Account. If we do not complete the Redomiciliation Merger or another business combination transaction with a target business by December 21, 2007, we will be liquidated and we will distribute to all holders of our shares issued in the Initial Public Offering in proportion to their respective equity interests, an aggregate sum equal to the amount in the Trust Account, including any interest (net of any taxes payable) not previously released to us, plus any remaining net assets. Our officers and directors have agreed to waive their respective rights to participate in any liquidation distribution should we fail to consummate a business combination transaction with respect to the aggregate of 9,026,924 shares of common stock issued to them prior to our Initial Public Offering and with respect to the aggregate of 1,132,500 shares of common stock acquired by certain of our officers and directors in the Private Placement. In the event of our liquidation, we would not distribute funds from the Trust Account with respect to the Star Maritime warrants, which would expire worthless.

Star Bulk is a recently formed wholly-owned Marshall Islands subsidiary of Star Maritime and is headquartered in Athens, Greece. Pursuant to the Acquisition Agreements, following the Redomiciliation Merger, Star Bulk will acquire a fleet of eight drybulk carriers from certain subsidiaries of TMT for an aggregate purchase price of \$345,237,520, consisting of \$224,500,000 in cash and 12,537,645 shares of common stock. Following the effective date of the Redomiciliation Merger, TMT and its affiliates are expected to own between 30.2% and 35.9% of the outstanding common stock of Star Bulk, depending on the number of shares of Star Maritime common stock redeemed for cash. See "Description of Star Maritime Securities - Common Stock." Star Bulk intends to apply to have its shares of common stock and warrants listed on the Nasdaq Global Market under the symbols "SBLK" and "SBLKW" respectively.

TMT is a global shipping company with its management headquarters located in Taiwan. TMT has approximately 50 years of experience in the shipping industry. TMT owns and/or operates or invests in vessels in several shipping sectors, including crude oil tankers, drybulk carriers and liquified natural gas, or LNG, carriers.

Q: When and where is the special meeting of Star Maritime stockholders?

A: The special meeting of Star Maritime stockholders will take place at _____, New York, New York, on _____, 2007, at 10:00 a.m.

Q: Who may vote at the special meeting?

A: Only holders of record of shares of Star Maritime common stock as of the close of business on _____, 2007 may vote at the special meeting. As of March 9, 2007, there were 29,026,924 shares of Star Maritime common stock outstanding and entitled to vote.

Q: What is the required vote to approve and authorize the Redomiciliation Merger?

The Delaware General Corporation Law requires that the Redomiciliation Merger must be approved by the holders of a majority of the issued and outstanding shares of common stock of Star Maritime.

In addition, the Redomiciliation Merger must be approved by the holders of at least a majority of the shares of common stock issued in the Initial Public Offering and the Private Placement, or 10,000,001 shares. Star Maritime may not complete a business combination if the holders of 33% or more of the shares of common stock issued in the Initial Public Offering and the Private Placement request redemption rights in connection with the transaction. A vote in favor of the Redomiciliation Merger is, in effect, a vote in favor of Star Bulk's acquisition of the vessels from TMT.

Messrs. Tsirigakis and Syllantavos, our senior executive officers, and Messrs. Pappas and Erhardt, two of our directors, have agreed to vote an aggregate of 1,132,500 shares of Star Maritime common stock acquired by them in the Private Placement and any shares of Star Maritime common stock they may acquire in the future in favor of the Redomiciliation Merger and thereby waive redemption rights with respect to such shares. All of Star Maritime's officers and directors have agreed to vote an aggregate of 9,026,924 shares of Star Maritime common stock issued to them prior to our Initial Public Offering in accordance with the vote of the holders of a majority of the shares issued in our Initial Public Offering. Our officers and directors have agreed to waive their respective rights to participate in any liquidation distribution should we fail to consummate a business combination transaction with respect to the aggregate of 9,026,924 shares of common stock issued to them prior to our Initial Public Offering and with respect to the aggregate of 1,132,500 shares of common stock acquired by certain of our officers and directors in the Private Placement.

Star Maritime will not be able to complete the Redomiciliation Merger unless (1) the holders of at least a majority of the issued and outstanding shares of Star Maritime entitled to vote at the special meeting vote in favor of the Redomiciliation Merger; (2) holders of at least 10,000,001 shares of common stock issued in the Initial Public Offering and the Private Placement vote in favor of the Redomiciliation Merger; and (3) holders of less than 6,600,000 shares of common stock, such number representing 33.0% of the 20,000,000 shares of Star Maritime common stock issued in the Initial Public Offering and Private Placement, vote against the Redomiciliation Merger and exercise their redemption rights to have their shares redeemed for cash. In order to exercise redemption rights, an eligible stockholder must vote against the Redomiciliation Merger and elect to exercise redemption rights on the enclosed proxy card. If a stockholder votes against the Redomiciliation Merger but fails to properly exercise redemption rights, such stockholder will not be entitled to have its shares redeemed for cash. Any request for redemption, once made, may be withdrawn at any time up to the date of the special meeting. The actual redemption price will be equal to \$10.21 per share, based on funds in the Trust Account as of December 31, 2006.

Q: Has the board of directors of Star Maritime recommended approval of the Redomiciliation Merger?

A: Yes. Star Maritime's board of directors has unanimously recommended to its stockholders that they vote **"FOR"** the approval and authorization of the Redomiciliation Merger at the special meeting. For various shipping regulatory and tax reasons, the Republic of the Marshall Islands is an attractive country of incorporation for international shipping companies. The merger of Star Maritime with and into Star Bulk with Star Bulk as the surviving corporation will enable Star Bulk, which will be an operating company, to benefit from such advantages. Please read "Background and Reasons for the Merger—Recommendations of the Board of Directors" for a discussion of the factors that the Star Maritime's board of directors considered in deciding to recommend the approval and authorization of the Redomiciliation Merger.

Q: What will I receive in the Redomiciliation Merger?

A: Pursuant to the Merger Agreement, each outstanding share of Star Maritime common stock will be converted into the right to receive one share of Star Bulk common stock and each outstanding warrant of Star Maritime will be assumed by Star Bulk and contain the same terms and restrictions except that each will be exercisable for common stock of Star Bulk.

Q: What are the tax consequences of the Redomiciliation Merger to me?

A. A holder of Star Maritime stock or warrants should not recognize any taxable gain or loss as a result of the Redomiciliation Merger. The Redomiciliation Merger has been structured so that upon completion of the Redomiciliation Merger and issuance of Star Bulk shares to TMT, the stockholders of Star Maritime will own less than 80% of Star Bulk. Therefore, Star Bulk intends to take the position on its U.S. federal income tax return that it is not subject to Section 7874(b) of the U.S. Internal Revenue Code of 1986, as amended, or the Code, after the Redomiciliation Merger and therefore should not be subject to U.S. federal income tax as a U.S. domestic corporation on its worldwide income after the Redomiciliation Merger. However, Star Maritime has not sought a ruling from the U.S. Internal Revenue Service, or the IRS, on this point. Therefore, there is no assurance that the IRS would not seek to assert that Star Bulk is subject to U.S. federal income tax on its worldwide income after the Redomiciliation Merger, although Star Maritime believes that such an assertion would not be successful.

Even if Section 7874(b) of the Code does not apply to a transaction, Section 7874(a) of the Code, or Section 7874(a), provides that where a corporation organized outside the United States acquires substantially all of the assets of a corporation organized in the United States, the corporation whose assets are being acquired will be subject to U.S. federal income tax on its “inversion gain” if stockholders of the U.S. corporation whose assets are being acquired own at least 60 percent of the non-U.S. acquiring corporation after the acquisition. “Inversion gain” includes any gain from the transfer of the properties by the corporation organized in the United States to the corporation organized outside the United States as well as certain licensing income. See “Tax Considerations.”

Q: What if I object to the Redomiciliation Merger?

A: Under Star Maritime’s Certificate of Incorporation, holders of shares of Star Maritime common stock have the right to redeem such shares for cash if such stockholder votes against the Redomiciliation Merger, elects to exercise redemption rights and the Redomiciliation Merger is approved and completed. In order to exercise redemption rights, an eligible stockholder must vote against the Redomiciliation Merger and elect to exercise redemption rights on the enclosed proxy card. If a stockholder votes against the Redomiciliation Merger but fails to properly exercise redemption rights, such stockholder will not be entitled to have its shares redeemed for cash. Stockholders exercising redemption rights will be entitled to receive, for each share of common stock redeemed, the pro rata portion of the Trust Account in which the proceeds of the Company’s Initial Public Offering are held, plus interest earned thereon (net of taxes). The actual redemption price will be equal to \$10.21 per share, based on funds in the Trust Account as of December 31, 2006. If you exercise your redemption rights, then you will be exchanging your shares of Star Maritime’s common stock for cash and will no longer own these shares. You will only be entitled to receive cash for these shares if you continue to hold these shares through the effective date of the Redomiciliation Merger and then tender your stock certificate to Star Maritime. If the Redomiciliation Merger is not completed, then these shares will not be redeemed for cash. A stockholder who exercises redemption rights will continue to own any warrants to acquire Star Maritime common stock owned by such stockholder as such warrants will remain outstanding and unaffected by the exercise of redemption rights. See “Description of Star Maritime Securities—Common Stock.”

Q: How can I vote?

A: Please vote your shares of Star Maritime common stock as soon as possible after carefully reading and considering the information contained in this joint proxy statement/prospectus. You may vote your shares prior to the special meeting by signing and returning the enclosed proxy card. If you hold your shares in “street name” (which means, in other words, that you hold your shares through a bank, brokerage firm or nominee), you must vote in accordance with the instructions on the voting instruction card that your bank, brokerage firm or nominee provides to you.

Q: If my shares are held in “street name” by my bank, brokerage firm or nominee, will they automatically vote my shares for me?

A: No. Your bank, brokerage firm or nominee cannot vote your shares without instructions from you. You should instruct your bank, brokerage firm or nominee how to vote your shares, following the instructions contained in the voting instruction card that your bank, brokerage firm or nominee provides to you.

Q: What if I abstain from voting or fail to instruct my bank, brokerage firm or nominee?

A: Abstaining from voting or failing to instruct your bank, brokerage firm or nominee to vote your shares will have the same effect as a vote “against” the Redomiciliation Merger.

Q: Can I change my vote after I have mailed my proxy card?

A: Yes. You may change your vote at any time before your proxy is voted at the special meeting. You may revoke your proxy by executing and returning a proxy card dated later than the previous one, by attending the special meeting in person and casting your vote by ballot or by submitting a written revocation stating that you would like to revoke your proxy. If you hold your shares through a bank, brokerage firm or nominee, you should follow the instructions of your bank, brokerage firm or nominee regarding the revocation of proxies. You should send any notice of revocation or your completed new proxy card, as the case may be, to:

Star Maritime Acquisition Corp.
103 Foulk Road
Wilmington, Delaware 19803
Attention: Corporate Secretary

Q: Should I send in my stock certificates now?

A: No. After we complete the Redomiciliation Merger, you will receive written instructions for returning your stock certificates. These instructions will tell you how and where to send in your stock certificates in order to receive the Merger Consideration.

Q: When is the Redomiciliation Merger expected to occur?

A: Assuming the requisite the stockholder vote, we expect that the Redomiciliation Merger will occur during the third quarter of 2007. Our Certificate of Incorporation provides that if we have entered into definitive agreements to effect a business combination prior to June 21, 2007, we must consummate such business combination by December 21, 2007. Our agreements with TMT qualify as definitive agreements for these purposes.

Q: May I seek statutory appraisal rights with respect to my shares?

A: Under applicable Delaware law, you do not have appraisal rights with respect to your shares.

Q: What happens if the Redomiciliation Merger is not consummated?

A: The acquisition of the eight drybulk carriers from TMT is contingent upon the approval and consummation of the Redomiciliation Merger. If Star Maritime does not consummate the Redomiciliation Merger or another transaction with a target business by December 21, 2007, then pursuant to Article SIXTH of its Certificate of Incorporation, Star Maritime's officers must take all actions necessary in accordance with the Delaware General Corporation Law to dissolve and liquidate Star Maritime within 60 days of that date. Following dissolution, Star Maritime would no longer exist as a corporation. In any liquidation, the funds held in the Trust Account, plus any interest earned thereon (net of taxes), together with any remaining out-of-trust net assets will be distributed pro-rata to holders of shares of Star Maritime common stock who acquired such shares of common stock in Star Maritime's Initial Public Offering or in the aftermarket. Holders of shares issued prior to our Initial Public Offering including in the Private Placement have waived any right to any liquidation distribution with respect to such shares.

Q: What happens post-Redomiciliation Merger to the funds deposited in the Trust Account?

A: Star Maritime stockholders exercising redemption rights will receive their pro rata portion of the Trust Account. The balance of the funds in the account will be retained by Star Bulk and utilized to fund a portion of the cash portion of the purchase price for the eight vessels to be acquired by Star Bulk.

Q: What other important considerations are there?

A: You should also be aware that in pursuing the Redomiciliation Merger, Star Maritime has incurred substantial expenses. Star Maritime currently has limited available funds outside the Trust Account and will, therefore, be required to borrow funds or make arrangements with vendors and service providers in reliance on the expectation that such expenses will be paid by Star Bulk following consummation of the Redomiciliation Merger. If for any reason the Redomiciliation Merger is not consummated, Star Maritime's creditors may seek to satisfy their claims from funds in the Trust Account. This could result in further depletion of the Trust Account, which would reduce a stockholder's pro rata portion of the Trust Account upon liquidation.

Q: Who will manage Star Bulk?

A: Messrs. Tsirigakis and Syllantavos, who currently serve as the Chief Executive Officer and director and Chief Financial Officer and director of Star Maritime, respectively, will serve in these roles at Star Bulk following the

Redomiciliation Merger. In addition, Messrs. Pappas, Erhardt and Søfteland, who currently serve as directors of Star Maritime, as well as Messrs. Nobu Su and Peter Espig, each of whom are nominees of TMT, will serve as directors of Star Bulk.

Q: What is the anticipated dividend policy of Star Bulk?

A: Star Bulk currently intends to pay quarterly dividends to the holders of its common shares in February, May, August and November, in amounts that will allow it to retain a portion of its cash flows to fund vessel or fleet acquisitions, and for debt repayment and dry-docking and operating costs, as determined by its management and board of directors. The payment of dividends is not guaranteed or assured and may be discontinued at the sole discretion of Star Bulk's board of directors and may not be paid in the anticipated amounts and frequency set forth in this joint proxy statement/prospectus. Star Bulk's board of directors will continually review its dividend policy and make adjustments that it believes appropriate. See "Dividend Policy of Star Bulk."

HOW TO OBTAIN ADDITIONAL INFORMATION

This joint proxy statement/prospectus incorporates information about Star Maritime and Star Bulk that is not included in or delivered with the document. If you would like to receive this information or if you want additional copies of this document, such information is available without charge upon written or oral request. Please contact the following:

Star Maritime Acquisition Corp.
103 Foulk Road
Wilmington, Delaware 19803
Attention: Corporate Secretary
Tel: (302) 656-1950

If you would like to request documents, please do so by _____, 2007, to receive them before Star Maritime's special meeting. Please be sure to include your complete name and address in your request.

Please see "Where You Can Find Additional Information" to find out where you can find more information about Star Maritime and Star Bulk.

You should only rely on the information contained in this joint proxy statement/prospectus in deciding how to vote on the Redomiciliation Merger. Neither Star Maritime nor Star Bulk has authorized anyone to give any information or to make any representations other than those contained in this joint proxy statement/prospectus. Do not rely upon any information or representations made outside of this joint proxy statement/prospectus. The information contained in this joint proxy statement/prospectus may change after the date of this joint proxy statement/prospectus. Do not assume after the date of this joint proxy statement/prospectus that the information contained in this joint proxy statement/prospectus is still correct.

SUMMARY

This summary highlights selected information from this joint proxy statement/prospectus but may not contain all of the information that may be important to you. Accordingly, we encourage you to read carefully this entire joint proxy statement/prospectus, including eight Memoranda of Agreement attached as Appendix A through Appendix H, the Supplemental Agreement attached as Appendix I, the Master Agreement attached as Appendix J and the Agreement and Plan of Merger attached as Appendix K. Please read these documents carefully as they are the legal documents that govern the Redomiciliation Merger and your rights in the Redomiciliation Merger. We have included page references in parentheses to direct you to a more detailed description of the items presented in this summary. Unless the context otherwise requires, references to “we,” “us” or “our” refers to Star Maritime.

The Parties to the Redomiciliation Merger (page 50)

Star Maritime Acquisition Corp.
103 Foulk Road
Wilmington, Delaware 19803
Telephone: (302) 656-1950

Star Maritime is a blank check company, also known as a Business Combination Company™, or BCC™, organized under the laws of the State of Delaware on May 13, 2005. “Business Combination Company™” and “BCC™” are service marks of Maxim Group LLC. Star Maritime was formed to acquire, through a merger, capital stock exchange, asset acquisition or other similar business combination, one or more target businesses in the shipping industry. On December 15, 2005, Star Maritime consummated a private placement whereby certain of Star Maritime’s officers and directors purchased an aggregate of 1,132,500 units at a purchase price of \$10.00 per unit. On December 21, 2005, Star Maritime completed an initial public offering of 18,867,500 units at a purchase price of \$10.00 per unit. Each unit consisted of one share of Star Maritime’s common stock and one warrant. Each warrant entitles the holder to purchase one share of Star Maritime’s common stock at an exercise price of \$8.00 per share. Star Maritime’s common stock and warrants currently trade on the American Stock Exchange under the symbols SEA and SEA.WS, respectively. Other than activities incident to its initial public offering and the pursuit of a business combination, Star Maritime has not engaged in any operations to date. If Star Maritime does not consummate the Redomiciliation Merger or another a business combination by December 21, 2007, then, pursuant to Article SIXTH of its Certificate of Incorporation, Star Maritime’s officers must take all actions necessary in accordance with the Delaware General Corporation Law to dissolve and liquidate Star Maritime within 60 days of that date.

Star Bulk Carriers Corp.
40 Ag. Konstantinou Avenue
Aethrion Center, Suite B34
Maroussi 15124
Athens, Greece
Attention: Corporate Secretary
Telephone: 011-30-210-638-7399

Star Bulk is a wholly-owned Marshall Islands subsidiary of Star Maritime incorporated on December 13, 2006 with no history of operations, and is headquartered in Athens, Greece. Pursuant to the Acquisition Agreements, following the Redomiciliation Merger, Star Bulk will acquire a fleet of eight drybulk carriers from certain subsidiaries of TMT for an aggregate purchase price of \$345,237,520, consisting of \$224,500,000 in cash and 12,537,645 shares of common stock. Following the effective date of the Redomiciliation Merger, TMT and its affiliates are expected to own between 30.2% and 35.9% of the outstanding common stock of Star Bulk, depending on the number of shares redeemed for cash. See “Description of Star Maritime Securities - Common Stock.”

Mr. Akis Tsirigakis, the Chairman, Chief Executive Officer and President of Star Maritime, will serve as the Chief Executive Officer and President of Star Bulk. Mr. George Syllantavos, the Chief Financial Officer of Star Maritime will serve as the Chief Financial Officer of Star Bulk. The board of directors of Star Bulk will be comprised of seven directors. Each of the five current directors of Star Maritime will serve as directors of Star Bulk. In addition, Mr. Nobu Su and Mr. Peter Espig, each nominees of TMT, will serve as directors of Star Bulk. Mr. Petros Pappas and Mr. Nobu Su will each serve as non-executive Co-Chairman.

Star Bulk will apply to have its shares of common stock and warrants listed on the Nasdaq Global Market under the symbols "SBLK" and "SBLKW" respectively.

The Seller of the Vessels (page 45)

TMT Co., Ltd.
12 Floor 167 FU HSIN NORTH ROAD
Taipei 105
Taiwan, Republic of China
Attention: Corporate Secretary
011 886 2 221750229

Star Bulk has entered into definitive agreements to acquire the eight drybulk carriers from subsidiaries of TMT. TMT is a global shipping company with its management headquarters located in Taiwan. TMT has approximately 50 years of experience in the shipping industry. TMT owns through companies registered in Panama and/or operates or invests in vessels in several shipping sectors, including crude oil tankers, drybulk carriers and liquified natural gas, or LNG, carriers.

The Redomiciliation Merger (page 50)

Subject to the terms and conditions of the Merger Agreement, Star Maritime will merge with and into Star Bulk, a corporation organized under the laws of the Republic of the Marshall Islands, the separate corporate existence of Star Maritime will cease and Star Bulk will be the surviving corporation.

Star Bulk has entered into definitive agreements to acquire a fleet of eight drybulk carriers with a combined cargo-carrying capacity of approximately 691,000 dwt from certain subsidiaries of TMT. We refer to these eight drybulk carriers as the initial fleet. The aggregate purchase price for the initial fleet is \$345,237,520, consisting of \$224,500,000 in cash and 12,537,645 shares of common stock of Star Bulk. Such shares of common stock will be issued concurrently with the Redomiciliation Merger to TMT, as agent for its vessel-owning subsidiaries. Star Maritime has also entered into related agreements with TMT in connection with the acquisition of the vessels.

In connection with the acquisition of the vessels in the initial fleet, Star Bulk has also agreed to issue to TMT or its nominated affiliate, under certain circumstances, additional shares of Star Bulk common stock, which we refer to as the Additional Stock. Specifically, Star Bulk will issue (i) 803,481 additional shares of Star Bulk's common stock, no more than 10 business days following Star Bulk's filing of its Annual Report on Form 20-F for the fiscal year ended December 31, 2007, if the gross revenue of Star Bulk and its consolidated subsidiaries which own the vessels in the initial fleet exceeds 80% of Star Bulk's forecasted annual consolidated revenue for such subsidiaries for the fiscal year commencing as of the effective time of the Redomiciliation Merger and ending on December 31, 2007, as agreed between Star Bulk and TMT prior to the effective time of the Redomiciliation Merger; and (ii) 803,481 additional shares of Star Bulk's common stock, no more than 10 business days following Star Bulk's filing of its Annual Report on Form 20-F for the fiscal year ended December 31, 2008, if the gross revenue of Star Bulk and its consolidated subsidiaries owning the vessels in the initial fleet exceeds 80% of the forecasted annual consolidated revenue for such subsidiaries as agreed between Star Bulk and TMT prior to the effective time of the Redomiciliation Merger.

On February 28, 2007, Star Bulk and TMT agreed for purposes of the issuance of the Additional Stock, Star Bulk's forecasted annual consolidated revenue for the fiscal year commencing on the effective date of the Redomiciliation Merger and ending December 31, 2007 will be \$40,000,000, assuming that the Redomiciliation Merger occurs by June 30, 2007, adjusted pro-rata for the period remaining to the end of 2007 if the Redomiciliation Merger occurs after June 30, 2007, and \$90,000,000 for the fiscal year ended December 31, 2008.

Following the effective date of the Redomiciliation Merger, TMT and its affiliates are expected to own between 30.2% and 35.9% of Star Bulk's outstanding common stock, depending on the number of shares redeemed for cash. Assuming applicable conditions to issuance are satisfied after giving effect to the issuance of the Additional Stock, TMT and its affiliates are expected to own between 32.8% and 38.7% of the Star Bulk's outstanding common stock, depending on the number of shares redeemed for cash.

Redemption Rights (page 36)

As provided in Star Maritime's Certificate of Incorporation, holders of Star Maritime common stock have the right to redeem their shares for cash by voting against the Redomiciliation Merger and electing to have such shares redeemed for cash. The exercise of redemption rights must be made on the proxy card at the same time that the stockholder votes against the Redomiciliation Merger. With respect to each share of common stock for which stockholders have exercised redemption rights, Star Maritime will redeem each such share for a pro rata portion of the Trust Account in which the proceeds of Star Maritime's Initial Public Offering are held, plus interest earned thereon. Based on the amount of cash held in the Trust Account at December 31, 2006, you will be entitled to redeem each share of common stock that you hold for approximately \$10.21. If you exercise your redemption rights, then you will be exchanging your shares of Star Maritime common stock for cash and will no longer own these shares. You will only be entitled to receive cash for these shares if you continue to hold these shares through the effective date of the Redomiciliation Merger and then tender your stock certificate to Star Maritime. If the Redomiciliation Merger is not completed, then these shares will not be redeemed for cash. A stockholder who exercises redemption rights will continue to own any warrants to acquire Star Maritime common stock owned by such stockholder as such warrants will remain outstanding and unaffected by the exercise of redemption rights.

