

EUROSEAS LTD.  
Form POS AM  
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.  
Seward & Kissel LLP  
One Battery Park Plaza  
New York, New York 10004  
(212) 574-1200

Edgar Filing: EUROSEAS LTD. - Form POS AM

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