

EUROSEAS LTD.
Form F-1/A
April 16, 2008

As filed with the Commission on April 16, 2008

Registration No. 333-129145

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

POST-EFFECTIVE AMENDMENT NO. 2
TO
FORM F-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

EUROSEAS LTD.
(Exact name of registrant as specified in its charter)

Republic of the Marshall
Islands
(State or other jurisdiction of
incorporation or organization)

N/A
(I.R.S. Employer
Identification No.)

Euroseas Ltd.
Aethrion Center
40 Ag. Konstantinou Street
151 24 Maroussi Greece
001 30 211 1804005
(Address and telephone
number of Registrant's
principal executive offices)

Seward & Kissel LLP
Attn: Lawrence Rutkowski,
Esq.
One Battery Park Plaza
New York, New York 10004
(212) 574-1200
(Name, address and telephone
number
of agent for service)

Copies to:

Euroseas Ltd.
Aethrion Center
40 Ag. Konstantinou Street
151 24 Maroussi Greece
001 30 211 1804005

Lawrence Rutkowski, Esq.
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One Battery Park Plaza
New York, New York 10004
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Approximate date of commencement of proposed sale to public: This post-effective amendment deregisters those securities that remain unsold hereunder as of the effective date hereof.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. "

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, 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, please 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(c) 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 registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. "

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. "

DEREGISTRATION OF SECURITIES

Euroseas Ltd. (the “Registrant”) files this Post-Effective Amendment No. 2 to the registration statement on Form F-1, file No. 333-129145 (the “Registration Statement”), originally filed on October 20, 2005, to deregister unsold securities of the Registrant.

Pursuant to the terms of a registration rights agreement entered into between the Registrant and the selling shareholders included in the Registration Statement, the Registrant agreed to keep the Registration Statement effective for a two year period and such two year period has expired. The Registrant is filing this Post-Effective Amendment No. 2 to the Registration Statement to deregister all of the securities previously registered under the Registration Statement that remain unsold.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the undersigned registrant has duly caused this Post-Effective Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Maroussi, country of Greece on April 16, 2008.

EUROSEAS LTD.

By: /s/ Aristides J. Pittas
 Name: Aristides J. Pittas
 Title: President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 2 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

| Signature | Title | Date |
|---|---|----------------|
| /s/ Aristides J. Pittas Aristides J. Pittas | Chairman of the Board of Directors, President and Chief Executive Officer (Principal Executive Officer) | April 16, 2008 |
| /s/ Dr. Anastasios Aslidis Dr. Anastasios Aslidis | Chief Financial Officer, Treasurer and Director (Principal Financial and Accounting Officer) and Authorized Representative in the United States | April 16, 2008 |
| /s/ Aristides P. Pittas Aristides P. Pittas | Vice Chairman and Director | April 16, 2008 |
| /s/ Stephania Kamiri Stephania Kamiri | Secretary | April 16, 2008 |
| /s/ George Skarvelis George Skarvelis | Director | April 16, 2008 |
| /s/ Gerald Turner Gerald Turner | Director | April 16, 2008 |
| /s/ Panagiotis Kyriakopoulos Panagiotis Kyriakopoulos | Director | April 16, 2008 |