Star Maritime cannot complete the Redomiciliation Merger unless (1) the holders of at least a majority of the issued and outstanding shares of Star Maritime entitled to vote at the special meeting vote in favor of the Redomiciliation Merger; (2) holders of at least a majority of the shares of common stock issued in the Initial Public Offering and the Private Placement vote in favor of the Redomiciliation Merger; and (3) holders of less than 6,600,000 shares of common stock, such number representing 33.0% of the 20,000,000 shares of Star Maritime common stock issued in the Initial Public Offering and Private Placement, vote against the Redomiciliation Merger and exercise their redemption rights to have their shares redeemed for cash. In order to exercise redemption rights, an eligible stockholder must vote against the Redomiciliation Merger and elect to exercise redemption rights on the enclosed proxy card. If a stockholder votes against the Redomiciliation Merger but fails to properly exercise redemption rights, such stockholder will not be entitled to have its shares redeemed for cash. Any request for redemption, once made, may be withdrawn at any time up to the date of the special meeting.

Merger Consideration (page 50)

Pursuant to the Merger Agreement, each outstanding share of Star Maritime common stock will be converted into the right to receive one share of Star Bulk common stock and each outstanding warrant of Star Maritime will be assumed by Star Bulk and will contain the same terms and restrictions except that each will be exercisable for common stock of Star Bulk.

Procedure for Receiving Merger Consideration (page 50)

Promptly after the effective time of the Redomiciliation Merger, an exchange agent appointed by Star Bulk will mail a letter of transmittal and instructions to Star Maritime stockholders. The letter of transmittal and instructions will tell Star Maritime stockholders how to surrender their stock certificates in exchange for the Merger Consideration. Star Maritime stockholders should not return their stock certificates with the enclosed proxy card, and they should not forward their stock certificates to the exchange agent without a letter of transmittal.

The Star Maritime Special Meeting (page 35)

The special meeting of Star Maritime stockholders will take place at _____, New York, New York on _____, 2007, at 10 a.m.

Quorum, Record Date and Voting (page 35)

A quorum of Star Maritime's stockholders is necessary to hold a valid meeting. A quorum will be present at the Star Maritime special meeting if a majority of the issued and outstanding shares of Star Maritime's common stock entitled to vote at the meeting are present in person or by proxy. Abstentions and broker non-votes will count as present for the purpose of establishing a quorum. Only holders of record of shares of Star Maritime common stock as of the close of business on _____, 2007 may vote at the Star Maritime special meeting. As of January 31, 2007, there were 29,026,924 shares of Star Maritime common stock outstanding and entitled to vote. Holders of shares of Star Maritime common stock will have one vote for each share of Star Maritime common stock owned at the close of business on the record date. Star Maritime warrants do not have voting rights.

Messrs. Tsirigakis and Syllantavos, our senior executive officers, and Messrs. Pappas and Erhardt, two of our directors, have agreed to vote an aggregate of 1,132,500 shares, or 3.9% of Star Maritime's outstanding common stock, acquired by them in the Private Placement and any shares of Star Maritime common stock they may acquire in the future in favor of the Redomiciliation Merger and thereby waive redemption rights with respect to such shares. All of Star Maritime's officers and directors have agreed to vote an aggregate of 9,026,924 shares, or 31.1% of Star Maritime's outstanding common stock, issued to them prior to our Initial Public Offering in accordance with the vote of the holders of a majority of the shares issued in Star Maritime's Initial Public Offering.

Star Maritime cannot complete the Redomiciliation Merger unless: (1) the holders of at least a majority of the issued and outstanding shares of Star Maritime entitled to vote at the special meeting vote in favor of the Redomiciliation Merger; (2) holders of at least a majority of the shares of common stock issued in the Initial Public Offering and the Private Placement vote in favor of the Redomiciliation Merger; and (3) holders of less than 6,600,000 shares of common stock, such number representing 33.0% of the 20,000,000 shares of Star Maritime common stock issued in the Initial Public Offering and Private Placement, vote against the Redomiciliation Merger and exercise their redemption rights to have their shares redeemed for cash. A vote in favor of the Redomiciliation Merger is, in effect, a vote in favor of Star Bulk's acquisition of the vessels from TMT.

Proxies (page 36)

Proxies may be solicited by mail, telephone or in person. Star Maritime may engage a proxy solicitor to assist it in the solicitation of proxies. If you grant a proxy, you may still vote your shares in person if you revoke your proxy before the special meeting or if you attend the special meeting and vote in person.

Recommendations of the Boards of Directors and Reasons for the Redomiciliation Merger (page 41)

In reaching its decision with respect to the Redomiciliation Merger, the board of directors of Star Maritime considered the various regulatory and tax advantages to operating an international shipping company domiciled in the Republic of the Marshall Islands as compared to a corporation domiciled in the United States. The board of directors has unanimously determined that it is advisable and in the best interests of Star Maritime's stockholders to merge with and into Star Bulk, a wholly-owned Marshall Islands subsidiary, with Star Bulk as the surviving corporation, which would acquire vessels and operate as an international shipping company. In reaching its decision with respect to the merger with and into Star Bulk, which has entered into definitive agreements to acquire the vessels in the initial fleet, the board of directors of Star Maritime reviewed various due diligence materials including the vessels' classification society records, records relating to the vessels' physical inspection and vessel valuations prepared by independent

purchase and sale brokers recognized in the international shipping industry, as well as advice from and evaluation materials prepared by its financial advisors. The board of directors of Star Maritime has unanimously determined that the Redomiciliation Merger is advisable and in the best interests of Star Maritime's stockholders and that the aggregate purchase price of the initial fleet to be paid by Star Bulk is reasonable. Accordingly, the Star Maritime board of directors unanimously recommends that Star Maritime stockholders vote "**FOR**" the approval and authorization of the Redomiciliation Merger at the Star Maritime special meeting.

Interests of Certain Persons in the Redomiciliation Merger (page 42)

When you consider the recommendation of Star Maritime's board of directors that you vote in favor of approval of the Redomiciliation Merger, you should keep in mind that certain of Star Maritime's officers and directors have interests in the Redomiciliation Merger that are different from, or in addition to, your interest as a stockholder. These interests include, among other things:

- Star Maritime's officers and directors were issued a total of 9,026,924 shares of Star Maritime common stock prior to the Initial Public Offering. These shares, without taking into account any discount that may be associated with certain restrictions on these shares, collectively have a market value of approximately \$89,998,432 based on Star Maritime's share price of \$9.97 as of March 9, 2007. Except for up to 200,000 shares that may be required to be surrendered by such individuals for cancellation upon the exercise of redemption rights by the holders of Star Maritime's common stock, none of the 9,026,924 shares issued prior to the Initial Public Offering to these individuals may be released from escrow until December 15, 2008 during which time the value of the shares may increase or decrease; however, since such shares were acquired for \$.003 per share, the holders are likely to benefit from the Redomiciliation Merger notwithstanding any decrease in the market price of the shares. Further, if the Redomiciliation Merger is not approved and Star Maritime fails to consummate an alternative transaction within the requisite period and the Company is therefore required to liquidate, such shares do not carry the right to receive any distributions upon liquidation.
- Messrs. Tsirigakis and Syllantavos, our senior executive officers and Messrs. Pappas and Erhardt, two of our directors, purchased an aggregate of 1,132,500 units in the Private Placement at a purchase price of \$10.00 per unit. Star Maritime's officers and directors agreed to vote their common shares included in the units in favor of the Redomiciliation Merger and thereby waive redemption rights with respect to those shares. If the Redomiciliation Merger is not approved and Star Maritime fails to consummate an alternative transaction within the requisite period and Star Maritime is therefore required to liquidate, those shares do not carry the right to receive distributions upon liquidation.
- After the completion of the Redomiciliation Merger, Mr. Tsirigakis will serve as Star Bulk's Chief Executive Officer and President and Mr. Syllantavos will serve as Star Bulk's Chief Financial Officer. Star Bulk's board of directors will be comprised of seven directors. Each of the five current directors of Star Maritime will serve as directors of Star Bulk. In addition Mr. Su and Mr. Espig, each a nominee of TMT, will serve as directors. Mr. Pappas and Mr. Su will each serve as non-executive Co-Chairman of the board of Star Bulk. Such individuals will, following the Redomiciliation Merger, be compensated in such manner, and in such amounts, as Star Bulk's board of directors may determine to be appropriate. See "Information Concerning Star Bulk—Compensation of Directors and Senior Management."
- Star Bulk has entered into time charters for two vessels in the initial fleet with TMT. Effective as of the Redomiciliation Merger, Mr. Nobu Su and Mr. Peter Espig of TMT will serve on Star Bulk's board of directors.

Acquisition Financing (page 49)

Star Bulk has received indication letters from international shipping lenders that will, subject to the approval of the Redomiciliation Merger, provide Star Bulk with a credit facility of up to \$120,000,000 with a minimum eight-year term and secured by the vessels that Star Bulk has agreed to acquire from TMT. Star Bulk intends to draw down approximately \$40,000,000 under the credit facility at to fund a portion of the cash consideration of the aggregate purchase price of the vessels in the initial fleet. Any excess un-drawn funds under the credit facility will be used for additional vessel acquisitions and to provide working capital.

Conditions to the Redomiciliation Merger (page 52)

The completion of the Redomiciliation Merger is subject to the satisfaction or, if permissible, waiver of a number of conditions. Star Maritime cannot complete the Redomiciliation Merger unless (1) the holders of at least a majority of the issued and outstanding shares of Star Maritime entitled to vote at the special meeting vote in favor of the Redomiciliation Merger; (2) holders of at least a majority of the shares of common stock issued in the Initial Public Offering and the Private Placement vote in favor of the Redomiciliation Merger; and (3) holders of less than 6,600,000 shares of common stock, such number representing 33.0% of the 20,000,000 shares of Star Maritime common stock issued in the Initial Public Offering and Private Placement, vote against the Redomiciliation Merger and exercise their redemption rights to have their shares redeemed for cash. We expect to complete the Redomiciliation Merger during the third quarter of 2007, but we cannot be certain when or if the conditions will be satisfied or, if permissible, waived.

The obligations of Star Bulk to purchase the vessels in the initial fleet and the obligations of TMT to sell the vessels in the initial fleet are subject to the approval of the Redomiciliation Merger by Star Maritime's stockholders in addition to customary closing conditions.

Termination of the Merger Agreement (page 52)

The Merger Agreement may be terminated (i) at any time prior to the effective time of the Redomiciliation Merger by mutual consent in writing of Star Maritime and Star Bulk; or (ii) unilaterally upon written notice by either Star Maritime or Star Bulk, in the event of such other parties' material breach of any representation or warranty contained in the Merger Agreement.

Termination of the Master Agreement (page 46)

The Master Agreement may be terminated at any time prior to the closing, as follows:

- Upon satisfaction or waiver of all obligations of all parties, arising underneath Merger Agreement, the Supplement Agreement and the MOAs; and
- if the Redomiciliation Merger is not approved by the required vote of Star Maritime's stockholders;
- if the other conditions precedent set forth in the Master Agreement are not satisfied or waived.

Liquidation if No Business Combination (page 53)

You should also be aware that in pursuing the Redomiciliation Merger, Star Maritime has incurred substantial expenses. Star Maritime currently has limited available funds outside the Trust Account, and will therefore be required to borrow funds or make arrangements with vendors and service providers in reliance on the expectation that such expenses will be paid by Star Bulk following consummation of the Redomiciliation Merger. If for any reason the Redomiciliation Merger is not consummated, Star Maritime's creditors may also seek to satisfy their claims from funds in the Trust Account. This could result in depletion of the Trust Account, which would reduce a stockholder's pro rata portion of the Trust Account upon liquidation.

Material U.S. Federal Income Tax Consequences (page 43)

Star Maritime has obtained the opinion of its counsel, Seward & Kissel LLP, that the Redomiciliation Merger will be treated as a nontaxable reorganization for U.S. federal income tax purposes. The opinion of Seward & Kissel LLP is subject to the limitations and qualifications set forth in the discussion of “Material U.S. Federal Income Tax Consequences.” Because the Redomiciliation Merger will be treated as a nontaxable reorganization for U.S. federal income tax purposes, Star Bulk will not recognize gain or loss as a result of the Redomiciliation Merger. In addition, Star Maritime stockholders will not recognize gain or loss upon the exchange of their shares of Star Maritime common stock solely for shares of Star Bulk common stock pursuant to the Redomiciliation Merger. However, a Star Maritime stockholder who receives solely cash in exchange for his or her shares of Star Maritime common stock generally will recognize gain or loss for U.S. federal income tax purposes in an amount equal to the difference between his basis for U.S. federal income tax purposes in such shares and the cash received. The federal income tax consequences of the Redomiciliation Merger are complicated and may differ between individual stockholders. We strongly urge each Star Maritime stockholder to consult his or her own tax advisor regarding the federal income tax consequences of the Redomiciliation Merger in light of his or her own personal tax situation and also as to any state, local, foreign or other tax consequences arising out of the Redomiciliation Merger. Further, we do not give any opinion regarding the tax impact in the event that Star Maritime stockholders exercise redemption rights.

Accounting Treatment (page 43)

The Redomiciliation Merger will be accounted for as a business combination between companies under common control with Star Bulk as the accounting acquirer. The assets and liabilities of Star Maritime acquired by Star Bulk will be recorded as of the acquisition date at their respective costs and added to those of Star Bulk. Following the effective date of the Redomiciliation Merger, Star Bulk will continue as the surviving company and the separate corporate existence of Star Maritime shall cease. Accordingly, the results of operations after completion of the acquisition will be those of Star Bulk.

Comparison of Star Maritime and Star Bulk Stockholder Rights (page 108)

Star Maritime is incorporated under the laws of the State of Delaware. Star Bulk is incorporated under the laws of the Republic of the Marshall Islands. Upon consummation of the Redomiciliation Merger, the stockholders of Star Maritime will become shareholders of Star Bulk. Star Bulk’s amended and restated articles of incorporation and by-laws differ from the organizational documents governing the rights of the former Star Maritime stockholders. In particular, Star Maritime’s certificate of incorporation authorizes the issuance of up to 1,000,000 shares of blank check preferred stock by its board of directors. Star Bulk’s articles of incorporation authorize the issuance of up to 25,000,000 shares of blank check preferred stock by the board of directors. Star Maritime’s certificate of incorporation provides that a special meeting of stockholders may be called by a majority of the entire board of directors or the Chief Executive Officer, and shall be called by the Secretary at the request in writing of stockholders owning a majority in amount of the entire capital stock of the corporation issued and outstanding and entitled to vote. Star Bulk’s organizational documents require that a special meeting of stockholders may only be called by the board of directors, jointly by the Co-Chairmen or the President. In addition, Star Bulk’s articles of incorporation include a provision which limits Star Bulk from engaging in a business combination transaction with stockholders owning 20% or more of the outstanding voting stock of Star Bulk.

Regulatory Approvals (page 44)

Star Maritime and Star Bulk do not expect that the Redomiciliation Merger will be subject to any state or federal regulatory requirements other than filings under applicable securities laws and the effectiveness of the registration statement of Star Bulk of which this joint proxy statement/prospectus is part, and the filing of certain merger documents with the Registrar of Corporations of the Republic of the Marshall Islands and with the Secretary of State of the State of Delaware. Star Maritime and Star Bulk intend to comply with all such requirements. We do not believe that, in connection with the completion of the Redomiciliation Merger, any consent, approval, authorization or permit of, or filing with or notification to, any merger control authority will be required in any jurisdiction.

STAR BULK SUMMARY FINANCIAL INFORMATION

Because Star Bulk was incorporated on December 13, 2006, and has no operating history, Star Bulk does not have any historical financial statements for any period other than a balance sheet as of February 5, 2007, which is included later in this joint proxy statement/prospectus.

As of February 5, 2007

Assets**Current assets**

Cash and cash equivalents	1,000
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Total current assets	1,000
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Total assets	1,000
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Liabilities and Shareholders' Equity

Commitments and contingencies (Note 4)	-
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Shareholders' Equity

Common stock (100,000,000 shares authorized, par value \$0.01 per share, 500 issued and outstanding)	5
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Preferred stock (25,000,000 shares authorized, par value \$0.01 per share, none issued and outstanding)	
Paid-in capital	995

Total shareholders' equity	1,000
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Total liabilities and shareholders' equity	1,000
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STAR MARITIME SUMMARY FINANCIAL INFORMATION

Star Maritime Acquisition Corp. was incorporated in Delaware on May 13, 2005 to serve as a vehicle for the acquisition through a merger, capital stock exchange, asset acquisition, or other similar business combination with one or more businesses in the shipping industry. Star Maritime has not acquired an entity as of December 31, 2006. Star Maritime has selected December 31 as its fiscal year end. Star Maritime is considered to be in the development stage and is subject to the risks associated with activities of development stage companies. The summary financial information set forth below should be read in conjunction with the audited financial statements of Star Maritime for the period from inception to December 31, 2006 and for the fiscal years ended December 31, 2005 and 2006 and related notes included elsewhere in this joint proxy statement/prospectus.

Star Maritime Acquisition Corp.
(a development stage company)

Balance Sheet

	December 31, 2006	December 31, 2005
ASSETS		
Current Assets		
Cash	\$ 2,118,141	\$ 593,281
Investments in trust account	192,915,257	188,858,542
Prepaid expenses and other current assets	149,647	118,766
Total Current Assets	195,183,045	189,570,589
Property and Equipment, net	3,256	-
Deferred tax asset	-	9,000
TOTAL ASSETS	\$ 195,186,301	\$ 189,579,589
LIABILITIES & STOCKHOLDERS' EQUITY		
Liabilities		
Accounts payable & accrued expenses	\$ 603,520	\$ 344,638
Deferred Interest on investments	2,163,057	
Deferred underwriting fees	4,000,000	4,000,000
Income taxes payable	206,687	
Total Liabilities	6,973,264	4,344,638
Common Stock, \$.0001 par value, 6,599,999 shares subject to possible redemption, at redemption value of \$9.80 per share	64,679,990	64,679,990
Commitments		
Stockholders' Equity		
Preferred Stock, \$.0001 par value; authorized, 1,000,000 shares; none issued or outstanding	-	
Common Stock, \$.0001 par value, authorized, 100,000,000 shares; 29,026,924 shares issued and outstanding (including 6,599,999 shares subject to possible redemption)	2,903	2,903
Additional paid in capital	120,441,727	120,441,727
Earnings accumulated in the development stage	3,088,417	110,331

Total Stockholders' Equity	123,533,047	120,554,961
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ 195,186,301	\$ 189,579,589

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Star Maritime Acquisition Corp.
(a development stage company)

Statement of Income

	For the Year Ended December 31, 2006	May 13, 2005 (date of inception) to December 31, 2005	May 13, 2005 (date of inception) to December 31, 2006
Operating expenses			
Professional fees	\$ 596,423	\$ 19,600	\$ 616,023
Insurance	112,242	4,234	116,476
Due diligence costs	262,877	-	262,877
Other	239,558	26,377	265,935
Total operating expenses	1,211,100	50,211	1,261,311
Interest income	4,395,873	183,542	4,579,415
Income before provision for income taxes	3,184,773	133,331	3,318,104
Provision for income taxes	206,687	23,000	229,687
Net income	\$ 2,978,086	\$ 110,331	\$ 3,088,417
Earnings per share (basic and diluted)	\$ 0.10	\$ 0.01	\$ 0.14
Weighted average shares outstanding - basic and diluted	29,026,924	9,918,282	21,601,120

Star Maritime Acquisition Corp.
(a development stage company)

Statement of Cash Flows

	For the Year Ended December 31, 2006	May 13, 2005 (date of inception) to December 31, 2005	May 13, 2005 (date of inception) to December 31, 2006
Cash flows from operating activities:			
Net Income	\$ 2,978,086	\$ 110,331	\$ 3,088,417
Adjustments to reconcile net income to net cash used in operating activities:			
Depreciation	408		408
Changes in operating assets and liabilities:			-
Increase in value of trust account	(4,056,715)	(183,542)	(4,240,257)
Increase in prepaid expenses and other current assets	(30,881)	(118,766)	(149,647)
Decrease (increase) in deferred tax asset	9,000	(9,000)	-
Increase in accounts payable and accrued expenses	429,467	174,053	603,520
Increase in deferred interest	2,163,057	-	2,163,057
Increase in taxes payable	206,687	-	206,687
Net cash provided by (used in) operating activities	1,699,109	(26,924)	1,672,185
Cash flows from investing activities:			
Payment to trust account	-	(188,675,000)	(188,675,000)
Capital expenditures	(3,664)	-	(3,664)
Net cash used in investing activities	(3,664)	(188,675,000)	(188,678,664)
Cash flows from financing activities:			
Gross proceeds from public offering		188,675,000	188,675,000
Gross proceeds from private placement		11,325,000	11,325,000
Proceeds of note payable to stockholder	-	590,000	590,000
Repayment of note payable to stockholder	-	(590,000)	(590,000)
Proceeds from sale of shares of common stock	-	25,000	25,000
Payment of offering costs	(170,585)	(10,729,795)	(10,900,380)
Net cash provided by financing activities	(170,585)	189,295,205	189,124,620
Net cash increase for period	1,524,860	593,281	2,118,141
Cash at beginning of period	593,281	-	-
Cash at end of period	\$ 2,118,141	\$ 593,281	\$ 2,118,141
Supplemental cash disclosure			
Interest paid	\$ -	\$ 9,163	\$ 9,163
Supplemental schedule of non-cash financing activities			
Accrual of deferred underwriting fees	\$ -	\$ 4,000,000	\$ 4,000,000
Accrual of offering costs	\$ -	\$ 170,585	

STAR MARITIME ACQUISITION CORP.
UNAUDITED PRO FORMA COMBINED BALANCE SHEET

The following unaudited pro forma combined balance sheet presents the financial position of Star Maritime as of December 31, 2006, assuming the acquisition of the vessels had been completed as of December 31, 2006. The historical financial information has been adjusted to give effect to pro forma events that are directly attributable to the Redomiciliation Merger, factually supportable, and expected to have a continuing impact on the combined results. Star Bulk was recently formed on December 13, 2006, does not have any assets or operations as of December 31, 2006, and therefore has not been included within this analysis because its results would not differ from those of Star Maritime.

We are providing the following information to aid you in your analysis of the financial aspects of the Redomiciliation Merger. We derived this information from the audited balance sheet of Star Maritime as of December 31, 2006. This information should be read together with the Star Maritime audited financial statements and related notes, and "Management's Discussion and Analysis of Financial Condition and Results of Operations" for Star Maritime and other financial information included elsewhere in this joint proxy statement/prospectus.

The unaudited pro forma combined information is for illustrative purposes only. You should not rely on the unaudited pro forma combined balance sheet as being indicative of the historical financial position that would have been achieved had the Redomiciliation Merger been consummated as of this date.

See Notes to Unaudited Pro Forma Combined Balance Sheet

UNAUDITED PRO FORMA COMBINED BALANCE SHEET
AS OF DECEMBER 31, 2006

	Star Maritime Acquisition Corp.	Pro Forma Adjustments (with no stock redemption)	Combined	Additional Pro Forma Adjustments (with 6,599,999 shares of common stock redemption)	Combined (stock redemption)
ASSETS					
CURRENT ASSETS:					
Cash and cash equivalents	2,118,141	40,000,000 (a)	1,633,398	66,843,047 (h)	1,633,398
		192,915,257 (b)		(64,679,990) (i)	
		(224,500,000) (c)		(2,163,057) (j)	
		(4,900,000) (e)			
		(4,000,000) (f)			
Investment in trust account	192,915,257	(192,915,257) (b)	-		-
Prepaid expenses and other current assets	149,647		149,647		149,647
Total current assets	195,183,045		1,783,045		1,783,045
Fixed assets, net	3,256		3,256		3,256
Vessels, net		345,200,000 (c)	345,200,000		345,200,000
Total assets	195,186,301		346,986,301		346,986,301

**LIABILITIES AND
STOCKHOLDERS'
EQUITY**
CURRENT
LIABILITIES:

Accounts payable and accrued expenses	603,520		603,520		603,520
Deferred interest on investment	2,163,057	(2,163,057) (g)	-		-
Deferred underwriting fees	4,000,000	(4,000,000) (f)	-		-
Income taxes payable	206,687		206,687		206,687
Total current liabilities	6,973,264		810,207		810,207
Long-term debt	-	40,000,000 (a)	40,000,000	66,843,047 (h)	106,843,047
Total liabilities	6,973,264		40,810,207		107,653,254

Common Stock, 6,599,999 subject to possible redemption at a redemption value of \$9.80 per share	64,679,990	(64,679,990) (d)	-		-
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Commitments					-
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**STOCKHOLDERS'
EQUITY**

Preferred stock, \$.0001 par value; authorized, 1,000,000 shares, none issued or outstanding	-		-		
Common stock, \$.0001 par value; authorized, 100,000,000 shares; 29,026,924 shares issued and outstanding (including 6,599,999 shares subject to possible redemption)	2,903	1,254 (c)			
		660 (d)	4,817	(660) (i)	4,137
Additional paid-in capital	120,441,727	120,698,746 (c)	300,919,803	(20) (k)	
		64,679,330 (d)		(64,679,330) (i)	
		(4,900,000) (e)		20 (k)	236,240,493
Earnings accumulated in the development stage	3,088,417	2,163,057 (g)	5,251,474	(2,163,057) (j)	3,088,417
	-				
Total stockholders' equity	123,533,047		306,176,094		239,333,047
Total liabilities and stockholders' equity	195,186,301		346,986,301	-	346,986,301

STAR MARITIME ACQUISITION CORP.
NOTES TO UNAUDITED PRO FORMA COMBINED BALANCE SHEET
AS OF DECEMBER 31, 2006

The pro forma balance sheet reflects the acquisition of the fleet of vessels from the subsidiaries of TMT and the drawdown of the loan to partially finance that transaction as further discussed in the "Summary" section of this document. The historical balance sheet of Star Maritime at December 31, 2006 used in the preparation of the unaudited pro forma financial information has been derived from the audited balance sheet of Star Maritime at December 31, 2006. Star Bulk did not have any assets or operations as of December 31, 2006 and has therefore not been reflected in the unaudited pro forma financial information. The Redomiciliation Merger is to be accounted for as a merger of entities under common control, and as such assets will continue to be recorded at their historical cost.

Separate pro forma balance sheets have been presented for the following circumstances (1) that no Star Maritime stockholders exercise their right to have their shares redeemed upon the consummation of the Redomiciliation Merger and (2) that holders of 6,599,999 shares of Star Maritime common stock elect to have their shares redeemed upon the consummation of the Redomiciliation Merger at the redemption value of \$9.80 per share, based on the amount held in the Star Maritime trust fund, plus interest income to date thereon, at December 31, 2006.

Descriptions of the adjustments included in the unaudited pro forma balance sheets are as follows:

- (a) Reflects the drawdown of the loan of \$40,000,000 under the credit facility described in "Acquisition Financing". Star Bulk has received indication letters from international shipping lenders that will, subject to the approval of the Agreement and Plan of Merger, provide Star Bulk with a credit facility of up to \$120,000,000 with an eight-year term and secured by five of the eight drybulk carriers that Star Bulk has agreed to acquire from TMT. Star Bulk intends to draw down \$40,000,000 under the credit facility on the effective date of the Redomiciliation Merger to fund a portion of the cash consideration of the aggregate purchase price of in the initial fleet. The remaining funds under the credit facility may be used to replace funds from our Trust Account used to pay costs relating to the redemption of Star Maritime stockholders who vote against the Redomiciliation Merger and elect to redeem their shares. Any excess un-drawn funds under the credit facility may be used for additional vessel acquisitions and to provide working capital.
- (b) To transfer the total Investment in trust account balance to the operating cash account.
- (c) Reflects the purchase of Star Maritime's acquisition of eight drybulk carriers from certain subsidiaries of TMT for an aggregate purchase price of \$345.2 million consisting of \$224.5 million payable in cash and \$120.7 million payable in 12,537,645 common shares of Star Bulk.
- (d) In conjunction with the Redomiciliation Merger, all non-redeemed common stock forfeits redemption rights.
- (e) To record transaction costs comprised of: advisor fees of \$2.8 million, legal fees of \$1.1 million, \$0.7 million in accounting fees and other fees of \$0.3 million.
- (f) To reflect payment of underwriters' deferred compensation, related to services provided in connection with Star Maritime's Initial Public Offering in December 2005.
- (g) To record interest on Trust Account previously deferred.
- (h) To drawdown an additional \$66.8 million under the Company's credit facility of up to \$120 million to replace funds from the Trust Account used for the payment of redemption value and deferred interest to investors.

- (i) Reflects the redemption of 32.99% of Star Maritime shares of common stock issued in the Company's Initial Public Offering ("IPO shares"), at December 31, 2006 redemption value of \$9.80 per share. The number of shares assumed redeemed, 6,599,999, is based on 32.99% of the IPO shares outstanding prior to the Redomiciliation Merger and represents the maximum number of shares that may be redeemed without precluding the consummation of the Redomiciliation Merger.
- (j) To reflect the payment of interest earned by the redeeming shareholders.
- (k) Reflects the 200,000 common shares certain of our officers and directors have agreed to surrender for cancellation upon the consummation of a business combination in the event public stockholders exercise their right to have Star Maritime redeem their shares for cash.

MARKET PRICE AND DIVIDEND INFORMATION

Star Maritime's units commenced trading on the American Stock Exchange under the symbol "SEAU," on December 16, 2005. Effective on February 27, 2006, Star Maritime's common stock and warrants began to trade separately under the symbols "SEA," and "SEA.WS", respectively, and the units ceased trading. The closing high and low sales prices of Star Maritime's units, common stock, and warrants as reported by the American Stock Exchange, for the quarters indicated are as follows

	Units		Common Stock		Warrants	
	High	Low	High	Low	High	Low
2005:						
Fourth Quarter (December 16 to December 31)	\$10.00	\$9.82	NA	NA	NA	NA
2006:						
First Quarter (January 1 to February 27) ¹	\$10.25	\$9.84	NA	NA	NA	NA
First Quarter (February 27 to March 31)	NA	NA	\$9.92	\$9.62	\$1.25	\$0.87
Second Quarter (April 1 to June 30)	NA	NA	\$10.16	\$9.47	\$1.20	\$0.87
Third Quarter (July 1 to September 31)	NA	NA	\$9.74	\$9.45	\$1.06	\$0.70
Fourth Quarter (October 1 to December 31)	NA	NA	\$9.90	\$9.60	\$0.84	\$0.55
2007:						
First Quarter (January 1 to January 16) ²	NA	NA	\$9.93	\$9.87	\$0.87	\$0.72
First Quarter (January 17 to March 9)	NA	NA	\$10.02	\$9.86	\$1.72	\$0.72

¹ Star Maritime's units ceased trading on February 27, 2006. Star Maritime's common stock and warrants commenced trading separately as of this date.

² The last full trading day prior to the announcement of a proposal for a business combination involving Star Bulk.

As of March 9, 2007, there were nine stockholders of record of Star Maritime common stock and five holders of record of Star Maritime warrants. Such numbers do not include beneficial owners holding shares or warrants through nominee names.

Star Maritime is a blank check company and as a result, has never declared or paid any dividends on its common stock.

Stockholders are urged to obtain a current market quotation for Star Maritime securities.

Star Bulk's securities are not currently listed and do not trade on any stock exchange. Star Bulk expects to apply to list its common stock and warrants on the Nasdaq Global Market under the symbols "SBLK" and "SBLKW" respectively. Star Bulk is recently formed company and no dividends have been paid on any Star Bulk securities.

RISK FACTORS

You should consider carefully the following risk factors, as well as the other information set forth in this joint proxy statement/prospectus, before making a decision on the Redomiciliation Merger. Some of the following risks relate principally to the industry in which Star Bulk, as the surviving corporation, will operate and its business in general. Any of the risk factors could significantly and negatively affect Star Bulk's business, financial condition or operating results. The risks and uncertainties described below are not the only ones Star Bulk faces. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also impair Star Bulk's business operations.

Company Risk Factors Relating to the Surviving Corporation

Star Bulk has no operating history and may not operate profitably in the future.

Star Bulk was formed December 13, 2006. Star Bulk has entered into agreements to acquire eight drybulk carriers and expects to take delivery of the vessels within sixty days following the effective date of the Redomiciliation Merger. However, Star Bulk has no operating history. Its financial statements do not provide a meaningful basis for you to evaluate its operations and ability to be profitable in the future. Star Bulk may not be profitable in the future.

Star Bulk's senior executive officers and directors may not be able to organize and manage a publicly traded operating company.

Only one of Star Bulk's senior executive officers or directors have previously organized and managed a publicly traded operating company, and Star Bulk's senior executive officers and directors may not be successful in doing so. The demands of organizing and managing a publicly traded operating company are much greater as compared to a private or blank check company and some of Star Bulk's senior executive officers and directors may not be able to meet those increased demands.

If any of the eight drybulk carriers in Star Bulk's fleet are not delivered on time or delivered with significant defects, Star Bulk's proposed business, results of operations and financial condition could suffer.

Star Bulk has entered into separate memoranda of agreement with wholly-owned subsidiaries of TMT to acquire the eight drybulk carriers in its initial fleet. Star Bulk expects that the eight drybulk carriers will be delivered to it within sixty days following the effective date of the Redomiciliation Merger. A delay in the delivery of any of these vessels to Star Bulk or the failure of TMT to deliver a vessel at all could adversely affect Star Bulk's business, results of operations and financial condition. The delivery of these vessels could be delayed or certain events may arise which could result in Star Bulk not taking delivery of a vessel, such as a total loss of a vessel, a constructive loss of a vessel, or substantial damage to a vessel prior to delivery. In addition, the delivery of any of these vessels with substantial defects could have similar consequences.

If Star Bulk fails to manage its planned growth properly, it may not be able to successfully expand its fleet.

Star Bulk intends to continue to expand its fleet. Star Bulk's growth will depend on:

- locating and acquiring suitable vessels;
- identifying and consummating acquisitions or joint ventures;
- integrating any acquired vessels successfully with its existing operations;

- enhancing its customer base;
- managing its expansion; and

- obtaining required financing.

Growing any business by acquisition presents numerous risks such as undisclosed liabilities and obligations, difficulty experienced in obtaining additional qualified personnel and managing relationships with customers and suppliers and integrating newly acquired operations into existing infrastructures. Star Bulk may not be successful in executing its growth plans and may incur significant expenses and losses.

Star Bulk's loan agreements may contain restrictive covenants that may limit its liquidity and corporate activities.

The new senior secured credit facility that Star Bulk expects to enter into and any future loan agreements may impose operating and financial restrictions on it. These restrictions may limit its ability to:

- incur additional indebtedness;
- create liens on its assets;
- sell capital stock of its subsidiaries;
- make investments;
- engage in mergers or acquisitions;
- pay dividends;
- make capital expenditures;
- change the management of its vessels or terminate or materially amend the management agreement relating to each vessel; and
- sell its vessels.

Therefore, Star Bulk may need to seek permission from its lenders in order to engage in some important corporate actions. The lenders' interests may be different from those of Star Bulk, and Star Bulk cannot guarantee that it will be able to obtain the lenders' permission when needed. This may prevent Star Bulk from taking actions that are in its best interest.

Servicing future debt would limit funds available for other purposes.

Star Bulk expects to incur up to \$40,000,000 of indebtedness in connection with the purchase of the vessels in the initial fleet and may also incur additional secured debt to finance the acquisition of additional vessels. Star Bulk may also incur up to an additional \$70,000,000 of indebtedness to replace funds from our Trust Account that have been utilized to cover the cost of redeeming stockholders of Star Maritime. Star Bulk may be required dedicate a portion of its cash flow from operations to pay the principal and interest on its debt. These payments limit funds otherwise available for working capital expenditures and other purposes, including payment of dividends. If Star Bulk is unable to service its debt, it could have a material adverse effect on Star Bulk's financial condition and results of operations.

Star Bulk's ability to obtain additional debt financing may be dependent on the performance and the creditworthiness of its charterers.

The actual or perceived credit quality of Star Bulk's future charterers, and any defaults by them, may materially affect its ability to obtain the additional debt financing that Star Bulk may require to purchase additional vessels or may significantly increase its costs of obtaining such financing. Star Bulk's inability to obtain additional financing at all or at a higher than anticipated cost may materially affect its results of operations and its ability to implement its business strategy.

In the highly competitive international drybulk shipping industry, Star Bulk may not be able to compete for charters with new entrants or established companies with greater resources.

Star Bulk will employ its vessels in a highly competitive market that is capital intensive and highly fragmented. Competition arises primarily from other vessel owners, some of whom have substantially greater resources than Star Bulk. Competition for the transportation of drybulk cargoes can be intense and depends on price, location, size, age, condition and the acceptability of the vessel and its managers to the charterers. Due in part to the highly fragmented market, competitors with greater resources could operate larger fleets through consolidations or acquisitions that may be able to offer better prices and fleets.

Star Bulk may be unable to attract and retain key management personnel and other employees in the shipping industry, which may negatively affect the effectiveness of its management and its results of operations.

Star Bulk's success will depend to a significant extent upon the abilities and efforts of its management team. Star Bulk has only two employees, its Chief Executive Officer and Chief Financial Officer. Star Bulk's wholly-owned subsidiary, Star Bulk Management Inc., or Star Bulk Management, plans to hire additional employees following the Redomiciliation Merger to perform the day to day management of the vessels in the initial fleet. Star Bulk Management does not currently have any employees. Star Bulk's success will depend upon its ability to retain key members of its management team and the ability of Star Bulk Management to recruit and hire suitable employees. The loss of any of these individuals could adversely affect Star Bulk's business prospects and financial condition. Difficulty in hiring and retaining personnel could adversely affect Star Bulk's results of operations. Star Bulk does not intend to maintain "key man" life insurance on any of its officers.

As Star Bulk commences its business, it will need to implement its operations and financial systems and hire new vessel staff; if it cannot implement these systems or recruit suitable employees, its performance may be adversely affected.

Star Bulk's operating and financial systems may not be adequate as it commences operations, and its attempts to implement those systems may be ineffective. In addition, as Star Bulk expands its fleet, it will have to rely on its wholly-owned subsidiary, Star Bulk Management Inc., to recruit suitable additional seafarers and shoreside administrative and management personnel. Star Bulk cannot assure you that Star Bulk Management will be able to continue to hire suitable employees as Star Bulk expands its fleet. If Star Bulk Management's unaffiliated crewing agent encounters business or financial difficulties, Star Bulk may not be able to adequately staff its vessels. If Star Bulk is unable to operate its financial and operations systems effectively or to recruit suitable employees, its performance may be materially adversely affected.

Risks involved with operating ocean going vessels could affect Star Bulk's business and reputation, which would adversely affect its revenues.

The operation of an ocean-going vessel carries inherent risks. These risks include the possibility of:

- crew strikes and/or boycotts;
- marine disaster;
- piracy;
- environmental accidents;
- cargo and property losses or damage; and

· business interruptions caused by mechanical failure, human error, war, terrorism, political action in various countries or adverse weather conditions.

Any of these circumstances or events could increase Star Bulk's costs or lower its revenues.

Star Bulk's vessels may suffer damage and it may face unexpected drydocking costs, which could affect its cash flow and financial condition.

If Star Bulk's vessels suffer damage, they may need to be repaired at a drydocking facility. The costs of drydock repairs are unpredictable and can be substantial. Star Bulk may have to pay drydocking costs that its insurance does not cover. The loss of earnings while these vessels are being repaired and reconditioned, as well as the actual cost of these repairs, would decrease its earnings.

Purchasing and operating secondhand vessels may result in increased operating costs and vessel off-hire, which could adversely affect Star Bulk's earnings.

Star Bulk's inspection of secondhand vessels prior to purchase does not provide it with the same knowledge about their condition and cost of any required (or anticipated) repairs that it would have had if these vessels had been built for and operated exclusively by Star Bulk. Generally, Star Bulk will not receive the benefit of warranties on secondhand vessels.

In general, the costs to maintain a vessel in good operating condition increase with the age of the vessel. Older vessels are typically less fuel efficient and more costly to maintain than more recently constructed vessels. Cargo insurance rates increase with the age of a vessel, making older vessels less desirable to charterers.

Governmental regulations, safety or other equipment standards related to the age of vessels may require expenditures for alterations, or the addition of new equipment, to Star Bulk's vessels and may restrict the type of activities in which the vessels may engage. Star Bulk cannot assure you that, as Star Bulk's vessels age, market conditions will justify those expenditures or enable it to operate its vessels profitably during the remainder of their useful lives.

Star Bulk's worldwide operations will expose it to global risks that may interfere with the operation of its vessels.

Star Bulk is expected to primarily conduct its operations worldwide. Changing economic, political and governmental conditions in the countries where Star Bulk is engaged in business or where Star Bulk's vessels are registered will affect Star Bulk's operations. In the past, political conflicts, particularly in the Arabian Gulf, resulted in attacks on vessels, mining of waterways and other efforts to disrupt shipping in the area. Acts of terrorism and piracy have also affected vessels trading in regions such as the South China Sea. The likelihood of future acts of terrorism may increase, and Star Bulk's vessels may face higher risks of being attacked. In addition, future hostilities or other political instability in regions where Star Bulk's vessels trade could have a material adverse effect on its trade patterns and adversely affect its operations and performance.

Star Bulk may not have adequate insurance to compensate it if it loses its vessels.

Star Bulk is expected to procure hull and machinery insurance, protection and indemnity insurance, which includes environmental damage and pollution insurance coverage and war risk insurance for its fleet. Star Bulk does not expect to maintain for all of its vessels insurance against loss of hire, which covers business interruptions that result from the loss of use of a vessel. Star Bulk may not be adequately insured against all risks. Star Bulk may not be able to obtain adequate insurance coverage for its fleet in the future. The insurers may not pay particular claims. Star Bulk's insurance policies may contain deductibles for which it will be responsible and limitations and exclusions which may increase its costs or lower its revenue. Moreover, Star Bulk cannot assure that the insurers will not default on any

claims they are required to pay. If Star Bulk's insurance is not enough to cover claims that may arise, the deficiency may have a material adverse effect on Star Bulk's financial condition and results of operations.

Star Bulk is incorporated in the Republic of the Marshall Islands, which does not have a well-developed body of corporate law.

Star Bulk's corporate affairs are governed by its Articles of Incorporation and By-laws and by the Marshall Islands Business Corporations Act or BCA. The provisions of the BCA resemble provisions of the corporation laws of a number of states in the United States. However, there have been few judicial cases in the Republic of the Marshall Islands interpreting the BCA. The rights and fiduciary responsibilities of directors under the law of the Republic of the Marshall Islands are not as clearly established as the rights and fiduciary responsibilities of directors under statutes or judicial precedent in existence in certain United States jurisdictions. Shareholder rights may differ as well. While the BCA does specifically incorporate the non-statutory law, or judicial case law, of the State of Delaware and other states with substantially similar legislative provisions, public shareholders may have more difficulty in protecting their interests in the face of actions by the management, directors or controlling shareholders than would shareholders of a corporation incorporated in a United States jurisdiction.

Because Star Bulk is incorporated under the laws of the Marshall Islands, it may be difficult to serve Star Bulk with legal process or enforce judgments against Star Bulk, its directors or its management.

Star Bulk is incorporated under the laws of the Republic of the Marshall Islands, and all of its assets are located outside of the United States. Star Bulk's business will be operated primarily from its offices in Athens, Greece. In addition, Star Bulk's directors and officers generally are or will be non-residents of the United States, and all or a substantial portion of the assets of these non-residents are located outside the United States. As a result, it may be difficult or impossible for you to bring an action against Star Bulk or against these individuals in the United States if you believe that your rights have been infringed under securities laws or otherwise. Even if you are successful in bringing an action of this kind, the laws of the Marshall Islands and of other jurisdictions may prevent or restrict you from enforcing a judgment against Star Bulk's assets or the assets of its directors and officers. For more information regarding the relevant laws of the Marshall Islands, please read "Enforceability of Civil Liabilities."

There is a risk that Star Bulk could be treated as a U.S. domestic corporation for U.S. federal income tax purposes after the Redomiciliation Merger

Section 7874(b) of the Code provides that, unless certain requirements are satisfied, a corporation organized outside the United States which acquires substantially all of the assets of a corporation organized in the United States will be treated as a U.S. domestic corporation for U.S. federal income tax purposes if shareholders of the U.S. corporation whose assets are being acquired own at least 80 percent of the non-U.S. acquiring corporation after the acquisition. If Section 7874(b) of the Code were to apply to Star Maritime and the Redomiciliation Merger, then, among other consequences, Star Bulk, as the surviving entity of the Redomiciliation Merger, would be subject to U.S. federal income tax as a U.S. domestic corporation on its worldwide income after the Redomiciliation Merger. The Redomiciliation Merger has been structured so that upon completion of the Redomiciliation Merger and the concurrent issuance of stock to TMT is under the Acquisition Agreements, the stockholders of Star Maritime will own less than 80% of Star Bulk and therefore, Star Bulk should not be subject to Section 7874(b) of the Code after the Redomiciliation Merger. However, Star Maritime has not sought a ruling from the U.S. Internal Revenue Service, or the IRS, on this point. Therefore, there is no assurance that the IRS would not seek to assert that Star Bulk is subject to U.S. federal income tax on its worldwide income after the Redomiciliation Merger although Star Maritime believes that such an assertion should not be successful.

Star Bulk may have to pay tax on United States source income, which would reduce its earnings.

Under the Code, 50% of the gross shipping income of a vessel owning or chartering corporation, such as Star Bulk and its subsidiaries, that is attributable to transportation that begins or ends, but that does not both begin and end, in the United States is characterized as U.S. source shipping income and such income is subject to a 4% U.S. federal

income tax without allowance for deduction, unless that corporation qualifies for exemption from tax under Section 883 of the Code and the Treasury regulations promulgated thereunder.

Star Bulk expects that it and each of its subsidiaries will qualify for this statutory tax exemption and Star Bulk will take this position for U.S. federal income tax return reporting purposes. However, there are factual circumstances beyond our control that could cause Star Bulk to lose the benefit of this tax exemption and thereby become subject to U.S. federal income tax on Star Bulk's U.S. source income.

If Star Bulk or its subsidiaries are not entitled to this exemption under Section 883 for any taxable year, Star Bulk or its subsidiaries would be subject for those years to a 4% U.S. federal income tax on its U.S.-source shipping income. The imposition of this taxation could have a negative effect on Star Bulk's business and would result in decreased earnings.

U.S. tax authorities could treat Star Bulk as a "passive foreign investment company," which could have adverse U.S. federal income tax consequences to U.S. holders.

A foreign corporation will be treated as a "passive foreign investment company," or PFIC, for U.S. federal income tax purposes if either (1) at least 75% of its gross income for any taxable year consists of certain types of "passive income" or (2) at least 50% of the average value of the corporation's assets produce or are held for the production of those types of "passive income." For purposes of these tests, "passive income" includes dividends, interest, and gains from the sale or exchange of investment property and rents and royalties other than rents and royalties which are received from unrelated parties in connection with the active conduct of a trade or business. For purposes of these tests, income derived from the performance of services does not constitute "passive income." U.S. shareholders of a PFIC may be subject to a disadvantageous U.S. federal income tax regime with respect to the income derived by the PFIC, the distributions they receive from the PFIC and the gain, if any, they derive from the sale or other disposition of their shares in the PFIC.

Based on Star Bulk's proposed method of operation, Star Bulk does not believe that it will be a PFIC with respect to any taxable year. In this regard, Star Bulk intends to treat the gross income it will derive or will be deemed to derive from its time chartering activities as services income, rather than rental income. Accordingly, Star Bulk believes that its income from its time chartering activities will not constitute "passive income," and the assets that it will own and operate in connection with the production of that income will not constitute passive assets.

There is, however, no direct legal authority under the PFIC rules addressing Star Bulk's proposed method of operation. Accordingly, no assurance can be given that the U.S. Internal Revenue Service, or the IRS, or a court of law will accept our position, and there is a risk that the IRS or a court of law could determine that Star Bulk is a PFIC. Moreover, no assurance can be given that Star Bulk would not constitute a PFIC for any future taxable year if there were to be changes in the nature and extent of its operations.

If the IRS were to find that Star Bulk is or has been a PFIC for any taxable year, its U.S. shareholders will face adverse U.S. tax consequences. Under the PFIC rules, unless those shareholders make an election available under the Code (which election could itself have adverse consequences for such shareholders), such shareholders would be liable to pay U.S. federal income tax at the then highest income tax rates on ordinary income plus interest upon excess distributions and upon any gain from the disposition of Star Bulk's common shares, as if the excess distribution or gain had been recognized ratably over the shareholder's holding period of Star Bulk's common shares.

Star Bulk cannot assure you that it will pay dividends.

Star Bulk's intention is to pay quarterly dividends as described in "Star Bulk's Dividend Policy." However, Star Bulk may incur other expenses or liabilities that would reduce or eliminate the cash available for distribution as dividends. Star Bulk's loan agreements, including the credit facility agreement that Star Bulk expects to enter into, may also prohibit or restrict the declaration and payment of dividends under some circumstances.

In addition, the declaration and payment of dividends will be subject at all times to the discretion of Star Bulk's board of directors. The timing and amount of dividends will depend on Star Bulk's earnings, financial condition, cash requirements and availability, fleet renewal and expansion, restrictions in its loan agreements, the provisions of Marshall Islands law affecting the payment of dividends and other factors. Marshall Islands law generally prohibits the payment of dividends other than from surplus or while a company is insolvent or would be rendered insolvent

upon the payment of such dividends, or if there is no surplus, dividends may be declared or paid out of net profits for the fiscal year in which the dividend is declared and for the preceding fiscal year. Star Bulk may not pay dividends in the anticipated amounts and frequency set forth in this joint proxy statement/prospectus or at all.

Star Bulk is a holding company, and will depend on the ability of its subsidiaries to distribute funds to it in order to satisfy its financial obligations or to make dividend payments.

Star Bulk is a holding company and its subsidiaries, all of which are, or upon their formation will be, wholly-owned by it either directly or indirectly, will conduct all of Star Bulk's operations and own all of Star Bulk's operating assets. Star Bulk will have no significant assets other than the equity interests in its wholly-owned subsidiaries. As a result, Star Bulk's ability to make dividend payments depends on its subsidiaries and their ability to distribute funds to Star Bulk. If Star Bulk is unable to obtain funds from its subsidiaries, Star Bulk's board of directors may exercise its discretion not to pay dividends.

Servicing future debt would limit funds available for other purposes such as the payment of dividends.

To finance future fleet expansion, Star Bulk expects to incur secured debt. Star Bulk must dedicate a portion of its cash flow from operations to pay the principal and interest on its debt. These payments limit funds otherwise available for working capital, capital expenditures and other purposes. Star Bulk's need to service its debt may limit funds available for other purposes, including distributing cash to shareholders, and Star Bulk's inability to service debt could lead to acceleration of Star Bulk's debt and foreclosure on its fleet.

Star Bulk may be unable to procure financing arrangements which may affect its ability to purchase the vessels in the initial fleet.

Star Bulk has entered into agreements to acquire the eight drybulk carriers in the initial fleet for an aggregate purchase price of \$345,237,520, consisting of \$224,500,000 in cash and 12,537,645 shares of common stock of Star Bulk. Star Bulk will fund the cash consideration portion of the aggregate purchase price with funds deposited in the Trust Account that are not utilized to pay Star Maritime's stockholders who have exercised their right to redeem their shares and approximately \$40,000,000 in borrowings under a new senior secured credit facility. If Star Bulk is unable to procure financing arrangements prior to the effective date of the Redomiciliation Merger, Star Bulk may not be able to complete the purchase of all eight drybulk carriers.

Star Bulk may not be able to borrow amounts under its credit facility which may affect its ability to purchase the vessels in the initial fleet.

Star Bulk's ability to borrow amounts under its credit facility to acquire the initial fleet from TMT will be subject to the satisfaction of customary conditions precedent and compliance with terms and conditions included in the loan documents, at the discretion of the bank; also, to circumstances that may be beyond its control such as world events, economic conditions, the financial standing of the bank or its willingness to lend to shipping companies such as Star Bulk. Prior to each drawdown, Star Bulk will be required, among other things, to provide the lender with acceptable valuations of the vessels in its fleet confirming that they are sufficient to satisfy minimum security requirements. To the extent that Star Bulk is not able to satisfy these requirements, including as a result of a decline in the value of its vessels, Star Bulk may not be able to draw down the full amount under its credit facility without obtaining a waiver or consent from the lender. Star Bulk will also not be permitted to borrow amounts under the facility if it experiences a change of control.

The assumptions underlying Star Bulk's "Forecasted Cash Available for Dividends, Reserves and Extraordinary Expenses" are inherently uncertain and are subject to significant business, economic, financial, regulatory and competitive risks and uncertainties that could cause actual results to differ materially from those forecasted.

The financial forecast in Star Bulk's "Forecasted Cash Available for Dividends, Reserves and Extraordinary Expenses" has been prepared by the management of Star Bulk and Star Bulk has not received an opinion or report on it from any independent registered public accounting firm and the forecast has not been prepared in accordance with generally

accepted accounting principles. The assumptions underlying the forecast are inherently uncertain and are subject to significant business, economic, regulatory and competitive risks and uncertainties that could cause actual results to differ materially from those forecasted. If Star Bulk does not achieve the forecasted results, Star Bulk may not be able to operate profitably, successfully implement our business strategy to expand its fleet or pay dividends to its shareholders in which event the market price of Star Bulk's common shares may decline materially.

If the Redomiciliation Merger is completed, the Star Maritime warrants, which will be assumed by Star Bulk, become exercisable and you may experience dilution.

Under the terms of the Star Maritime warrants, the warrants become exercisable upon the completion of a business combination transaction. If the Redomiciliation Merger is approved, Star Maritime expects to complete the Redomiciliation Merger during the third quarter of 2007. Star Maritime has 20,000,000 warrants to purchase common stock issued and outstanding at an exercise price of \$8.00 per common share. Star Maritime warrants will become exercisable upon the effective date of the Redomiciliation Merger and as a result, you may experience dilution.

Registration rights held by Star Maritime's stockholders who purchased shares prior to the Initial Public Offering may have an adverse effect on the market price of Star Bulk's common stock.

Star Maritime's initial stockholders who purchased common stock prior to the Initial Public Offering are entitled to demand that Star Bulk register the resale of their shares at any time after they are released from escrow which, except in limited circumstances, will not be before December 21, 2008. If such stockholders exercise their registration rights with respect to all of their shares, there will be an additional 9,026,924 shares of common stock eligible for trading in the public market. In addition, the stockholders who purchased their shares in Star Maritime's Private Placement are entitled to demand the registration of the securities underlying the 1,132,500 units they purchased in the Private Placement at any time after Star Maritime announces that it has entered into a letter of intent, an agreement in principle or a definitive agreement in connection with a business combination. Star Maritime has announced Star Bulk's entry into the Acquisition Agreements on January 17, 2007. If all of these stockholders exercise their registration rights with respect to all of their shares of common stock, there will be an additional 10,159,424 shares of common stock eligible for trading in the public market. The presence of these additional shares may have an adverse effect on the market price of Star Bulk's common stock.

Star Maritime's directors and executive officers have interests in the Redomiciliation Merger that are different from yours.

In considering the recommendation of Star Maritime's directors to vote to approve the Redomiciliation Merger, you should be aware that they have agreements or arrangements that provide them with interests in the Redomiciliation Merger that differ from, or are in addition to, those of Star Maritime stockholders generally. Star Maritime's original stockholders, including its directors, are not entitled to receive any of the Initial Public Offering proceeds distributed upon liquidation of the Trust Account. Therefore, if the Redomiciliation Merger is not approved, the shares held by the Star Maritime's initial stockholders will in all probability be worthless. The personal and financial interests of the members of our board of directors and executive officers may have influenced their motivation in identifying and selecting a target business and completing a business combination timely. Consequently, their discretion in identifying and selecting a suitable target business may result in a conflict of interest when determining whether the terms, conditions and timing of a particular business combination are appropriate and in Star Maritime's stockholders' best interest.

Company Risk Factors Relating to Star Maritime Acquisition Corp.

Star Maritime will dissolve and liquidate if it does not consummate the Redomiciliation Merger, in which event its stockholders may be held liable for claims by third parties against Star Maritime to the extent of distributions received by them.

If Star Maritime does not consummate the Redomiciliation Merger or another business combination by December 21, 2007, then, pursuant to Article SIXTH of its Certificate of Incorporation, Star Maritime's officers must take all actions necessary in accordance with the Delaware General Corporation Law to dissolve and liquidate Star Maritime within 60 days of that date. Therefore, Star Maritime will dissolve and liquidate the Trust Account to its public stockholders if it does not complete the Redomiciliation Merger, or another business combination, by December 21, 2007.

Under Sections 280 through 282 of the Delaware General Corporation Law, stockholders of a corporation may be held liable for claims by third parties against the corporation to the extent of distributions received by them in a dissolution of the corporation. If a corporation complies with certain procedures intended to ensure that it makes reasonable provision for all claims against it, including a 60-day notice period during which any third-party claims can be brought against the corporation, a 90-day period during which the corporation may reject any claims brought, and an additional 150-day waiting period before any liquidating distributions are made to stockholders, any liability of stockholders with respect to a liquidating distribution is limited to the lesser of such stockholder's pro rata share of the claim or the amount distributed to the stockholder, and any liability of the stockholder would be barred after the third anniversary of the dissolution. Although Star Maritime will seek stockholder approval to liquidate the Trust Account to its public stockholders as part of a plan of dissolution and liquidation, it does not intend to comply with those procedures. In the event that Star Maritime's directors recommend, and the stockholders approve, a plan of dissolution and liquidation where it is subsequently determined that the reserve for claims and liabilities was insufficient, stockholders who received a return of funds from the Trust Account could be liable for claims made by creditors to the extent of distributions received by them. As such, Star Maritime's stockholders could potentially be liable for any claims to the extent of distributions received by them in a dissolution, and any such liability of Star Maritime stockholders will likely extend beyond the third anniversary of such dissolution. Accordingly, Star Maritime cannot assure its stockholders that third parties will not seek to recover from Star Maritime stockholders amounts owed to them by Star Maritime.

The procedures Star Maritime must follow under Delaware law if it dissolves and liquidates may result in substantial delays in the liquidation of the Trust Account to its public stockholders as part of its plan of dissolution and distribution.

If third parties bring claims against Star Maritime, the proceeds held in trust could be reduced which would result in a per-share liquidation value receivable by Star Maritime's public stockholders from the Trust Account as part of its plan of dissolution and liquidation that is less than \$10.00.

Star Maritime's placing of funds in trust may not protect those funds from third party claims against it. Although Star Maritime will seek to have most, if not all, significant creditors agree to arrangements that will involve them waiving any right, title, interest or claim of any kind in or to any monies held in the Trust Account for the benefit of its public stockholders, there is no guarantee that they will agree to such arrangements, or even if they do that they would be prevented from bringing claims against the Trust Account including, but not limited to, claims alleging fraudulent inducement, breach of fiduciary responsibility or other similar claims, as well as claim challenging the enforceability of the waiver, in each case in order to gain an advantage with a claim against Star Maritime's assets, including the funds held in the Trust Account.

Accordingly, the proceeds held in trust could be subject to claims that could take priority over the claims of Star Maritime's public stockholders, which would result in a per-share liquidation value receivable by Star Maritime's

public stockholders from funds held in the Trust Account that is less than \$10.00.

In the event that Star Maritime's board recommends and its stockholders approve a plan of dissolution and liquidation where it is subsequently determined that the reserve for claims and liabilities is insufficient, stockholders who received a return of funds from the Trust Account as part of the liquidation could be liable for claims made by creditors.

Additionally, if Star Maritime is forced to file a bankruptcy case or an involuntary bankruptcy case is filed against it which is not dismissed, the funds held in the Trust Account may be subject to applicable bankruptcy law, and may be included in Star Maritime's bankruptcy estate and subject to the claims of third parties with priority over the claims of Star Maritime's stockholders. Star Maritime's stockholders could also be required to return any distributions received by them in a dissolution as a preference or under other avoidance or recovery theories under applicable bankruptcy law. To the extent any bankruptcy claims deplete the Trust Account, Star Maritime cannot assure its public stockholders that it will be able to return the liquidation amounts due them.

If the Redomiciliation Merger or another business combination is not approved by Star Maritime's stockholders by December 21, 2007, then the funds in the Trust Account may only be distributed upon Star Maritime's dissolution.

If the Redomiciliation Merger or another business combination is not approved by Star Maritime's stockholders by December 21, 2007, then the funds held in the Trust Account may not be distributed except upon Star Maritime's dissolution. Unless and until stockholder approval to dissolve Star Maritime is obtained from Star Maritime's stockholders, the funds held in the Trust Account will not be released. Consequently, holders of a majority of Star Maritime's outstanding stock must approve the dissolution in order to receive the funds held in the Trust Account and the funds will not be available for any other corporate purpose. The procedures required for Star Maritime to liquidate under the Delaware General Corporation Law, or a vote to reject any plan of dissolution and distribution by its stockholders, may result in substantial delays in the liquidation of the Trust Account to Star Maritime's public stockholders as part of its plan of dissolution and distribution.

If Star Maritime does not consummate the Redomiciliation Merger and dissolves, payments from the Trust Account to its public stockholders may be delayed.

Star Maritime currently believes that any plan of dissolution and liquidation subsequent to December 21, 2007 would proceed in approximately the following manner:

Star Maritime's directors would, consistent with Delaware law and the obligations described in its amended and restated certificate of incorporation to dissolve, prior to the passing of the December 21, 2007 deadline, convene and adopt a specific plan of dissolution and liquidation, which it would then vote to recommend to its stockholders; at such time it would also cause to be prepared a preliminary proxy statement setting out such plan of dissolution and liquidation as well as the board's recommendation of such plan;

- upon such deadline, it would file a preliminary proxy statement with the Securities and Exchange Commission;

if the Securities and Exchange Commission does not review the preliminary proxy statement, then, approximately 10 days following the passing of such deadline, it would mail the proxy statements to its stockholders, and approximately 30 days following the passing of such deadline it would convene a meeting of stockholders, at which they would either approve or reject the plan of dissolution and liquidation; and

if the Securities and Exchange Commission does review the preliminary proxy statement, Star Maritime currently estimates that it would receive their comments approximately 30 days following the passing of such deadline. Star Maritime would mail the proxy statements to stockholders following the conclusion of the comment and review process (the length of which cannot be predicted with any certainty, and which may be substantial) and it would

convene a meeting of its stockholders at which they would either approve or reject the plan of dissolution and liquidation.

Pursuant to the terms of its certificate of incorporation, Star Maritime's powers following the expiration of the permitted time periods for consummating a business combination would automatically thereafter be limited to acts and activities relating to dissolving and winding up affairs, including liquidation. The funds held in the Trust Account may not be distributed except upon dissolution and, unless and until such approval is obtained from stockholders, the funds held in the Trust Account would not be released. Consequently, holders of a majority of Star Maritime's outstanding stock must approve the dissolution in order to receive the funds held in the Trust Account and the funds would not be available for any other corporate purpose.

The procedures required for Star Maritime to liquidate under the Delaware law, or a vote to reject any plan of dissolution and liquidation by Star Maritime's stockholders, may result in substantial delays in the liquidation of the Trust Account to Star Maritime's public stockholders as part of the plan of dissolution and liquidation.

Industry Risk Factors Relating to Star Bulk

The drybulk shipping industry is cyclical and volatile, and this may lead to reductions and volatility of charter rates, vessel values and results of operations.

The degree of charter hire rate volatility among different types of drybulk carriers has varied widely. If Star Bulk enters into a charter when charter hire rates are low, its revenues and earnings will be adversely affected. In addition, a decline in charter hire rates likely will cause the value of the vessels that Star Bulk will own, to decline. Star Bulk cannot assure you that we will be able to successfully charter its vessels in the future at rates sufficient to allow it to operate its business profitably or meet its obligations. The factors affecting the supply and demand for drybulk carriers are outside of Star Bulk's control and are unpredictable. The nature, timing, direction and degree of changes in drybulk shipping market conditions are also unpredictable.

Factors that influence demand for seaborne transportation of cargo include:

- demand for and production of drybulk products;
- the distance cargo is to be moved by sea;
- global and regional economic and political conditions;
- environmental and other regulatory developments; and
- changes in seaborne and other transportation patterns, including changes in the distances over which cargo is transported due to geographic changes in where commodities are produced and cargoes are used.

The factors that influence the supply of vessel capacity include:

- the number of newbuilding deliveries;
- the scrapping rate of older vessels;
- vessel casualties;
- price of steel;
- number of vessels that are out of service;
- changes in environmental and other regulations that may limit the useful life of vessels; and
- port or canal congestion.

Star Bulk anticipates that the future demand for its vessels will be dependent upon continued economic growth in the world's economies, including China and India, seasonal and regional changes in demand, changes in the capacity of the world's drybulk carrier fleet and the sources and supply of cargo to be transported by sea. If the global vessel capacity increases in the drybulk shipping market, but the demand for vessel capacity in this market does not increase or increases at a slower rate, the charter rates could materially decline. Adverse economic, political, social or other developments could have a material adverse effect on our business, financial condition, results of operations and ability to pay dividends.

Charter rates in the drybulk shipping market are at historically high levels and future growth will depend on continued economic growth in the world economy that exceeds growth in vessel capacity.

Charter rates for the drybulk carriers recently have been at historically high levels. Star Bulk anticipates that future demand for its vessels, and in turn future charter rates, will be dependent upon continued economic growth in the world's economy, particularly in China and India, as well as seasonal and regional changes in demand and changes in the capacity of the world's fleet. According to Drewry Shipping Consultants Limited, or Drewry, the world's drybulk carrier fleet is expected to increase in 2007 as a result of substantial scheduled deliveries of newly constructed vessels and low forecasts for scrapping of existing vessels. Continued economic growth in the world economy that exceeds growth in vessel capacity will be necessary to sustain current charter rates. There can be no assurance that economic growth will not decline or that vessel scrapping will occur at an even lower rate than forecasted. A decline in charter rates could have a material adverse effect on Star Bulk's business, financial condition and results of operations.

An economic slowdown in the Asia Pacific region could have a material adverse effect on Star Bulk's business, financial position and results of operations

A significant number of the port calls made by Star Bulk's vessels may involve the loading or discharging of raw materials and semi-finished products in ports in the Asia Pacific region. As a result, a negative change in economic conditions in any Asia Pacific country, but particularly in China or India, may have an adverse effect on Star Bulk's future business, financial position and results of operations, as well as its future prospects. In particular, in recent years, China has been one of the world's fastest growing economies in terms of gross domestic product. Star Bulk cannot assure you that such growth will be sustained or that the Chinese economy will not experience contraction in the future. Moreover, any slowdown in the economies of the United States, the European Union or certain Asian countries may adversely effect economic growth in China and elsewhere. Star Bulk's business, financial position and results of operations, as well as its future prospects, will likely be materially and adversely affected by an economic downturn in any of these countries.

Star Bulk may become dependent on spot charters in the volatile shipping markets.

Star Bulk may employ one or more of its vessels on spot charters, including when time charters on vessels expire. The spot charter market is highly competitive and rates within this market are subject to volatile fluctuations, while longer-term period time charters provide income at pre-determined rates over more extended periods of time. If Star Bulk decides to spot charter its vessels, there can be no assurance that Star Bulk will be successful in keeping all its vessels fully employed in these short-term markets or that future spot rates will be sufficient to enable its vessels to be operated profitably. A significant decrease in charter rates could affect the value of Star Bulk's fleet and could adversely affect its profitability and cash flows with the result that its ability to pay debt service to its lenders and dividends to its shareholders could be impaired.

Star Bulk's operating results will be subject to seasonal fluctuations, which could affect its operating results and the amount of available cash with which Star Bulk can pay dividends.

Star Bulk will operate its vessels in markets that have historically exhibited seasonal variations in demand and, as a result, in charter hire rates. This seasonality may result in quarter to quarter volatility in its operating results, which could affect the amount of dividends that Star Bulk pays to its shareholders from quarter to quarter. The drybulk carrier market is typically stronger in the fall and winter months in anticipation of increased consumption of coal and other raw materials in the northern hemisphere during the winter months. In addition, unpredictable weather patterns in these months tend to disrupt vessel scheduling and supplies of certain commodities. As a result, revenues of drybulk carrier operators in general have historically been weaker during the fiscal quarters ended June 30 and September 30, and, conversely, been stronger in fiscal quarters ended December 31 and March 31. This seasonality may materially affect Star Bulk's operating results and cash available for dividends.

Star Bulk will be subject to regulation and liability under environmental laws that could require significant expenditures and affect its cash flows and net income.

Star Bulk's business and the operation of its vessels will be materially affected by government regulation in the form of international conventions, national, state and local laws and regulations in force in the jurisdictions in which its vessels operate, as well as in the country or countries of their registration. Because such conventions, laws, and regulations are often revised, Star Bulk cannot predict the ultimate cost of complying with such conventions, laws and regulations or the impact thereof on the resale prices or useful lives of its vessels. Additional conventions, laws and regulations may be adopted which could limit Star Bulk's ability to do business or increase the cost of its doing business and which may materially and adversely affect its operations. Star Bulk will be required by various governmental and quasi-governmental agencies to obtain certain permits, licenses and certificates with respect to its operations.

The operation of Star Bulk's vessels is affected by the requirements set forth in the United Nations' International Maritime Organization's International Management Code for the Safe Operation of Ships and Pollution Prevention, or ISM Code. The ISM Code requires shipowners, ship managers and bareboat charterers to develop and maintain an extensive "Safety Management System" that includes the adoption of a safety and environmental protection policy setting forth instructions and procedures for safe operation and describing procedures for dealing with emergencies. The failure of a shipowner or bareboat charterer to comply with the ISM Code may subject it to increased liability, may invalidate existing insurance or decrease available insurance coverage for the affected vessels and may result in a denial of access to, or detention in, certain ports. Each of Star Bulk's vessels will be ISM code-certified but we cannot assure that such certificate will be maintained indefinitely.

Star Bulk expects to maintain, for each of its vessels, pollution liability coverage insurance in the amount of \$1 billion per incident. If the damages from a catastrophic incident exceeded Star Bulk's insurance coverage, it could have a material adverse effect on Star Bulk's financial condition and results of operations.

The operation of drybulk carriers has particular operational risks which could affect our earnings and cash flow.

The operation of certain ship types, such as drybulk carriers, has certain particular risks. With a drybulk carrier, the cargo itself and its interaction with the vessel can be an operational risk. By their nature, drybulk cargoes are often heavy, dense, easily shifted, and react badly to water exposure. In addition, drybulk carriers are often subjected to battering treatment during unloading operations with grabs, jackhammers (to pry encrusted cargoes out of the hold) and small bulldozers. This treatment may cause damage to the vessel. Vessels damaged due to treatment during unloading procedures may be more susceptible to breach while at sea. Hull breaches in drybulk carriers may lead to the flooding of the vessels' holds. If a drybulk carrier suffers flooding in its forward holds, the bulk cargo may become so dense and waterlogged that its pressure may buckle the vessel's bulkheads leading to the loss of a vessel. If Star Bulk is unable to adequately maintain its vessels, it may be unable to prevent these events. Any of these circumstances or events could negatively impact Star Bulk's business, financial condition, results of operations and ability to pay dividends. In addition, the loss of any of its vessels could harm Star Bulk's reputation as a safe and reliable vessel owner and operator.

If any of Star Bulk's vessels fails to maintain its class certification and/or fails any annual survey, intermediate survey, drydocking or special survey, it could have a material adverse impact on Star Bulk's financial condition and results of operations.

The hull and machinery of every commercial vessel must be classed by a classification society authorized by its country of registry. The classification society certifies that a vessel is safe and seaworthy in accordance with the applicable rules and regulations of the country of registry of the vessel and the Safety of Life at Sea Convention or SOLAS. Star Bulk's vessels are expected to be classed with one or more classification societies that are members of

the International Association of Classification Societies.

A vessel must undergo annual surveys, intermediate surveys, drydockings and special surveys. In lieu of a special survey, a vessel's machinery may be on a continuous survey cycle, under which the machinery would be surveyed periodically over a five-year period. Star Bulk's vessels are expected to be on special survey cycles for hull inspection and continuous survey cycles for machinery inspection. Every vessel will also be required to be drydocked every two to three years for inspection of the underwater parts of such vessel.

If any vessel does not maintain its class and/or fails any annual survey, intermediate survey, drydocking or special survey, the vessel will be unable to carry cargo between ports and will be unemployable and uninsurable. Any such inability to carry cargo or be employed, or any such violation of covenants, could have a material adverse impact on Star Bulk's financial condition and results of operations.

Maritime claimants could arrest Star Bulk's vessels, which could interrupt its cash flow.

Crew members, suppliers of goods and services to a vessel, shippers of cargo and other parties may be entitled to a maritime lien against that vessel for unsatisfied debts, claims or damages. In many jurisdictions, a maritime lienholder may enforce its lien by arresting a vessel through foreclosure proceedings. The arresting or attachment of one or more of Star Bulk's vessels could interrupt its cash flow and require it to pay large sums of funds to have the arrest lifted which would have a material adverse effect on Star Bulk's financial condition and results of operations. In addition, in some jurisdictions, such as South Africa, under the "sister ship" theory of liability, a claimant may arrest both the vessel which is subject to the claimant's maritime lien and any "associated" vessel, which is any vessel owned or controlled by the same owner. Claimants could try to assert "sister ship" liability against one of Star Bulk's vessels for claims relating to another of its vessels.

Governments could requisition Star Bulk's vessels during a period of war or emergency, resulting in loss of earnings.

A government could requisition for title or seize Star Bulk's vessels. Requisition for title occurs when a government takes control of a vessel and becomes the owner. Also, a government could requisition Star Bulk's vessels for hire. Requisition for hire occurs when a government takes control of a vessel and effectively becomes the charterer at dictated charter rates. Generally, requisitions occur during a period of war or emergency. Government requisition of one or more of Star Bulk's vessels could have a material adverse effect on Star Bulk's financial condition and results of operations.

World events outside Star Bulk's control may negatively affect its operations and financial condition.

Terrorist attacks such as the attacks on the United States on September 11, 2001, the bombings in Spain on March 11, 2004 and in London on July 7, 2005, and the continuing response of the United States to these attacks, as well as the threat of future terrorist attacks, continue to cause uncertainty in the world financial markets and may affect Star Bulk's business, results of operations and financial condition. The continuing conflict in Iraq may lead to additional acts of terrorism and armed conflict around the world, which may contribute to further economic instability in the global financial markets. These uncertainties could also have a material adverse effect on Star Bulk's ability to obtain additional financing on terms acceptable to it or at all. In the past, political conflicts have also resulted in attacks on vessels, mining of waterways and other efforts to disrupt international shipping, particularly in the Arabian Gulf region. Acts of terrorism and piracy have also affected vessels trading in regions such as the South China Sea. Any of these occurrences could have a material adverse impact on our operating results, revenues and costs.

Terrorist attacks may also negatively affect Star Bulk's operations and financial condition and directly impact its vessels or its customers. Future terrorist attacks could result in increased volatility of the financial markets in the United States and globally and could result in an economic recession in the United States or the world. Any of these occurrences could have a material adverse impact on Star Bulk's financial condition and costs.

Risks Factors Relating to the Redomiciliation Merger

There may not be an active market for Star Bulk's common stock or warrants, which may cause its common stock or warrants to trade at a discount and make it difficult to sell your common stock or warrants.

Prior to the Redomiciliation Merger, there has been no public market for Star Bulk's common stock or warrants. Star Bulk cannot assure you that an active trading market for Star Bulk's common stock or warrants will develop or be sustained after the Redomiciliation Merger or that the price of Star Bulk's common stock or warrants in the public market will reflect its actual financial performance.

The price of Star Bulk's shares after the Redomiciliation Merger may be volatile.

The price of Star Bulk's shares after the Redomiciliation Merger may be volatile, and may fluctuate due to factors such as:

- actual or anticipated fluctuations in quarterly and annual results;
- limited operating history;
- mergers and strategic alliances in the shipping industry;
- market conditions in the industry;
- changes in government regulation;
- fluctuations in Star Bulk's quarterly revenues and earnings and those of its publicly held competitors;
- shortfalls in Star Bulk's operating results from levels forecasted by securities analysts;
- announcements concerning Star Bulk or its competitors; and
- the general state of the securities markets.

The international drybulk shipping industry has been highly unpredictable and volatile. The market for common shares in this industry may be equally volatile.

Star Bulk may choose to redeem its outstanding warrants at a time that is disadvantageous to warrant holders.

Star Bulk may redeem the warrants issued as a part of the units in Star Maritime's Initial Public Offering that will be assumed by Star Bulk in the Redomiciliation Merger at any time after the warrants become exercisable, in whole and not in part, at a price of \$.01 per warrant, upon a minimum of 30 days prior written notice of redemption, if and only if, the last sales price of Star Bulk's common stock equals or exceeds \$14.25 per share for any 20 trading days within a 30 trading day period ending three business days before the notice of redemption is sent. Redemption of the warrants could force the warrant holders to (i) exercise the warrants and pay the exercise price therefor at a time when it may be disadvantageous for the holders to do so, (ii) sell the warrants at the then-current market price when they might otherwise wish to hold them, or (iii) accept the nominal redemption price which, at the time the warrants are called for redemption, is likely to be substantially less than the market value of the warrants.

Star Maritime and Star Bulk expect to incur significant costs associated with the Redomiciliation Merger, whether or not the Redomiciliation Merger is completed and the incurrence of these costs will reduce the amount of cash available to be used for other corporate purposes.

Star Maritime and Star Bulk expect to incur significant costs associated with the Redomiciliation Merger, whether or not the Redomiciliation Merger is completed. The incurrence of these costs will reduce the amount of cash available to be used for other corporate purposes, including distribution upon a liquidation.

As a result of the Redomiciliation Merger, Star Bulk stockholders will be solely dependent on a single business.

As a result of the Redomiciliation Merger, Star Bulk stockholders will be solely dependent upon the performance of Star Bulk and its drybulk shipping business. Star Bulk will be subject to a number of risks that relate generally to the

shipping industry and other risks that specifically relate to Star Bulk. See “Company Risk Factors Relating to the Surviving Corporation” and “Industry Risk Factors Relating to the Surviving Corporation.”

Star Maritime may waive one or more of the conditions to the Redomiciliation Merger without resoliciting stockholder approval for the Redomiciliation Merger.

Star Maritime may agree to waive, in whole or in part, some of the conditions to its obligations to complete the Redomiciliation Merger, to the extent permitted by applicable laws. The board of directors of Star Maritime will evaluate the materiality of any waiver to determine whether amendment of this joint proxy statement/prospectus and resolicitation of proxies is warranted. In some instances, if the board of directors of Star Maritime determines that a waiver is not sufficiently material to warrant resolicitation of stockholders, Star Maritime has the discretion to complete the Redomiciliation Merger without seeking further stockholder approval.

FORWARD-LOOKING STATEMENTS

This joint proxy statement/prospectus contains forward-looking statements as defined in Section 27A of the Securities Act of 1933, as amended or the Securities Act, and Section 21E of the Exchange Act. These forward-looking statements include information about possible or assumed future results of operations or the performance of the Surviving Corporation after the Redomestication Merger, the expected completion and timing of the Redomiciliation Merger and other information relating to the Redomiciliation Merger. Words such as “expects,” “intends,” “plans,” “believes,” “anticipates,” “estimates,” and variations of such words and similar expressions are intended to identify the forward-looking statements. Although we believe that the expectations reflected in such forward-looking statements are reasonable, no assurance can be given that such expectations will prove to have been correct. These statements involve known and unknown risks and are based upon a number of assumptions and estimates which are inherently subject to significant uncertainties and contingencies, many of which are beyond our control. Actual results may differ materially from those expressed or implied by such forward-looking statements. Forward-looking statements include statements regarding:

- the delivery and operation of assets of Star Bulk, the surviving corporation in the Redomiciliation Merger;
- Star Bulk’s future operating or financial results;
- future, pending or recent acquisitions, business strategy, areas of possible expansion, and expected capital spending or operating expenses; and
- drybulk market trends, including charter rates and factors affecting vessel supply and demand.

We undertake no obligation to publicly update or revise any forward-looking statements contained in this joint proxy statement/prospectus, or the documents to which we refer you in this joint proxy statement/prospectus, to reflect any change in our expectations with respect to such statements or any change in events, conditions or circumstances on which any statement is based.

THE STAR MARITIME SPECIAL MEETING

Time, Place and Purpose of the Special Meeting

This joint proxy statement/prospectus is being furnished to Star Maritime stockholders as part of the solicitation of proxies by Star Maritime's board of directors for use at the special meeting of Star Maritime stockholders to be held at _____, New York, New York on _____, 2007, at 10:00 a.m. The purpose of the special meeting is for Star Maritime stockholders to consider and vote upon a proposal to approve and authorize the Agreement and Plan of Merger by and between Star Maritime with and into its wholly-owned Marshall Islands subsidiary, Star Bulk, with Star Bulk as the surviving corporation. Star Bulk has entered into separate definitive agreements to acquire the vessels in the initial fleet. The eight Memoranda of Agreement relating to the purchase of the vessels in the initial fleet are attached as Appendix A through Appendix H, the Supplemental Agreement is attached as Appendix I and the Master Agreement is attached as Appendix J to this joint proxy statement/prospectus. The Agreement and Plan of Merger is attached as Appendix K. This joint proxy statement/prospectus and the enclosed form of proxy are first being mailed to Star Maritime stockholders on or about _____, 2007.

Record Date and Voting

The holders of record of shares of Star Maritime common stock as of the close of business on the record date, which was _____, 2007, are entitled to receive notice of, and to vote at, the special meeting. On the record date, there were 29,026,924 shares of Star Maritime common stock outstanding.

The holders of a majority of the shares of Star Maritime common stock that were outstanding on the record date, represented in person or by proxy, will constitute a quorum for purposes of the special meeting. A quorum is necessary to hold the special meeting. Abstentions and properly executed broker non-votes will be counted as shares present and entitled to vote for the purposes of determining a quorum. "Broker non-votes" result when the beneficial owners of shares of Star Maritime common stock do not provide specific voting instructions to their brokers. Brokers are precluded from exercising their voting discretion with respect to the approval of non-routine matters such as the proposed merger, and, thus, absent specific instructions from the beneficial owner of those shares, brokers are not empowered to vote the shares with respect to the approval of such matters.

Holders of shares of Star Maritime common stock will have one vote for each share of Star Maritime common stock held by them at the close of business on the record date. Star Maritime warrants do not have voting rights.

Required Vote

Star Maritime cannot complete the Redomiciliation Merger unless (1) the holders of at least a majority of the issued and outstanding shares of Star Maritime entitled to vote at the special meeting vote in favor of the Redomiciliation Merger; (2) holders of at least a majority of the shares of common stock issued in the Initial Public Offering and the Private Placement vote in favor of the Redomiciliation Merger; and (3) holders of less than 6,600,000 shares of common stock, such number representing 33.0% of the 20,000,000 shares of Star Maritime common stock issued in the Initial Public Offering and Private Placement, vote against the Redomiciliation Merger and exercise their redemption rights to have their shares redeemed for cash.

Because the vote is based on the number of shares of Star Maritime common stock outstanding rather than on the number of votes cast, failure to vote your shares (including as a result of broker non-votes), and votes to abstain, are effectively votes "against" the Redomiciliation Merger. A vote in favor of the Redomiciliation Merger is, in effect, a vote in favor of Star Bulk's acquisition of the vessels from TMT. You may vote your shares of Star Maritime common stock by completing and returning the enclosed proxy card by mail or by appearing and voting in person by ballot at the special meeting. Regardless of whether you plan to attend the special meeting, you should vote your shares by

proxy as described above as soon as possible.

If you hold your shares through a bank, brokerage firm or nominee, you must vote in accordance with the instructions on the voting instruction card that your bank, brokerage firm or nominee provides to you. You should instruct your bank, brokerage firm or nominee as to how to vote your shares, following the directions contained in such voting instruction card.

Holders of more than 10,000,000 shares of common stock issued in the Initial Public Offering and the Private Placement must vote in favor of the Redomiciliation Merger for it to be approved. Messrs. Tsirigakis and Syllantavos, our senior executive officers, and Messrs. Pappas and Erhardt, two of our directors, have agreed to vote an aggregate of 1,132,500 shares, or 3.9% of Star Maritime's outstanding common stock, owned by them and any shares of Star Maritime common stock they may acquire in favor of the Redomiciliation Merger and thereby waive redemption rights with respect to such shares. All of Star Maritime's officers and directors have agreed to vote an aggregate of 9,026,924 shares or 31.1% of Star Maritime's outstanding common stock, held by them in accordance with the vote of the holders of a majority of the shares issued in Star Maritime's Initial Public Offering.

Proxies; Revocation

If you vote your shares of Star Maritime common stock by signing a proxy card, your shares will be voted at the special meeting as you indicate on your proxy card. If no instructions are indicated on your signed proxy card, your shares will be voted **"FOR"** the approval and authorization of the Redomiciliation Merger.

You may revoke your proxy at any time before your proxy is voted at the special meeting. A proxy may be revoked prior to the vote at the special meeting in any of three ways:

- by executing and returning a proxy card dated later than the previous one to Star Maritime at 103 Foulk Road, Wilmington, Delaware 19803; Attention: Corporate Secretary;
- by attending the special meeting in person and casting your vote by ballot; or
- by submitting a written revocation to Star Maritime at 103 Foulk Road, Wilmington, Delaware 19803; Attention: Corporate Secretary.

Attendance at the special meeting will not, in itself, constitute revocation of a previously granted proxy. If you do not hold your shares of Star Maritime common stock in your own name, you may revoke or change a previously given proxy by following the instructions provided by the bank, brokerage firm, nominee or other party that is the registered owner of the shares.

Star Maritime does not expect that any matters other than the proposal to authorize and adopt the Redomiciliation Merger will be brought before the special meeting. If, however, such a matter is properly presented at the special meeting or any adjournment or postponement of the special meeting, the persons appointed as proxies will have discretionary authority to vote the shares represented by duly executed proxies in accordance with their discretion and judgment.

Star Maritime will pay the cost of soliciting proxies for the special meeting. In addition to soliciting proxies by mail, Star Maritime's directors and executive officers may solicit proxies personally and by telephone, facsimile or other electronic means of communication. These persons will not receive additional or special compensation for such solicitation services. Star Maritime will, upon request, reimburse banks, brokerage firms and other nominees for their expenses in sending proxy materials to their customers who are beneficial owners and obtaining their voting instructions.

Redemption Rights

As provided in Star Maritime's Certificate of Incorporation, holders of Star Maritime common stock have the right to redeem their shares for cash by voting against the Redomiciliation Merger and electing to have such shares redeemed for cash. The exercise of redemption rights must be made on the proxy card at the same time that the stockholder votes against the Redomiciliation Merger. The per-share redemption price is equal to \$10.00 per share, which amount

represents \$9.80 per share, plus the pro rata portion of any accrued interest earned on the Trust Account (net of taxes payable) not previously distributed to us and \$0.20 per share plus interest thereon (net of taxes payable) of contingent underwriting compensation which the underwriters have agreed to forfeit to pay redeeming stockholders, calculated as of two days prior to the consummation of the Redomiciliation Merger. Accordingly, the actual per-share redemption price will fluctuate prior to the date such shares would be redeemed. Based on the amount of cash held in the Trust Account at December 31, 2006, you will be entitled to redeem each share of common stock that you hold for approximately \$10.21. If you exercise your redemption rights, then you will be exchanging your shares of Star Maritime common stock for cash and will no longer own these shares. You will only be entitled to receive cash for these shares if you continue to hold these shares through the effective date of the Redomiciliation Merger and then tender your stock certificate to Star Maritime. If the Redomiciliation Merger is not completed, then these shares will not be redeemed for cash. A stockholder who exercises redemption rights will continue to own any warrants to acquire Star Maritime common stock owned by such stockholder as such warrants will remain outstanding and unaffected by the exercise of redemption rights.

Star Maritime cannot complete the Redomiciliation Merger unless (1) the holders of at least a majority of the issued and outstanding shares of Star Maritime entitled to vote at the special meeting vote in favor of the Redomiciliation Merger; (2) holders of at least a majority of the shares of common stock issued in the Initial Public Offering and the Private Placement vote in favor of the Redomiciliation Merger; and (3) holders of less than 6,600,000 shares of common stock, such number representing 33.0% of the 20,000,000 shares of Star Maritime common stock issued in the Initial Public Offering and Private Placement, vote against the Redomiciliation Merger and exercise their redemption rights to have their shares redeemed for cash. In order to exercise redemption rights, an eligible stockholder must vote against the Redomiciliation Merger and elect to exercise redemption rights on the enclosed proxy card. If a stockholder votes against the Redomiciliation Merger but fails to properly exercise redemption rights, such stockholder will not be entitled to have its shares redeemed for cash. Any request for redemption, once made, may be withdrawn at any time up to the date of the special meeting.

Prior to exercising redemption rights, Star Maritime stockholders should verify the market price of Star Maritime's common stock as they may receive higher proceeds from the sale of their common stock in the public market than from exercising their redemption rights. Star Maritime's shares of common stock are listed on The American Stock Exchange under the symbol "SEA."

Adjournments and Postponements

Although not expected, the special meeting may be adjourned or postponed for the purpose of soliciting additional proxies. If a quorum is present at the special meeting, any adjournment or postponement may be made without notice by approval of the holders of a majority of the outstanding shares of Star Maritime common stock present in person or represented by proxy at the special meeting. Any signed proxies received by Star Maritime will be voted in favor of an adjournment or postponement in these circumstances. If a quorum is not present at the special meeting, any adjournment or postponement may be made by sending a copy of the notice of the adjourned or postponed meeting to each Star Maritime stockholder by mail, facsimile or other electronic means of communication. In the event the meeting is adjourned, Star Maritime's board of directors may fix a new record date for the adjourned meeting; in which case, a notice of the adjourned meeting will be given to each Star Maritime stockholder of record on the new record date. If you transfer your shares of Star Maritime common stock prior to such new record date then you may not be entitled to vote on the Redomiciliation Merger. Any adjournment or postponement of the special meeting for the purpose of soliciting additional proxies will allow Star Maritime stockholders who have already sent in their proxies to revoke them at any time before they are voted at the special meeting.

BACKGROUND AND REASONS FOR THE REDOMICILIATION MERGER

History of the Agreements to Acquire the Vessels

The first contact between Star Maritime and TMT occurred on July 25, 2006 in Milan, Italy following an industry meeting in the area. It came about through the direct introduction of principals of the two parties without the intervention of brokers or finders and as such no finders fees are involved in the Redomiciliation Merger. During that initial meeting attended by Messrs. Nobu Su, Petros Pappas and Koert Erhardt, no proposals or agreements were made; only general information was exchanged about each other's businesses and Mr. Pappas mentioned the endeavors of Star Maritime and promised to revert with more information. Mr. Erhardt followed up that meeting by calling Mr. Su to inquire whether TMT would be interested in selling any of its vessels to which he received a negative response. The matter was not pursued further until Mr. Su called Mr. Pappas inquiring further about Star Maritime and on October 5, 2006 Mr. Pappas sent the message he had promised to Mr. Su explaining potential structures for a transaction with Star Maritime. Further to additional communication exchanges, a meeting finally took place on November 9, 2006 with Messrs. Nobu Su, Peter Espig, Petros Pappas, Akis Tsirigakis, and George Syllantavos attending, where the groundwork for a deal was laid. It was followed-up by a conference call on November 23, 2006 attended by members of both parties during which Messrs. Akis Tsirigakis and Nobu Su reached an agreement on the deal. The parties memorialized their agreement in principle by signing a non-binding memorandum of understanding dated November 23, 2006, which summarized the terms of the proposed transaction. In furtherance of the memorandum of understanding, the parties commenced the implementation phase which culminated in the signing on January 12, 2007 of separate Memoranda of Agreement for each of the eight drybulk carriers, the related Supplemental Agreement and the Master Agreement.

Acquisition Target Review

On October 4, 2006, Star Maritime entered into an agreement with Bongard Shipbrokers S.A., or Bongard, for purposes of engaging Bongard in connection with sourcing, developing contacts and making referrals for potential target businesses and providing evaluations of such potential target businesses. In exchange for such services, Star Maritime is obligated to pay a contingent fee of \$800,000 within thirty days of the closing of a business combination transaction. In the event that Star Maritime does not consummate a business combination transaction, no fees are payable to Bongard pursuant to the agreement.

On December 20, 2006, Star Maritime entered into an agreement with Cantor Fitzgerald & Co., or CF&Co., for purposes of engaging CF&Co. as financial advisor in connection with a possible business combination transaction. Pursuant to the agreement, CF & Co. was engaged to provide such services as creating financial models, advising on the structure of a possible transaction with a target business, negotiating agreements on behalf of and in conjunction with management and assisting management with the preparation of marketing and roadshow materials. In exchange for such services, Star Maritime is obligated to pay a contingent fee of \$1,250,000, plus expenses of up to \$60,000, within thirty days of the closing of a business combination transaction if such transaction is consummated by December 31, 2007.

On December 22, 2006, Star Maritime entered into an agreement with Maxim Group LLC, or Maxim, for purposes of engaging Maxim as co-lead financial advisor in connection with a possible business combination transaction. Pursuant to the agreement, Maxim was engaged to provide such services as creating financial models, advising on the structure of a possible transaction with a target business and assisting in the preparation of terms sheets or letters of intent. In exchange for such services, Star Maritime is obligated to pay a contingent fee of \$800,000 for any business combination transaction consummated during the term of the agreement (or within six months of the termination date). The agreement terminates on October 31, 2007, unless terminated earlier by either Star Maritime or Maxim upon thirty days' written notice, or extended by mutual agreement.

Other than the proposed Redomiciliation Merger with Star Bulk, which has entered into definitive agreements to acquire eight drybulk carriers, during the period from the date of Star Maritime's initial public offering through November 2006, Star Maritime's executive officers evaluated 32 prospective transactions in the shipping industry. Exploratory discussions were held with respect to effecting a business combination with 18 of such prospective transactions. These companies were engaged in the drybulk, tanker, offshore supply, passenger cruise, bunkering and oil rig sectors. Star Maritime did not agree to substantive terms of a business combination, or enter into a letter of intent with any of these companies.

In evaluating each prospective business combination transaction, Star Maritime's executive officers considered all or a majority of the following factors:

- earnings potential of the acquired assets;
- the ability to redomicile outside of the United States;
- the ability or willingness of the acquisition target to wait for the period required for the approval process;
- degree of demand for the provision of seaborne transportation versus the vessel supply in the sectors examined;
- the willingness of the acquisition target to accept no deposit or a deposit that could be paid from Star Maritime's working capital;
- the proposed acquisition price compared to our assessment of potential share price development post-acquisition;

- the willingness of the acquisition target to accept equity as part of the consideration;

- charter rates in the shipping sectors examined;
- regulatory environment of the international shipping industry;
- costs associated with effecting the business combination; and
- the tax implications of each transaction reviewed.

The executive officers also considered that the initial target business or businesses that Star Maritime acquires must have a collective fair market value equal to at least 80% of Star Maritime's net assets (exclusive of the underwriters' contingent compensation being held in the Trust Account) at the time of such acquisition, as is determined by Star Maritime's board of directors.

Further to exploratory discussions, Star Maritime's executive officers offered for, or considered offering or entered into negotiations with the prospective business combinations appearing below. All of the prospective business combination other than the proposed transaction were accorded serious consideration by Star Maritime's executive officers but were rejected prior to reaching an agreement in principle.

Nature of Business	Activity Period	Reasons for rejection
Capesize drybulk carrier fleet	March 2006	Price disagreement
Tanker fleet	March 2006	Seller decided not to sell
Luxury cruise line	April 2006	Did not agree on valuation
Tanker pool operator	April 2006	Sellers opted for other buyer
Heavy Lift fleet	July 2006	Star's proposal deemed low by sellers
Bulk carrier fleet	July 2006	Down-payment requirements
Tanker fleet	August 2006	Seller decided not to sell
Reefer fleet	September 2006	Sector dynamics
Bunkering company	October 2006	Did not agree on valuation
Offshore Supply vessels	Sept/Oct 2006	U.S. Jones Act restrictions
Numerous small tanker and drybulk carrier fleets		Down-payment requirements needed to combine two or more small fleets into a business combination

Reasons for the Redomiciliation Merger

The board of directors of Star Maritime determined that in order to compete in the most favorable manner with other international drybulk shipping companies listed in the U.S. public markets, all of which are domiciled outside of the United States, it was advisable to redomicile to the Republic of the Marshall Islands to benefit from important regulatory and tax advantages available to international shipping companies, particularly with respect to the exemption available under Section 883 of the Code relating to worldwide shipping income.

Satisfaction of 80% Test

In accordance with the terms of the Initial Public Offering, it is a requirement that the target of Star Maritime's initial business combination have a fair market value equal to at least 80% of Star Maritime's net assets at the time of such acquisition. The Star Maritime board of directors, based on their financial skills, knowledge of and experience in the international shipping industry, determined that it was qualified to make the determination with regard to the net asset

requirement. As a result of the Redomiciliation Merger, Star Maritime will merge with and into Star Bulk, with Star Bulk as the surviving corporation. On January 12, 2007, Star Bulk entered into separate MOAs with respect to each of the eight drybulk carriers in the initial fleet, together with the related Supplemental Agreement and the Master Agreement. Based on the independent vessel valuations performed by purchase and sale brokers recognized in the international shipping industry, Star Maritime's board of directors determined that the aggregate purchase price of \$345,237,520, consisting of \$224,500,000 in cash and 12,537,645 shares of common stock of Star Bulk to be issued to TMT, as agent for its vessel-owning subsidiaries, which amount was negotiated at arms-length, was fair to and in the best interests of Star Maritime and its stockholders and appropriately reflects the value of the vessels in the initial fleet. In reaching this conclusion, Star Maritime's board of directors also took into account that Star Bulk may issue up to an additional 1,606,962 shares of Star Bulk to TMT if certain revenue targets are achieved. Star Maritime's board of directors was satisfied that, consistent with industry practice, the value of the MOAs that Star Bulk entered into are equivalent in value to the underlying value of the vessels to which the respective MOAs relate. On January 12, 2007, 80% of the net assets of Star Maritime was equal to \$154.5 million. Accordingly, the board of directors determined that the requirement that the target of Star Maritime's initial business combination have a fair market value equal to at least 80% of Star Maritime's net assets is satisfied.

Recommendations of the Boards of Directors

Star Maritime. Star Maritime's board of directors, after reviewing the transaction criteria set forth herein, concluded that the Redomiciliation Merger with Star Bulk and Star Bulk's acquisition of the vessels in the initial fleet from subsidiaries of TMT was a more compelling alternative than other transactions that had been evaluated by it as possible candidates for a business combination. In considering whether or not to approve the Redomiciliation Merger, Star Maritime's board concluded that the Redomiciliation Merger satisfied the most significant transaction criteria.

After careful consideration and after consultation with its financial and legal advisors, Star Maritime's board of directors unanimously determined that the Redomiciliation Merger is in the best interest of Star Maritime and its stockholders. In reaching its determination, Star Maritime's board of directors considered a number of factors, including the following:

- the fact that the merger of Star Maritime with and into Star Bulk with Star Bulk as the surviving corporation is expected to constitute a tax-free reorganization under the Code;
 - the quality of the vessels in the initial fleet, including the average age of approximately 10 years;
 - strong demand for raw materials in recent years by developing countries, particularly China and India, that has resulted in robust growth for drybulk shipping as well as increased charter rates;
- TMT's knowledge of and experience in the Asian shipping markets, particularly within the drybulk sector and the related benefits that Star Bulk would derive from Mr. Nobu Su, TMT's Chief Executive Officer and Chairman, becoming a member and Co-Chairman of the board of directors;
- TMT's agreement to procure time charters at minimum charter rates with respect to six of the eight vessels;

- the low level of borrowing required to complete the purchase of the vessels which will enable Star Bulk, as the surviving corporation, to expand its fleet with future borrowings; and
- the fact that the agreement to purchase the eight vessels from TMT was the result of a comprehensive review conducted by Star Maritime's board (with the assistance of its financial and legal advisors) of the strategic alternatives available to Star Maritime.

Star Maritime's board of directors also considered potential risks relating to the Redomiciliation Merger, including the following:

- the possibility that the Redomiciliation Merger may not qualify as a tax-free reorganization under the Code;
 - TMT may fail to deliver the vessels to Star Bulk;
 - TMT may fail to procure charters that meet the minimum charter rates;
 - volatility of charter rates and vessel values in the drybulk sector; and
- the risks and costs to the Company if the Redomiciliation Merger is not completed, including the need to locate another suitable business combination or arrangement.

The foregoing discussion of the information and factors considered by Star Maritime's board of directors is not intended to be exhaustive, but includes the material factors considered by it. In view of the variety of factors considered in connection with its evaluation of the Redomiciliation Merger, Star Maritime's board of directors did not find it practicable to, and did not, quantify or otherwise assign relative weights to the specific factors considered in reaching its determination and recommendation. In addition, individual directors may have given differing weights to different factors. After weighing all of the different factors, Star Maritime's board of directors unanimously determined to recommend that Star Maritime stockholders vote **"FOR"** the approval and authorization of the Redomiciliation Merger at the special meeting.

Interest of Star Maritime Directors and Officers in the Redomiciliation Merger

In considering the recommendation of the board of directors of Star Maritime to vote for the proposal to vote in favor of the Redomiciliation Merger, you should be aware that certain members of Star Maritime's board and their affiliates have agreements or arrangements that provide them with interests in the Redomiciliation Merger that differ from, or are in addition to, those of Star Maritime stockholders generally. In particular:

- Star Maritime's officers and directors were issued a total of 9,026,924 shares of Star Maritime common stock prior to the Initial Public Offering. These shares, without taking into account any discount that may be associated with certain restrictions on these shares, collectively have a market value of approximately \$89,998,432 based on Star Maritime's share price of \$9.97 as of March 9, 2007. Except for up to 200,000 shares that may be required to be surrendered by such individuals for cancellation upon the exercise of redemption rights by the holders of Star Maritime's common stock, none of the 9,026,924 shares issued prior to the Initial Public Offering to these individuals may be released from escrow until December 21, 2008 during which time the value of the shares may increase or decrease; however, since such shares were acquired for \$.003 per share, the holders are likely to benefit from the Redomiciliation Merger notwithstanding any decrease in the market price of the shares. Further, if the Redomiciliation Merger is not approved and Star Maritime fails to consummate an alternative transaction within the requisite period and the Company is therefore required to liquidate, such shares do not carry the right to receive any distributions upon liquidation.

- Messrs. Tsirigakis and Syllantavos, our senior executive officers and Messrs. Pappas and Erhardt, two of our directors, purchased an aggregate of 1,132,500 Star Maritime units at a purchase price of \$10.00 per unit. Star Maritime's officers and directors agreed to vote such common shares included in the units in favor of the Redomiciliation Merger and thereby waive redemption rights with respect to such shares. If the Redomiciliation Merger is not approved and Star Maritime fails to consummate an alternative transaction within the requisite period and Star Maritime is therefore required to liquidate, such shares do not carry the right to receive distributions upon liquidation.
- After the completion of the Redomiciliation Merger, Mr. Tsirigakis will serve as Star Bulk's Chief Executive Officer and President and Mr. Syllantavos will serve as Star Bulk's Chief Financial Officer. Star Bulk's board of directors will be comprised of seven directors. Each of the five current directors of Star Maritime will serve as directors of Star Bulk. In addition Mr. Su and Mr. Espig, each a nominee of TMT, will serve as directors. Mr. Pappas and Mr. Su will each serve as non-executive Co-chairman. Such individuals will, following the Redomiciliation Merger, be compensated in such manner, and in such amounts, as Star Bulk's board of directors may determine to be appropriate. See "Information Concerning Star Bulk—Compensation of Directors and Senior Management."
- Star Bulk has entered into time charters for two vessels in the initial fleet with TMT. Effective as of the Redomiciliation Merger, Mr. Nobu Su and Mr. Espig of TMT will serve on Star Bulk's board of directors.

Star Maritime's board of directors was aware of these arrangements during its deliberations on the merits of the Redomiciliation Merger and in determining to recommend to the stockholders of Star Maritime that they vote for in favor of the Redomiciliation Merger.

Star Bulk. The board of directors of Star Bulk has unanimously determined that the Redomiciliation Merger is advisable and in the best interests of its sole shareholder, Star Maritime, based on the various shipping regulatory and tax advantages of operating an international shipping company domiciled in the Republic of the Marshall Islands versus a United States jurisdiction.

Material U.S. Federal Income Tax Consequences

We expect that the Redomiciliation Merger will be treated as a nontaxable reorganization for U.S. federal income tax purposes. As a result, Star Bulk will not recognize a gain or loss as a result of the Redomiciliation Merger. In addition, Star Maritime stockholders will not recognize gain or loss upon the exchange of their shares of Star Maritime common stock solely for shares of Star Bulk common stock pursuant to the Redomiciliation Merger. However, a Star Maritime stockholder who solely receives cash in exchange for his or her shares of Star Maritime in the case of redemption will recognize gain or loss for U.S. federal income tax purposes in an amount equal to the difference between his basis for U.S. federal income tax purposes in such shares and the cash received. The federal income tax consequences of the Redomiciliation Merger are complicated and may differ for individual stockholders. We strongly urge each Star Maritime stockholder to consult his or her own tax advisor regarding the federal income tax consequences of the Redomiciliation Merger in light of his or her own personal tax situation and also as to any state, local, foreign or other tax consequences arising out of the Redomiciliation Merger. Further, we do not give any opinion regarding the tax impact in the event that stockholders of Star Maritime determine to exercise their redemption rights and we urge you to consult with your own tax advisor.

Accounting Treatment

The Redomiciliation Merger will be accounted for as a business combination with Star Bulk as the accounting acquirer. The assets and liabilities of Star Maritime acquired by Star Bulk will be recorded as of the acquisition date at their respective costs, which are considered to approximate fair value, and added to those of Star Bulk. Following consummation of the Redomiciliation Merger, Star Bulk will continue as the surviving company and Star Maritime

shall cease. Accordingly, the results of operations after completion of the Redomiciliation Merger will be those of Star Bulk.

Regulatory Approvals

Star Maritime and Star Bulk do not expect that the Redomiciliation Merger will be subject to any state or federal regulatory requirements other filings under applicable securities laws and the effectiveness of the registration statement of Star Bulk of which this joint proxy statement/prospectus is part, and the filing of certain merger documents with the Registrar of Corporations of the Republic of the Marshall Islands and with the Secretary of State of the State of Delaware. Star Maritime and Star Bulk intend to comply with all such requirements. We do not believe that, in connection with the completion of the Redomiciliation Merger, any consent, approval, authorization or permit of, or filing with or notification to, any merger control authority will be required in any jurisdiction

Appraisal Rights

Under applicable Delaware law, Star Maritime stockholders do not have the right to dissent and exercise appraisal rights to demand payment of the fair value of their Star Maritime common stock if the Redomiciliation Merger is completed.

THE ACQUISITION AGREEMENTS

The summary of the material terms of the Acquisition Agreements appearing below and elsewhere in this joint proxy statement/prospectus is qualified in its entirety by reference to the Memoranda of Agreement, or MOAs, the Supplemental Agreement and the Master Agreement, the terms and provisions of which are incorporated herein by reference. The eight Memoranda of Agreement are attached to this joint proxy statement/prospectus as Appendix A through Appendix H, the Supplemental Agreement is attached as Appendix I and the Master Agreement is attached as Appendix J. This summary may not contain all of the information about the Acquisition Agreements that is important to you. We encourage you to read carefully the Acquisition Agreements in their entirety.

General

Upon the delivery of the vessels in the initial fleet from subsidiaries of TMT, Star Bulk's fleet will be comprised of two Capesize, one Panamax and five Supramax drybulk carriers. These drybulk carriers will transport a variety of drybulk cargoes such as coal, iron ore and grain. The vessels have a combined cargo-carrying capacity of 691,213 deadweight tons, or dwt, and an average age of approximately 10 years. TMT is a global shipping company with its management headquarters located in Taiwan. TMT has approximately 50 years of experience in the shipping industry. TMT owns through companies registered in Panama and/or operates or invests in vessels in several shipping sectors, including crude oil tankers, drybulk carriers and liquified natural gas, or LNG, carriers.

Purchase Price

Pursuant to the Acquisition Agreements, Star Bulk will acquire the vessels in its initial fleet from certain wholly-owned subsidiaries of TMT for an aggregate purchase price of \$345,237,520, consisting of \$224,500,000 in cash and 12,537,645 shares of Star Bulk's common stock.

Under the Master Agreement, Star Bulk has also agreed to issue to TMT or its nominated affiliates up to an additional 1,606,962 shares of common stock of Star Bulk, which we refer to as the Additional Stock, as follows: (i) 803,481 shares of Star Bulk's common stock, no more than 10 business days following Star Bulk's filing of its Annual Report on Form 20-F for the fiscal year ended December 31, 2007, if the gross revenue of Star Bulk and its consolidated subsidiaries which own the vessels exceeds 80% of Star Bulk's forecasted annual consolidated revenue for such subsidiaries for the fiscal year commencing as of the effective time of the Redomiciliation Merger and ending on December 31, 2007, as will be agreed between Star Bulk and TMT prior to the effective time of the Redomiciliation Merger; and (ii) an additional 803,481 shares of Star Bulk's common stock, no more than 10 business days following Star Bulk's filing of its Annual Report on Form 20-F for the fiscal year ended December 31, 2008, if the gross revenue of Star Bulk and its consolidated subsidiaries owning the vessels exceeds 80% of the forecasted annual consolidated revenue for such subsidiaries as will be agreed between Star Bulk and TMT prior to the effective time of the Redomiciliation Merger.

On February 28, 2007, Star Bulk and TMT amended the Master Agreement to provide that Star Bulk's forecasted annual consolidated revenue for the fiscal year commencing on the effective date of the Redomiciliation Merger and ending December 31, 2007 will be \$40,000,000, assuming that the Redomiciliation Merger occurs on June 30, 2007, adjusted pro rata if the Redomiciliation Merger occurs after June 30, 2007, and \$90,000,000 for the fiscal year ended December 31, 2008.

The Initial Fleet

TMT is obligated to deliver each vessel not later than the completion of such vessel's cargo discharge at the last port of the laden voyage following the Redomiciliation Merger. Star Maritime expects that all vessels in the initial fleet will be delivered to Star Bulk by TMT within 60 days following the Redomiciliation Merger. TMT has undertaken to

procure the employment of six of the eight vessels under time charters with first class charterers, subject to such minimum terms and aggregate targeted daily time charter hire rates as provided in the agreements and upon standard industry terms for employment of the vessels. Each time charter will be novated to Star Bulk upon delivery of the relevant vessel. TMT has also agreed to procure the time charters with third party charterers or, in the case of the Panamax vessel and, at its sole option, one of the Supramax vessels, with a TMT affiliate as charterer. If the aggregate target daily time charter hire rate is not achieved, TMT has agreed to pay Star Bulk the difference between the aggregate daily hire rate fixed by TMT for the vessels under the time charters and the agreed aggregate minimum daily time charter hire rate.

As of the date of this joint proxy statement/prospectus, TMT has procured charters for four of the eight vessels in the initial fleet in accordance with the terms of the Acquisition Agreements. Two subsidiaries of Star Bulk have each entered into time charter agreements with TMT for the *C Duckling* (to be renamed the *Star Gamma*) and the *Mommy Duckling* (to be renamed the *Star Iota*). The table below provides summary information about Star Bulk's fleet:

Vessel	Type	Dwt	Year Built	Type/Term	Employment
					Daily Time Charter Hire Rate
<i>A Duckling</i>	Capesize	175,075	1992	Time charter/3 years	\$47,500
<i>B Duckling</i>	Capesize	174,691	1993	Spot	N/A
<i>C Duckling</i>	Supramax	52,500	2002	Time charter/1 year	\$28,500
<i>F Duckling</i>	Supramax	52,434	2000	Time charter/2 years	\$25,800
<i>G Duckling</i>	Supramax	52,434	2001	Time charter/2 years	\$25,550
<i>I Duckling</i>	Supramax	52,994	2003	Time charter/1 year	\$30,500
<i>J Duckling</i>	Supramax	52,500	2003	Spot	N/A
<i>Mommy Duckling</i>	Panamax	78,585	1983	Time charter/1 year	\$18,000
Totals		691,213			\$178,850

If TMT is unable to deliver a vessel pursuant to the applicable MOA, Star Bulk and TMT have agreed to confer and cooperate to identify a replacement vessel and enter into a binding purchase agreement for such replacement vessel. If a binding purchase agreement for a replacement vessel is not entered into within 45 days from the required delivery date of the vessel being replaced, Star Bulk will have the right to terminate the MOA for the vessel being replaced. Star Bulk has agreed to pay TMT for the price difference in cash if the purchase price (based on prevailing market rates) of any replacement vessel will be higher than the portion of the purchase price allocated to the vessel being replaced. The payment will be made concurrently with the delivery of the replacement vessel. If the purchase price (based on prevailing market rates) of any replacement vessel is lower than the portion of the purchase price allocated to the vessel being replaced, Star Bulk will benefit from such price reduction. Star Bulk expects that the replacement vessel would be a drybulk carrier of the type being replaced (Capesize, Panamax or Supramax) or if another type of drybulk carrier, would be able to generate equivalent revenue.

Under each of the MOAs, TMT warrants that each vessel, at the time of its delivery, will be free of all encumbrances, mortgages and maritime liens or any other debts. TMT will indemnify Star Bulk against all claims made against each vessel incurred prior to delivery and Star Bulk will indemnify TMT against all claims made against each vessel incurred after delivery.

TMT Lock-Up Period

The Master Agreement generally restricts TMT and its affiliates holding Star Bulk's common stock issued to TMT as the Stock Consideration, without the prior written consent of Star Bulk, from directly or indirectly offering, selling, hedging or otherwise disposing of Star Bulk's common stock and from engaging in certain other transactions relating to such securities for a period of 180 days commencing on the effective date of the Redomiciliation Merger.

Registration Rights

Under the Master Agreement, Star Bulk has agreed, with some limited exceptions, to include the shares of Star Bulk's common stock comprising the stock consideration portion of the aggregate purchase price and the Additional Stock, which we collectively refer to as the Registrable Securities, in Star Bulk's registration statement of which this joint proxy statement/prospectus is a part. In addition, Star Bulk has granted TMT (on behalf of itself or its affiliates that hold Registrable Securities) the right, under certain circumstances and subject to certain restrictions, including lock-up and market stand-off restrictions, to require Star Bulk to register the Registrable Securities under the Securities Act of 1933, as amended, in the future. Under the Master Agreement, TMT also has the right to require Star Bulk to make available shelf registration statements permitting sales of shares into the market from time to time over an extended period. In addition, TMT will have the ability to exercise certain piggyback registration rights 180 days following the effective date of the Redomiciliation Merger. All expenses relating to such registration will be borne by Star Bulk. Following the Redomiciliation Merger, TMT and/or its affiliates will own 12,537,645 shares of Star Bulk's common stock entitled to these registration rights and TMT and/or its affiliates may own up to additional 1,606,962 shares of Star Bulk's common stock entitled to these registration rights in the event that Star Bulk achieves certain revenue targets discussed under the heading "The Acquisition Agreements - Purchase Price."

Director Nominees

Under the Master Agreement, TMT has the right to nominate, and Star Bulk and Star Maritime have agreed to cause the appointment and election of two members of the board of directors of Star Bulk, Mr. Nobu Su and Mr. Peter Espig, each of whom shall serve upon the effective time of the Redomiciliation Merger, until their successors have been duly elected and qualified. For so long as Mr. Nobu Su serves on the board of directors of Star Bulk, he will receive the title of non-executive Co-Chairman of Star Bulk. See "Information Concerning Star Bulk - Executive Officers and Directors".

Termination

The Master Agreement will terminate and be of no further force or effect in the event that the Redomiciliation Merger is not authorized and approved by the requisite vote of Star Maritime's stockholders.

Expenses

Under the Master Agreement, each of Star Maritime, Star Bulk and TMT are responsible for its own expenses in connection with the preparation, negotiation, execution and delivery of the MOAs, the Supplemental Agreement and the Master Agreement; provided that, regardless of whether the Master Agreement or the transactions contemplated by the Master Agreement are terminated, Star Maritime will pay for or reimburse TMT for all reasonable fees and expenses of its legal counsel in connection with the preparation, negotiation, execution and delivery of the Acquisition Agreements up to \$25,000. In addition, Star Bulk has agreed to pay all reasonable expenses (including legal fees and expenses) of TMT in connection with soliciting the stockholders of Star Maritime to vote in favor of, and approve, the Redomiciliation Merger.

Conditions to the Purchase of the Vessels

Conditions to Star Bulk's and TMT's obligations

The obligations of Star Bulk to purchase the vessels in the initial fleet and the obligations of TMT to sell the vessels are subject to certain conditions. Star Maritime cannot complete the Redomiciliation Merger unless: (1) the holders of at least a majority of the issued and outstanding shares of Star Maritime entitled to vote at the special meeting vote in favor of the Redomiciliation Merger; (2) holders of at least a majority of the shares of common stock issued in the Initial Public Offering and the Private Placement vote in favor of the Redomiciliation Merger; and (3) holders of less than 6,600,000 shares of common stock, such number representing 33.0% of the 20,000,000 shares of Star Maritime common stock issued in the Initial Public Offering and Private Placement, vote against the Redomiciliation Merger and exercise their redemption rights to have their shares redeemed for cash.

Conditions to Star Bulk's obligations

The obligation of the Star Bulk to purchase the vessels from TMT is subject to the satisfaction or waiver of the following conditions:

- due authorization, execution and delivery by TMT of the Master Agreement;
- the representations and warranties of TMT contained in the Master Agreement must be true and correct;
- TMT and each vessel selling subsidiary have performed all obligations requested of them under the Acquisition Agreements in all material aspects.
- the performance of the transactions contemplated in the Master Agreement upon the terms and subject to the conditions set forth in the Master Agreement shall not, in the reasonable judgment of Star Bulk, violate, and shall not subject Star Bulk to any material penalty or liability under, any law, rule or regulation binding upon Star Bulk;
- no legal or governmental action, suit or proceeding shall have been instituted or threatened before any court, administrative agency or tribunal, nor shall any order, judgment or decree have been issued or proposed to be issued by any court, administrative agency or tribunal, to set aside, restrain, enjoin or prevent the consummation of the Master Agreement of the transactions contemplated thereby; and
- TMT and each vessel selling subsidiary have performed all obligations required of them under the Acquisition Agreements in all material respects.

Conditions to TMT's obligations

The obligation of the TMT to sell the vessels in the initial fleet to Star Bulk is subject to the satisfaction or waiver of the following conditions:

- due authorization, execution and delivery by Star Bulk of the Master Agreement;
- the representations and warranties of Star Bulk contained in the Master Agreement must be true and correct;
- the performance of the transactions contemplated in the Master Agreement upon the terms and subject to the conditions set forth in the Master Agreement shall not, in the reasonable judgment of TMT, violate, and shall not subject TMT to any material penalty or liability under, any law, rule or regulation binding upon any of them;

- no legal or governmental action, suit or proceeding shall have been instituted or threatened before any court, administrative agency or tribunal, nor shall any order, judgment or decree have been issued or proposed to be issued by any court, restrain, enjoin or prevent the consummation of the Master Agreement or the transactions contemplated thereby.
- Star Maritime, Star Bulk or Star Bulk's vessel purchasing nominees have performed all obligations required of them under the Acquisition Agreements in all material respects.

Governing Law

Each of the Acquisition Agreements is governed by and construed under the laws of the State of New York without regard to conflicts of laws principles.

ACQUISITION FINANCING

Acquisition Financing

Star Bulk has received indication letters from international shipping lenders that will, subject to the approval of the Agreement and Plan of Merger, provide Star Bulk with a credit facility of up to \$120,000,000 with a minimum eight-year term and secured by the vessels that Star Bulk has agreed to acquire from TMT. Star Bulk intends to draw down approximately \$40,000,000 under the credit facility at the closing of the Redomiciliation Merger to fund a portion of the cash consideration portion of the aggregate purchase price of the vessels in the initial fleet. The remaining funds under the credit facility may be used to replace funds from our Trust Account used to pay costs relating to the redemption of Star Maritime stockholders who vote against the Redomiciliation Merger and elect to redeem their shares for cash. Any excess un-drawn funds under the credit facility will be used for additional vessel acquisitions and to provide working capital.

Star Bulk expects that it will not be required to repay principal under the credit facility during the first 24 months after draw down. Star Bulk expects to enter into a commitment letter prior to the effectiveness of the registration statement of which this joint proxy statement/prospectus is a part and that the credit facility will be effective as of the effective date of the Redomiciliation Merger. Star Bulk expects that the commitment letter referred to above shall contain financial covenants including the requirements that (i) amounts drawn down are not more than []% of the vessels securing the credit facility, and (ii) Star Bulk to maintain the aggregate fair market value of its vessels at a minimum of []% of its aggregate outstanding balance under the credit facility. Star Bulk believes that following the Redomiciliation Merger it will be able to comply with all covenants required under its commitment letter.

THE MERGER AGREEMENT

The summary of the material terms of the Merger Agreement below and elsewhere in this joint proxy statement/prospectus is qualified in its entirety by reference to the Merger Agreement, a copy of which is attached to this joint proxy statement/prospectus as Appendix K. This summary may not contain all of the information about the Merger Agreement that is important to you. We encourage you to read carefully the Merger Agreement in its entirety.

Structure and Effective Time of Merger

At the effective time of the Merger, Star Maritime will merge with and into Star Bulk, the separate corporate existence of Star Maritime will cease and Star Bulk will be the surviving corporation. The effective time of the Merger will occur as promptly as possible after the satisfaction or waiver of all conditions to closing in the Merger Agreement by filing a certificate of merger or similar document with the Secretary of State of the State of Delaware and the Registrar of Corporations of the Republic of the Marshall Islands. We will seek to complete the Redomiciliation Merger in the third quarter of 2007. However, we cannot assure you when, or if, all the conditions to completion of the Redomiciliation Merger will be satisfied or waived.

Merger Consideration

Pursuant to the Merger Agreement, each outstanding share of Star Maritime common stock, par value \$0.0001 per share, will be converted into the right to receive one share of Star Bulk common stock, par value \$0.01 per share, and each outstanding warrant of Star Maritime will be assumed by Star Bulk with the same terms and restrictions except that each will be exercisable for common stock of Star Bulk.

Articles of Incorporation; By-laws

The Articles of Incorporation and By-laws of Star Bulk in effect immediately prior to the Redomiciliation Merger will be the articles of incorporation and by-laws of the surviving corporation.

Directors and Officers

Star Bulk's board of directors will consist of seven members effective upon the completion of the Redomiciliation Merger. Each of Star Maritime's current directors: Messrs. Tsirigakis, Syllantavos, Pappas, Erhardt and Sjøfteland will serve as directors of Star Bulk. In addition, Mr. Nobu Su and Mr. Peter Espig, each nominees of TMT, will serve as directors of Star Bulk. Each of Messrs. Pappas and Su will serve as non-executive Co-Chairman.

Procedure for Receiving Merger Consideration

Exchange Agent. As of the effective time of the Redomiciliation Merger, Star Bulk will deposit with American Stock Transfer & Trust Company, or the Exchange Agent, for the benefit of the holders of shares of Star Maritime common stock, the Star Bulk shares of common stock issuable in exchange for the outstanding shares of Star Maritime common stock. At the time of such deposit, Star Bulk will irrevocably instruct the Exchange Agent to deliver the Star Bulk common shares to Star Maritime's security holders after the effective time of the Redomiciliation Merger.

Exchange Procedures. As soon as reasonably practicable after the effective time of the Redomiciliation Merger, the Exchange Agent will mail to each Star Maritime stockholder of record that participated in the Redomiciliation Merger, a letter of transmittal, with instructions for use in surrendering the Star Maritime common stock in exchange for Star Bulk common stock. Upon surrender of a Star Maritime common stock for cancellation to the Exchange Agent, together with such letter of transmittal, duly completed and validly executed, and such other documents as may reasonably be required by the Exchange Agent, such stockholder will be entitled to receive in exchange therefor the Star Bulk common stock and shares of Star Maritime common stock so surrendered will be canceled. In the event of a

transfer of ownership of Star Maritime common stock that is not registered in the transfer records of Star Maritime, a certificate evidencing the proper number of Star Bulk common stock may be issued in exchange therefor to a person other than the person in whose name the Star Maritime common stock so surrendered is registered if certificates representing such Star Maritime common stock is properly endorsed or otherwise in proper form for transfer and the person requesting such issuance pays any transfer or other taxes required by reason of the issuance of Star Bulk common stock to a person other than the registered holder of such Star Maritime common stock or establishes to the satisfaction of Star Bulk that such tax has been paid or is not applicable. Until surrendered, each Star Maritime common stock will be deemed at any time after the effective time of the Redomiciliation Merger to represent only the right to receive upon such surrender the Star Bulk common stock that the holder thereof has the right to receive. Each outstanding warrant of Star Maritime will be assumed by Star Bulk with the same terms and restrictions, except that each will be exercisable for common stock of Star Bulk.

Distributions with Respect to Unexchanged Shares. No dividends or other distributions declared or made with respect to Star Bulk shares with a record date after the effective time of the Redomiciliation Merger will be paid to the holder of any unsurrendered Star Maritime stock certificate with respect to Star Bulk shares represented thereby, if any, and all such dividends and other distributions will be paid by Star Bulk to the Exchange Agent, until the surrender of such stock certificate. Subject to the effect of applicable escheat or similar laws, following surrender of any such stock certificate there will be paid to the holder of whole Star Bulk shares issued in exchange therefor, without interest, (i) at the time of such surrender, the amount of dividends or other distributions with a record date after the effective time of the Redomiciliation Merger theretofore paid with respect to such whole Star Bulk shares and (ii) at the appropriate payment date, the amount of dividends or other distributions with a record date after the effective time of the Redomiciliation Merger but prior to such surrender and with a payment date subsequent to such surrender payable with respect to such whole Star Bulk shares.

No Further Ownership Rights in Star Maritime Securities. All certificates evidencing Star Bulk common stock issued will be deemed to have been issued and paid in full satisfaction of all rights pertaining to the Star Maritime common stock formerly represented by such Star Maritime stock certificates. At the close of business on the day on which the effective time of the Redomiciliation Merger occurs, the stock transfer books of Star Maritime will be closed, and there will be no further registration of transfers on the stock transfer books of the surviving corporation of the Star Maritime common stock that were outstanding immediately prior to the effective time of the Redomiciliation Merger. If, after the effective time of the Redomiciliation Merger, shares of Star Maritime common stock are presented to the surviving corporation or the Exchange Agent for transfer or any other reason, they will be canceled and exchanged.

Fractional Shares. No fractional shares of Star Bulk will be issued in the Redomiciliation Merger. The number of Star Bulk shares to be issued to the holder of a stock certificate previously evidencing Star Maritime common stock will be rounded up to the nearest whole share of Star Bulk.

Termination of Exchange of Star Bulk Securities. Any portion of the Star Bulk common stock that remains undistributed to the holders of Star Maritime common stock for six months after the effective time of the Redomiciliation Merger will be delivered to Star Bulk, upon demand, and any holders of Star Maritime common stock may thereafter look only to Star Bulk for shares of Star Bulk common stock.

No Liability. None of the Exchange Agent, the surviving corporation or any party to the Merger Agreement will be liable to a holder of Star Bulk shares or Star Maritime common stock for any amount properly paid to a public official pursuant to any applicable abandoned property, escheat or similar law.

Lost, Stolen or Destroyed Star Maritime Securities. In the event any shares of Star Maritime common stock have been lost, stolen or destroyed, the Exchange Agent will issue in exchange for such lost, stolen or destroyed share of Star Maritime common stock, upon the making of an affidavit and indemnity of that fact by the holder thereof in a form that is reasonably acceptable to the Exchange Agent, the required number of shares of Star Bulk common stock; provided, however, that Star Bulk may, in its reasonably commercial discretion and as a condition precedent to the issuance thereof, require the owner of such lost, stolen or destroyed shares of Star Maritime common stock to deliver a bond in such sum as it may reasonably direct against any claim that may be made against Star Bulk or the Exchange Agent with respect to such shares of Star Maritime common stock alleged to have been lost, stolen or destroyed.

Representations and Warranties

In the Merger Agreement, the parties have made customary representations and warranties about themselves concerning various business, legal, financial, regulatory and other pertinent matters. Under certain circumstances, each of the parties may decline to complete the Redomiciliation Merger if the inaccuracy of the other party's representations and warranties has a material adverse effect on the other party.

Conditions to the Redomiciliation Merger

The completion of the Redomiciliation Merger is subject to the satisfaction or, if permissible, waiver of a number of conditions, including the requisite approval of the Merger Agreement and the transactions contemplated therein by the stockholders of Star Maritime. We expect to complete the Redomiciliation Merger in the third quarter of 2007, but we cannot be certain when or if the conditions will be satisfied or, if permissible, waived.

Termination of the Merger Agreement

The Merger Agreement may be terminated at any time prior to the effective time of the Redomiciliation Merger by mutual consent in writing of Star Maritime and Star Bulk or unilaterally by one party to the Merger Agreement if the other party to the Merger Agreement materially breaches one of its material representation and warranties or fails to comply with a material condition in the Merger Agreement.

Effect of Termination

In the event of termination of the Merger Agreement by either Star Maritime or Star Bulk, the Merger Agreement will become void and there shall be no further obligation on the part of either Star Bulk or Star Maritime. No party shall be relieved from liability for any breach of the Merger Agreement.

Expenses

Whether or not the Redomiciliation Merger is consummated, all costs and expenses incurred in connection with Merger Agreement and the transactions contemplated thereunder shall be paid by the party incurring such costs and expenses, except as otherwise specifically provided for in the Merger Agreement.

INFORMATION CONCERNING STAR MARITIME ACQUISITION CORP.

General; Initial Public Offering

Star Maritime is a blank check company, also known as a Business Combination CompanyTM or BCCTM, organized under the laws of the State of Delaware on May 13, 2005. Star Maritime was formed to acquire, through a merger, capital stock exchange, asset acquisition or other similar business combination, one or more target businesses in the shipping industry. On December 15, 2005, Star Maritime consummated a Private Placement whereby certain of our officers and directors purchased an aggregate of 1,132,500 units at \$10.00 per unit, generating gross proceeds of \$11,325,000. On December 21, 2005, Star Maritime consummated its Initial Public Offering of 18,867,500 units. Each unit consists of one share of our common stock and one warrant. Each warrant entitles the holder to purchase one share of our common stock at an exercise price of \$8.00 per share. Star Maritime's common stock and warrants started trading separately as of February 27, 2006. The units sold in Star Maritime's Initial Public Offering were sold at an offering price of \$10.00 per unit, generating gross proceeds of \$188,675,000. After deducting the underwriting discounts and commissions, the placement fee and the offering expenses, the total net proceeds to Star Maritime from the Initial Public Offering and the Private Placement were approximately \$189,125,000 of which \$188,675,000 was deposited into a Trust Account, \$599,163 was used to repay interest and debt to Star Maritime's Chairman, Chief Executive Officer and President, Mr. Tsirigakis for a loan advanced to us to cover expenses related to the Public Offering and the remaining proceeds of \$533,172, which after payment of \$170,000 of additional financing fees, provided us with approximately \$363,172, which was deposited and held outside of the Trust Account to be used to provide for business, legal and accounting due diligence on prospective business combinations and continuing operating expenses. The Trust Account is not to be released until the earlier of the consummation of a business combination or liquidation of Star Maritime. During The fiscal year ended December 31, 2006, we incurred \$1,211,100 of expenses, \$362,172 of such operating expenses were provided by the net proceeds of the Initial Public Offering that were not deposited in the Trust Account, and \$847,928 of such operating expenses were provided by distributions of net interest income from the Trust Account, made in accordance with the procedures set forth in the Investment Management Trust Agreement, dated December 21, 2005 between Star Maritime and American Stock Transfer & Trust Company. The net proceeds deposited into the Trust Account remain on deposit in the Trust Account earning interest. As of December 31, 2006, there was \$192,915,257 held in the Trust Account, including interest income of \$4,240,257. \$3,773,500 will be paid to the underwriters of our Initial Public Offering if the Redomiciliation Merger is consummated, but which will be forfeited in part if public stockholders elect to have their shares redeemed for cash.

Fair Market Value of Target Business

Pursuant to the terms of Star Maritime's Initial Public Offering, the initial target business that Star Maritime acquires must have a fair market value equal to at least 80% of Star Maritime's net assets at the time of such acquisition, determined by Star Maritime's board of directors based on standards generally accepted by the financial community, such as actual and potential sales, earnings, cash flow and book value. Star Maritime is not required to obtain an opinion from an investment banking firm as to fair market value if its board independently determines that the target business has sufficient fair market value. Star Maritime has not obtained any opinion from an investment banking firm in connection with the Redomiciliation Merger.

Liquidation If No Business Combination

If Star Maritime does not complete a business combination with a target business by December 21, 2007, Star Maritime will be dissolved as a part of a plan of dissolution and liquidation in accordance with the applicable provisions of Delaware General Corporate Law, or DGCL and will distribute to holders of shares that were initially issued in its Initial Public Offering, in proportion to their respective equity interests, sums in the Trust Account, inclusive of any interest, plus any remaining net assets. In the event Star Maritime seeks stockholder approval for a

plan of dissolution and distribution and does not obtain such approval, it will nonetheless continue to pursue stockholder approval for its dissolution. Pursuant to the terms of Star Maritime's amended and restated certificate of incorporation, its directors have agreed to dissolve after December 21, 2007 (assuming that there has been no business combination consummated), and Star Maritime's powers following the expiration of the permitted time period for consummating a business combination will automatically thereafter be limited to acts and activities relating to dissolving and winding up its affairs, including liquidation. The funds held in the Trust Account may not be distributed except upon Star Maritime's dissolution and, unless and until such approval is obtained from Star Maritime's stockholders, the funds held in the Trust Account will not be released. Consequently, holders of a majority of Star Maritime's outstanding stock must approve its dissolution in order to receive the funds held in the Trust Account and the funds will not be available for any other corporate purpose (although they may be subject to creditor's claims as discussed elsewhere in this joint proxy statement/prospectus). Immediately upon the approval by Star Maritime's stockholders of a plan of dissolution and distribution, Star Maritime will liquidate the Trust Account to the holders of shares that were initially issued in its Initial Public Offering (subject to any provision for unpaid claims against Star Maritime which it is advised must or should be withheld). Stockholders of Star Maritime who acquired their shares prior to Star Maritime's Initial Public Offering have waived their rights to participate in any liquidation distribution with respect to shares of common stock owned by them prior to the Initial Public Offering. There will be no distribution from the Trust Account with respect to Star Maritime's warrants.

Under the DGCL, Star Maritime stockholders may be held liable for claims by third parties against a corporation to the extent of distributions received by them in a dissolution. The DGCL provides for limitations on the potential liability of stockholders if Star Maritime winds up its affairs in compliance with either Section 280 or Section 281(b) of that statute following a dissolution. If Star Maritime complies with either procedure, the DGCL (i) limits the potential liability of each stockholder for claims against Star Maritime to the lesser of the stockholder's pro-rata share of the claim or the amount distributed to the stockholder in liquidation and (ii) limits the aggregate liability of any stockholder for all claims against Star Maritime to the amount distributed to the stockholder for in dissolution. If Star Maritime were to comply with Section 280 instead of Section 281(b), the DGCL also would operate to extinguish the potential liability of its stockholders for any claims against Star Maritime unless litigation with respect to such claim has been commenced prior to the expiration of the statutory winding-up period under Delaware law (generally three years). In addition, compliance with Section 280 could potentially operate to bar certain claims if the claimant does not take specified actions within certain time frames specified in the statute.

Even though compliance with Section 280 of the DGCL would provide additional protections to both Star Maritime's directors and stockholders from potential liability for third party claims against Star Maritime, it is Star Maritime's intention to make liquidating distributions to its stockholders as soon as reasonably possible following any dissolution and, therefore, it does not expect that its board of directors will elect to comply with the more complex procedures of Section 280. Because Star Maritime will most likely not be complying with Section 280, it will seek stockholder approval to comply with Section 281(b) of the DGCL, requiring it to adopt a plan of dissolution that will provide for its payment, based on facts known to it at such time, of (i) all existing claims, (ii) all pending claims and (iii) all claims that may be potentially brought against Star Maritime within the subsequent ten years. As such, Star Maritime's stockholders could potentially be liable for any claims to the extent of distributions received by them in a dissolution and any such liability of Star Maritime's stockholders will likely extend beyond the third anniversary of such dissolution. Because Star Maritime is a blank check company, rather than an operating company, and its operations have been limited to searching for prospective target businesses to acquire, the only other claims likely to arise would be from its vendors (such as accountants, lawyers, investment bankers, etc.). Star Maritime intends to attempt to enter into arrangements with most, if not all significant creditors whereby they agree to waive any right, title, interest or claim of any kind in or to any monies held in the Trust Account. As a result of this, Star Maritime believes that claims that could be made against Star Maritime would be significantly limited and the likelihood that any such claim would result in any liability extending to the Trust Account would be minimal. There is no guarantee that the creditors will agree to such arrangements, or even if they do that they would be prevented from bringing claims against the Trust Account.

Star Maritime expects that all costs associated with the implementation and completion of its plan of dissolution and liquidation, which it currently estimates to be approximately \$60,000 to \$85,000, will be funded by any funds not held in the Trust Account. There currently are not, and may not at that time, be sufficient funds for such purpose, in which event Star Maritime would have to seek funding or other accommodation to complete the dissolution and liquidation.

Star Maritime currently believes that any plan of dissolution and distribution would proceed in the following manner:

- its board of directors will, consistent with its obligations described in its charter to dissolve, prior to the passing of such deadline, convene and adopt a specific plan of dissolution and distribution, which it will then vote to recommend to its stockholders; at such time it will also cause to be prepared a preliminary proxy statement setting out such plan of dissolution and distribution and the board's recommendation of such plan;
- upon such deadline, it would file the preliminary proxy statement with the U.S. Securities and Exchange Commission (SEC);
- if the SEC does not review the preliminary proxy statement, then approximately ten days following the passing of such deadline, it will mail the proxy statement to its stockholders, and approximately 30 days following the passing of such deadline it will convene a meeting of its stockholders at which they will either approve or reject the plan of dissolution and distribution; and
- if the SEC does review the preliminary proxy statement, Star Maritime estimates that it will receive its comments approximately 30 days following the passing of such deadline. It will mail the proxy statements to its stockholders following the conclusion of the comment and review process (the length of which cannot be predicted with certainty), and it will convene a meeting of its stockholders at which it will either approve or reject its plan of dissolution and distribution.

In the event Star Maritime seeks stockholder approval for a plan of dissolution and distribution and does not obtain such approval, it will nonetheless continue to pursue stockholder approval for its dissolution. Pursuant to the terms of its charter, its powers following the expiration of the permitted time period for consummating a business combination will automatically thereafter be limited to acts and activities relating to dissolving and winding up its affairs, including liquidation. The funds held in the Trust Account may not be distributed except upon Star Maritime's dissolution (subject to third party claims as aforesaid) and, unless and until such approval is obtained from its stockholders, the funds held in its Trust Account will not be released (subject to such claims). Consequently, holders of a majority of Star Maritime's outstanding stock must approve its dissolution in order to receive the funds held in the Trust Account and the funds will not be available for any other corporate purpose (although they may be subject to such claims). In addition, if Star Maritime seeks approval from its stockholders to consummate a business combination within 30 days of December 21, 2007, the date by which it is required to consummate a business combination, the proxy statement related to such business combination will also seek stockholder approval for its board's recommended plan of distribution and dissolution, in the event its stockholders do not approve such business combination. If no proxy statement seeking the approval of its stockholders for a business combination has been filed 30 days prior to December 21, 2007, Star Maritime's board will, prior to such date, convene, adopt and recommend to its stockholders a plan of dissolution and distribution and on such date file a proxy statement with the SEC seeking stockholder approval for such plan. Immediately upon the approval by Star Maritime's stockholders of its plan of dissolution and distribution, Star Maritime will liquidate the Trust Account to the holders of its shares initially purchased in its Initial Public Offering.

Property

Star Maritime maintains its executive offices at 103 Foulk Road, Wilmington, Delaware 19803 and its telephone number is (302) 656-1950. We sublease these premises from Blue Diamond Realty, LLC, a Delaware limited liability company, or Blue Diamond. The sublease is for a thirteen month term effective December 1, 2006 through December

31, 2007, with an automatic renewal each year for an additional one year period, unless Star Maritime or Blue Diamond gives the other party at least 90 days written notice of its intent to terminate the sublease. The annual base rent and administrative services fees in the aggregate of \$4,000 payable to Blue Diamond on January 1 each year. Such fees are subject to adjustment annually in the event of an increase in cost of living, by the percentage by which the US Consumer Price Index, All Urban Consumers, All Items has increased since the previous anniversary of the Agreement.

Employees

Star Maritime does not have any full time employees. Star Maritime has four officers, two of whom are also members of its board of directors. These individuals are not obligated to contribute any specific number of hours per week and since Star Maritime's initial public offering, have devoted such time as they deem necessary to Star Maritime's affairs. The amount of time they devote in any time period varies based on the availability of suitable target businesses to investigate.

Legal Proceedings

Star Maritime is not currently a party to any litigation, and is not aware of any threatened litigation that would have a material adverse effect on its business.

Directors and Executive Officers

Mr. Prokopios (Akis) Tsirigakis serves as Chairman, Chief Executive Officer and President. Mr. George Syllantavos serves as Chief Financial Officer and director. Mr. Christo Anagnostou serves as Vice President of Operations. Mr. Niko Nikiforos serves as Vice President of Business Development. Mr. Petros Pappas, Mr. Koert Erhardt and Mr. Tom Sjøfteland each serve as directors.

Set for the below is the biographical information for each of Mr. Anagnostou, who is 58 years old, and Mr. Nikiforos, who is 42 years old.

Christo Anagnostou has been Star Maritime's Vice President of Operations since inception. Since May 2005, he has been the General Manager of Combine Marine Inc., and since November 1999, he has been the General and Marine Operations Manager of Oceanbulk Maritime S.A., each of which are part of the Oceanbulk Group. In his capacities at Combine Marine Inc. and Oceanbulk Maritime S.A., he has been responsible for vessel acquisition and disposition transactions and the daily operational management of up to 32 vessels. From 1992 to October 1999, he served as the Operations Manager for Cardiff Marine Inc., a shipping management company which at the time had a fleet of over 35 oceangoing drybulk, tanker, reefer and container vessels. From 1981 to 1991, Mr. Anagnostou was the Operations Manager for Hydroussa Shipping Co, Ltd., and from 1974 to 1977, he was a Ship Operator for N.J. Goulandris (London) Ltd., both of which are ship management companies based in London, England. He is a Supporting Member of the London Maritime Arbitrators Association. Mr. Anagnostou received his B.Sc. in Economics from Athens Graduate University of Economics and Business Science and did his post graduate studies in Shipping Management at the London School of Foreign Trade, Morley College - London.

Niko Nikiforos has been Star Maritime's Vice President of Business Development since inception. Since September 1997, he has been the Managing Director of Oceanbulk Shipping and Trading S.A., which provides ocean transportation solutions for international commodity companies and which, since December 2002, operates a regular liner service between the United States and South America. Since 1997, he has also been the Managing Director of Interchart Shipping Inc., which specializes in chartering dry cargo ships and serves as the exclusive chartering broker for the Oceanbulk Group. Since 1997, he has been the Commercial Director of Oceanbulk Maritime S.A. From 1995 to 1997, he served as a Shipbroker for Link Maritime Enterprises S.A., a ship brokering company. Mr. Nikiforos received his Diploma in Shipping from the London School of Foreign Trade.

For further information concerning the senior executive officers and directors of Star Maritime, please read "Information Concerning Star Bulk Carriers Corp. - Directors and Executive Officers."

Star Maritime's board of directors is divided into three classes with only one class of directors being elected in each year and each class serving a three-year term. At the first annual meeting of shareholders which took place on February 26, 2007, Petros Pappas was re-elected as a Class I director. The term of office of the second class of directors, consisting of Koert Erhardt and Tom Sjøfteland, would expire at the second annual meeting. The term of office of the third class of directors, consisting of Akis Tsirigakis and George Syllantavos, would expire at the third annual meeting.

Executive Compensation

No executive officer has received any cash compensation for services rendered and no compensation of any kind, including finder's and consulting fees, will be paid to any of Star Maritime's officers and directors, or any of their respective affiliates, for services rendered prior to or in connection with the Redomiciliation Merger. However, these individuals will be reimbursed for any out-of-pocket expenses incurred in connection with activities on Star Maritime's behalf such as identifying potential target businesses and performing due diligence on suitable business combinations. There is no limit on the amount of these out-of-pocket expenses and there will be no review of the reasonableness of

the expenses by anyone other than our board of directors, which includes persons who may seek reimbursement, or a court of competent jurisdiction if such reimbursement is challenged.

Star Maritime Principal Stockholders

The following table sets forth, as of March 2, 2007, certain information regarding beneficial ownership of Star Maritime's common stock by each person who is known by Star Maritime to beneficially own more than 5% of its common stock. The table also identifies the stock ownership of each of Star Maritime's directors, each of its officers, and all directors and officers as a group. Except as otherwise indicated, the stockholders listed in the table have sole voting and investment powers with respect to the shares indicated.

Shares of common stock which an individual or group has a right to acquire within 60 days pursuant to the exercise or redemption of options, warrants or other similar convertible or derivative securities are deemed to be outstanding for the purpose of computing the percentage ownership of such individual or group, but are not deemed to be outstanding for the purpose of computing the percentage ownership of any other person shown in the table.

Address of Beneficial Owner(1)	Amount and Nature of Beneficial Ownership(2)(3)	Approximate Percentage of Outstanding Common Stock
Prokopios (Akis) Tsirigakis	4,007,392	12.6%
George Syllantavos	1,486,539	4.66%
Christo Anagnostou	116,108	*
Niko Nikiforos	116,108	*
Petros Pappas	3,947,873	11.53%
Koert Erhardt	340,269	*
Tom Sjøfteland	145,135	*
Directors and executive officers as a group (7 individuals)	10,159,424	35.0%
Acqua Wellington North American Equities, Ltd. (5)	1,550,400	5.34%
The Apogee Fund, Ltd. (5)	233,410	*
The Baupost Group, L.L.C. (7)	2,845,200	9.8%
Fir Tree Recovery (4)	405,533	1.4%
Sapling, LLC (4)	2,112,630	7.3%
Satellite Advisors, LLC (5)	620,080	2.14%
Satellite Asset Management, L.P. (5)	2,961,787	10.20%
Satellite Fund II, LP (5)	521,840	1.8%
Satellite Fund IV, LP (5)	98,240	*
Satellite Fund Management LLC (5)	2,961,787	10.20%
Satellite Overseas Fund IX, Ltd. (5)	108,210	*
Satellite Overseas Fund V, Ltd. (5)	112,890	*
Satellite Overseas Fund VI, Ltd. (5)	49,110	*
Satellite Overseas Fund VII, Ltd. (5)	38,960	*
Satellite Overseas Fund VIII, Ltd. (5)	64,040	*
Satellite Overseas Fund, Ltd. (5)	1,234,087	4.25%
Satellite Strategic Finance Partners, Ltd. (5)	501,000	1.73%

*less than one (1%) percent.

(1) Unless otherwise indicated, the business address of each of the individuals is c/o Star Maritime, 103 Foulk Road, Wilmington, Delaware 19803 and its telephone number is (302) 656-1950.

(2)

Does not include shares of common stock issuable upon exercise of warrants that are not exercisable in the next 60 days.

- (3) Our officers and directors have agreed to surrender to us for cancellation up to an aggregate of 200,000 shares in the event, and to the extent, stockholders exercise their right to redeem their shares for cash upon a business combination. The share amounts do not reflect any surrender of shares.
- (4) Derived from a joint filing of a Schedule 13G/A on February 14, 2007 filed by Sapling, LLC and Fir Tree Recovery. Fir Tree, Inc. is the investment manager of both Sapling LLC and Fir Tree Recovery.

- (5) Derived from a joint filing of a Schedule 13G on October 2, 2006 by Satellite I, Satellite II, Satellite IV (collectively, the "Delaware Funds") over which Satellite Advisors has discretionary trading authority, as general partner, and (ii) Satellite Overseas, Apogee, Satellite Overseas V, Satellite Overseas VI, Satellite Overseas VII, Satellite Overseas VIII, Satellite Overseas IX and SSFP (collectively, the "Offshore Funds" and together with the Delaware Funds, the "Satellite Funds") over which Satellite Asset Management has discretionary investment trading authority. The general partner of Satellite Asset Management is Satellite Fund Management. Satellite Fund Management and Satellite Advisors each share the same four members that make investment decisions on behalf of the Satellite Funds.
- (6) Derived from a filing of a Schedule 13G on February 1, 2007 by Acqua Wellington North American Equities, Ltd.
- (7) Derived from a filing of a Schedule 13G on February 13, 2007 by The Baupost Group, L.L.C.

STAR MARITIME SELECTED FINANCIAL INFORMATION

Star Maritime Acquisition Corp. was incorporated in Delaware on May 13, 2005 to serve as a vehicle for the acquisition through a merger, capital stock exchange, asset acquisition, or other similar business combination with one or more target businesses in the shipping industry. A target business includes one or more entities with agreements to acquire vessels or an operating business in the shipping industry. Star Maritime has not acquired an entity as of December 31, 2006. Star Maritime has selected December 31 as its fiscal year end. Star Maritime is considered to be in the development stage and is subject to the risks associated with activities of development stage companies. The selected financial information set forth below should be read in conjunction with the audited financial statements of Star Maritime and related notes included elsewhere in this joint proxy statement/prospectus.

Star Maritime Acquisition Corp.
(a development stage company)

Balance Sheet

	December 31, 2006	December 31, 2005
ASSETS		
Current Assets		
Cash	\$ 2,118,141	\$ 593,281
Investments in trust account	192,915,257	188,858,542
Prepaid expenses and other current assets	149,647	118,766
Total Current Assets	195,183,045	189,570,589
Property and Equipment, net	3,256	-
Deferred tax asset	-	9,000
TOTAL ASSETS	\$ 195,186,301	\$ 189,579,589
LIABILITIES & STOCKHOLDERS' EQUITY		
Liabilities		
Accounts payable & accrued expenses	\$ 603,520	\$ 344,638
Deferred Interest on investments	2,163,057	
Deferred underwriting fees	4,000,000	4,000,000
Income taxes payable	206,687	
Total Liabilities	6,973,264	4,344,638
Common Stock, \$.0001 par value, 6,599,999 shares subject to possible redemption, at redemption value of \$9.80 per share	64,679,990	64,679,990
Commitments		
Stockholders' Equity		
Preferred Stock, \$.0001 par value; authorized, 1,000,000 shares; none issued or outstanding		-
Common Stock, \$.0001 par value, authorized, 100,000,000 shares; 29,026,924 shares issued and outstanding (including 6,599,999 shares subject to possible redemption)	2,903	2,903
Additional paid in capital	120,441,727	120,441,727

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Earnings accumulated in the development stage	3,088,417	110,331
Total Stockholders' Equity	123,533,047	120,554,961
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ 195,186,301	\$ 189,579,589

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Star Maritime Acquisition Corp.
(a development stage company)

Statement of Income

	For the Year Ended December 31, 2006	May 13, 2005 (date of inception) to December 31, 2005	May 13, 2005 (date of inception) to December 31, 2006
Operating expenses			
Professional fees	\$ 596,423	\$ 19,600	\$ 616,023
Insurance	112,242	4,234	116,476
Due diligence costs	262,877	-	262,877
Other	239,558	26,377	265,935
Total operating expenses	1,211,100	50,211	1,261,311
Interest income	4,395,873	183,542	4,579,415
Income before provision for income taxes	3,184,773	133,331	3,318,104
Provision for income taxes	206,687	23,000	229,687
Net income	\$ 2,978,086	\$ 110,331	\$ 3,088,417
Earnings per share (basic and diluted)	\$ 0.10	\$ 0.01	\$ 0.14
Weighted average shares outstanding - basic and diluted	29,026,924	9,918,282	21,601,120

Star Maritime Acquisition Corp.
(a development stage company)

Statement of Stockholders' Equity

Common Stock

	Shares	Amount	Additional paid-in capital	Earnings accumulated in the development stage	Total stockholders' equity
May 13, 2005 (inception) to December 31, 2006					
Stock Issuance on May 17, 2005 at \$.003 per share	9,026,924	\$ 903	\$ 24,097	\$ -	25,000
Private placement issued December 15, 2005 at \$10 per share	1,132,500	113	11,324,887		11,325,000
Common shares issued December 21, 2005 at \$10 per share	18,867,500	1,887	188,673,113		188,675,000
Expenses of offerings			(14,900,380)		(14,900,380)
Proceeds subject to possible redemption of 6,599,999 shares			(64,679,990)		(64,679,990)
Net income for the period May 13, 2005 (inception) to December 31, 2005	-	-	-	110,331	110,331
Balance, December 31, 2005	29,026,924	\$ 2,903	\$ 120,441,727	\$ 110,331	\$ 120,554,961
Net income for the year ended December 31, 2006	-	-	-	2,978,086	2,978,086
Balance, December 31, 2006	29,026,924	\$ 2,903	\$ 120,441,727	\$ 3,088,417	\$ 123,533,047

Star Maritime Acquisition Corp.
(a development stage company)

Statement of Cash Flows

	For the Year Ended December 31, 2006	May 13, 2005 (date of inception) to December 31, 2005	May 13, 2005 (date of inception) to December 31, 2006
Cash flows from operating activities:			
Net Income	\$ 2,978,086	\$ 110,331	\$ 3,088,417
Adjustments to reconcile net income to net cash used in operating activities:			
Depreciation	408		408
Changes in operating assets and liabilities:			-
Increase in value of trust account	(4,056,715)	(183,542)	(4,240,257)
Increase in prepaid expenses and other current assets	(30,881)	(118,766)	(149,647)
Decrease (increase) in deferred tax asset	9,000	(9,000)	-
Increase in accounts payable and accrued expenses	429,467	174,053	603,520
Increase in deferred interest	2,163,057	-	2,163,057
Increase in taxes payable	206,687	-	206,687
Net cash provided by (used in) operating activities	1,699,109	(26,924)	1,672,185
Cash flows from investing activities:			
Payment to trust account	-	(188,675,000)	(188,675,000)
Capital expenditures	(3,664)	-	(3,664)
Net cash used in investing activities	(3,664)	(188,675,000)	(188,678,664)
Cash flows from financing activities:			
Gross proceeds from public offering		188,675,000	188,675,000
Gross proceeds from private placement		11,325,000	11,325,000
Proceeds of note payable to stockholder	-	590,000	590,000
Repayment of note payable to stockholder	-	(590,000)	(590,000)
Proceeds from sale of shares of common stock	-	25,000	25,000
Payment of offering costs	(170,585)	(10,729,795)	(10,900,380)
Net cash provided by financing activities	(170,585)	189,295,205	189,124,620
Net cash increase for period	1,524,860	593,281	2,118,141
Cash at beginning of period	593,281	-	-
Cash at end of period	\$ 2,118,141	\$ 593,281	\$ 2,118,141
Supplemental cash disclosure			
Interest paid	\$ -	\$ 9,163	\$ 9,163
Supplemental schedule of non-cash financing activities			
Accrual of deferred underwriting fees	\$ -	\$ 4,000,000	\$ 4,000,000
Accrual of offering costs	\$ -	\$ 170,585	

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION OF STAR MARITIME ACQUISITION CORP.

The following discussion should be read in conjunction with Star Maritime's financial statements and related notes thereto contained in this joint proxy statement/prospectus.

Overview

Star Maritime was formed on May 13, 2005 to acquire, through a merger, capital stock exchange, asset acquisition or other similar business combination, one or more businesses in the shipping industry. Star Maritime's initial business combination must be with a target business or businesses whose fair market value is at least equal to 80% of Star Maritime's net assets at the time of such acquisition. As of December 31, 2006, there was \$192,915,257 held in the Trust Account, including interest income of \$4,240,257.

If Star Maritime does not consummate the Redomiciliation Merger or another business combination by December 21, 2007, then, pursuant to Article SIXTH of its Certificate of Incorporation, Star Maritime's officers must take all actions necessary in accordance with the Delaware General Corporation Law to dissolve and liquidate Star Maritime within 60 days of that date. There is substantial doubt that Star Maritime will continue as a going concern if the Redomiciliation Merger is not approved.

Critical Accounting Policies

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of expenses during the reporting period. Actual results could differ from those estimates.

In June 2006, the FASB issued Interpretation No. 48, "Accounting for Uncertainty in Income Taxes - an Interpretation of FASB Statement No.109" ("FIN 48"). FIN 48 clarifies the accounting for uncertainly in income taxes recognized in a company's financial statements in accordance with SFAS No. 109, "Accounting for Income Taxes." FIN 48 prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. FIN 48 is effective for fiscal years beginning after December 15, 2006.

Management does not believe that any recently issued, but not yet effective, accounting standards if currently adopted would have a material effect on the accompanying financial statements. Management is in the process of evaluating the impact of FIN 48 on its 2007 financial statements.

Results of Operations for the Fiscal Year Ended December 31, 2006 and the Period from May 13, 2005 (inception) to December 31, 2005

For the fiscal year ended December 31, 2006, we incurred \$1,211,100 of operating expenses, compared to \$50,211 during the period from May 13, 2005 (date of inception) through December 31, 2005, which were paid from the net proceeds that were not deposited into the trust account. Our operating expenses consisted primarily of expenses related to professional and office fees of \$596,423, insurance costs of \$112,242, due diligence fees in connection with the search for a business target of \$262,877 and other expenses of \$239,558. The increase in operating expenses from the period from May 13, 2005 (date of inception) through December 31, 2005, was the result of our due diligence efforts in searching for a business target after the Initial Public Offering and the fee payable of \$7,500 per month for office space and certain other additional services from the law firm of Schwartz & Weiss, P.C.

For the fiscal year ended December 31, 2006, we earned net income after taxes of \$2,978,086 (\$5,141,143 before the deduction of \$2,163,057 of net interest attributable to common stock subject to possible redemption) compared to \$110,331 during the period from May 13, 2005 (date of inception) through December 31, 2005. Since we did not have any operations, all of our income was derived from the interest income earned on funds held in the trust account.

Results of Operations for the Period from May 13, 2005 (inception) to December 31, 2006

For the period from May 13, 2005 (date of inception) through December 31, 2006, we incurred \$1,261,311 of operating expenses, which were paid from the net proceeds that were not deposited into the trust account. Our operating expenses consisted primarily of expenses related to professional and office fees of \$616,023, insurance costs of \$116,476, due diligence fees in connection with the search for a business target of \$262,877 and other expenses of \$265,935.

For the period from May 13, 2005 (date of inception) through December 31, 2006, we earned net income after taxes of \$3,088,417 (\$5,251,474 before the deduction of \$2,163,057 of net interest attributable to common stock subject to possible redemption). Since we did not have any operations, all of our income was derived from the interest income earned on funds held in the trust account.

During the period from May 13, 2005 (date of inception) through December 31, 2005, Mr. Tsirigakis advanced a total of \$590,000 at an interest rate of 4% per annum for payment of Initial Public Offering expenses on our behalf. These loans were repaid following our Initial Public Offering from the proceeds of the Initial Public Offering

Liquidity and Capital Resources

On December 15, 2005, Star Maritime sold 1,132,500 units in a private placement to certain of Star Maritime's officers and directors. On December 21, 2005, Star Maritime consummated its initial public offering of 18,867,500 units. Each unit in the private placement and the public offering consists of one share of common stock and one redeemable common stock purchase warrant. Each warrant entitles the holder to purchase from Star Maritime one share of Star Maritime's common stock at an exercise price of \$8.00 per share. Star Maritime's common stock and warrants started trading separately as of February 27, 2006.

The net proceeds from the sale of Star Maritime's units, after deducting certain offering expenses of \$10,217,665 including underwriting discounts and commissions and placement fees, were \$189,807,335. Of this amount, \$188,675,000 was placed in the Trust Account, \$599,163 was used to repay debt and interest to Mr. Tsirigakis for a loan used to cover expenses related to the public offering and the remaining proceeds of \$533,172, which after payment of approximately \$170,000 of additional financing fees, provided us with approximately \$363,172 which was deposited and to be used by Star Maritime to provide for business, legal and accounting due diligence on prospective acquisitions and continuing general and administrative expenses. The net proceeds deposited into the Trust Account remain on deposit in the Trust Account earning interest. As of December 31, 2006, there was approximately \$192,915,257 held in the Trust Account, of which up to \$4,000,000 will be paid to the underwriters if a business combination is consummated, but which will be forfeited in part if public stockholders elect to have their shares redeemed for cash. Star Maritime will use substantially all of the net proceeds of the public offering to acquire the vessels in the initial fleet.

Star Maritime will offer each public stockholder the right to have such stockholder's shares of common stock redeemed for cash if the stockholder votes against the Redomiciliation Merger, elects to exercise redemption rights and the Redomiciliation Merger is approved and completed. The per-share redemption price is equal to \$10.00 per share, which amount represents \$9.80 per share, plus the pro rata portion of any accrued interest earned on the Trust Account (net of taxes payable) not previously distributed to us and \$0.20 per share plus interest thereon (net of taxes payable) of contingent underwriting compensation which the underwriters have agreed to forfeit to pay redeeming stockholders, calculated as of two days prior to the consummation of the Redomiciliation Merger. Accordingly, the actual per-share redemption price will fluctuate prior to the date such shares would be redeemed. The actual per-share redemption price will be equal to \$10.21 per share, based on funds in the Trust Account as of December 31, 2006. We may effect the Redomiciliation Merger so long as public stockholders owning less than 33% of shares sold in the offering and the private placement vote against the Redomiciliation Merger and exercise their redemption rights. Accordingly, 6,599,999 shares of common stock are subject to possible redemption. At December 31, 2006, \$64,679,990 of the net proceeds from the offering, has been classified as common stock subject to possible redemption in the Company's balance sheet.

Star Maritime's management believes that Star Maritime will have sufficient available funds outside of the trust account to operate through December 21, 2007, assuming that the Redomiciliation Merger is not consummated during that time. Management does not believe that Star Maritime will need to raise additional funds in order to meet the expenditures required for operating its business.

Off-Balance Sheet Arrangements

Star Maritime has not entered into any off-balance sheet financing arrangements.

Contractual Obligations

We do not have any long term debt, capital lease obligations, operating lease obligations, purchase obligations or other long term liabilities.

Quantitative and Qualitative Disclosures About Market Risk

Market risk is the sensitivity of income to changes in interest rates, foreign exchanges, commodity prices, equity prices, and other market-driven rates or prices. Star Maritime is not presently engaged in any substantive commercial business. Accordingly, Star Maritime is not and, until such time as it consummates a business combination, it will not be, exposed to risks associated with foreign exchange rates, commodity prices, equity prices or other market-driven rates or prices. The net proceeds of Star Maritime's initial public offering held in the trust account have been invested only in money market funds meeting certain conditions under Rule 2a-7 promulgated under the Investment Company Act of 1940. Given our limited risk in Star Maritime's exposure to money market funds, management does not view the interest rate risk to be significant.

INFORMATION CONCERNING STAR BULK CARRIERS CORP.

General

Star Bulk was formed on December 13, 2006 under the laws of the Republic of the Marshall Islands and has its principal offices located in Athens, Greece. Star Bulk, a wholly-owned subsidiary of Star Maritime, will be an independent commercial shipping company that will provide global transportation solutions in the drybulk shipping sector through its vessel-owning subsidiaries for a broad range of major and minor bulk cargoes including iron ore, coal, grain, cement, fertilizer, along worldwide shipping routes. Concurrently with the Redomiciliation Merger, Star Bulk will issue 12,537,645 share of common stock to TMT in respect of the stock consideration portion of the aggregate purchase price of the vessels in the initial fleet. Under certain circumstances, Star Bulk may issue up to an additional 1,606,962 shares of common stock to TMT. See “Acquisition Agreements - Purchase price.”

Corporate Structure

Star Bulk is a holding company that will own its vessels through separate wholly-owned subsidiaries. Star Bulk’s wholly-owned subsidiary, Star Bulk Management Inc., or Star Bulk Management, will perform operational and technical management services for the vessels in the initial fleet, including chartering, marketing, capital expenditures, personnel, accounting, paying vessel taxes and maintaining insurance.

The names of the wholly-owned subsidiaries that will own each vessel are as follows:

Subsidiary	Vessel Name	To be Renamed (TBR)
Star Alpha Inc.	A Duckling	Star Alpha
Star Beta Inc.	B Duckling	Star Beta
Star Gamma Inc.	C Duckling	Star Gamma
Star Delta Inc.	F Duckling	Star Delta
Star Epsilon Inc.	G Duckling	Star Epsilon
Star Zita Inc.	I Duckling	Star Zita
Star Theta Inc.	J Duckling	Star Theta
Star Iota Inc.	Mommy Duckling	Star Iota

Distinguishing Factors and Business Strategy

Extensive Industry Visibility. Star Bulk’s non-executive Co-Chairmen, Mr. Nobu Su and Mr. Petros Pappas, and its founder Mr. Akis Tsirigakis, each have extensive experience and relationships in the shipping industry and with charterers in the coal, steel and iron ore industries. Star Bulk intends to capitalize on these relationships and contacts to gain market intelligence and identify chartering opportunities with leading charterers in these core commodities industries, many of whom consider the reputation of a vessel owner and operator when entering into time charters.

Established Customer Relationships. Star Bulk believes that its Co-Chairmen, directors and management team have established relationships with leading charterers and a number of chartering, sales and purchase brokerage houses around the world. Star Bulk believes that its Co-Chairmen, directors and management team have maintained relationships with, and have achieved acceptance by, major national and private industrial users, commodity producers and traders.

Experienced Management Team. Star Bulk’s founder and Chief Executive Officer, Mr. Akis Tsirigakis has Bachelors and Masters degrees from the University of Michigan in Naval Architecture and Marine Engineering. During his 28 year career in shipping he worked in all aspects of shipmanagement and maintenance of drybulk carriers and tankers.

Star Bulk believes that the members of its management team have developed strong industry relationships with leading charterers, shipbuilders, insurance underwriters, protection and indemnity associations and financial institutions.

Highly efficient operations. Star Bulk believes that its director's and executive officers' long experience in third-party technical management of drybulk carriers will enable Star Bulk to establish cost-efficient operations. Star Bulk intends to actively monitor and control vessel operating expenses while maintaining high quality of its fleet through regular inspection, maintenance programs, high standards of operation, vessel technical condition, safety and environmental protection through comprehensive planned maintenance systems, preventive maintenance programs and by retaining and training qualified crew members.

Balanced Chartering Strategies. All of Star Bulk's vessels, with the exception of the *Star Beta* and the *Star Theta*, will be under medium- to long-term charters with terms of one to three years with an average of approximately one and a half years and provide for fixed semi-monthly payments in advance which Star Bulk expects to commence immediately upon their delivery to Star Bulk. Star Bulk believes that these charters will provide it with high fleet utilization and relatively stable revenues. Star Bulk may in the future pursue other market opportunities for its vessels to capitalize on favorable market conditions, including entering into short-term time and voyage charters, pool arrangements or bareboat charters.

Focused Fleet Profile. Star Bulk intends to focus on the larger size segments of the drybulk sector such as Capesize, Panamax and Supramax drybulk carriers. Star Bulk believes these segments offer greater potential compared to smaller drybulk carriers, such as Handymax and Handysize vessels. Furthermore, Star Bulk's targeted fleet profile will enable it to serve its customers in both major and minor bulk trades. Star Bulk's vessels will be able to trade worldwide in a multitude of trade routes carrying a wide range of cargoes for a number of industries. Star Bulk's drybulk carriers can carry coal and iron ore for energy and steel production as well as grain and steel products, fertilizers, minerals, forest products, ores, bauxite, alumina, cement and other cargoes. Star Bulk's fleet will include five sister ships. Operating sister and similar ships will provide Star Bulk with operational and scheduling flexibility, efficiencies in employee training and lower inventory and maintenance expenses. Star Bulk believes that operating sister ships will allow it to increase revenue and maintain lower operating costs.

Modern Quality Fleet. Star Bulk believes that its ability to maintain and increase its customer base will depend largely on the quality and performance of its fleet. Star Bulk believes that owning a modern, high quality fleet reduces operating costs, improves safety and provides it with a competitive advantage in obtaining employment for its vessels. Star Bulk will carry out regular inspections and maintenance of its fleet in order to maintain its high quality.

Low Indebtedness Level. Star Bulk will use substantially all of the funds in the Trust Account and up to \$50,000,000 in borrowings under the credit facility to purchase the vessels in the fleet, assuming Star Maritime stockholders do not exercise redemption rights. Star Bulk's relatively low level of indebtedness will provides it with a strong balance sheet and increases the amount of funds available to Star Bulk under the credit facility in connection with future acquisitions.

Fleet Growth Potential. Star Bulk intends to acquire additional drybulk carriers through timely and selective acquisitions of vessels in a manner that it determines would be accretive to cash flow. Star Bulk expects to fund acquisitions of additional vessels using amounts borrowed under the credit facility, future borrowings under other agreements as well as with gross proceeds of up to \$160,000,000 from the possible exercise of warrants.

Pay quarterly dividends. Star Bulk currently intends to pay quarterly dividends to the holders of its common shares, in February, May, August and November, in amounts that will allow it to retain a portion of its cash flows to fund vessel or fleet acquisitions, and for debt repayment and dry-docking costs, as determined by its board of directors. Based upon and subject to the assumptions and forecasts included in the section "Star Bulk's Forecasted Cash Available for Dividends, Reserves and Extraordinary Expenses," Star Bulk intends to pay its first dividend, which it estimates will be in the amount of \$0.325 per common share, in November 2007, in respect of the period from the commencement of Star Bulk's operations through September 30, 2007. For more information on cash that Star Bulk may have available to pay dividends, please read the section entitled "Star Bulk's Forecasted Cash Available for Dividends, Reserves and

Extraordinary Expenses”.

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Star Bulk's Fleet

Upon the delivery of the vessels in the initial fleet, Star Bulk will own and operate eight drybulk carriers that transport a variety of drybulk commodities, including coal, iron ore, and grains, or major bulks, as well as bauxite, phosphate, fertilizers and steel products, or minor bulks. The following table provides summary information about Star Bulk's fleet:

Vessel Name ⁽¹⁾	Vessel Type	Size (dwt)	Year	Charter Rate	Type/
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