

Ardmore Shipping Corp
Form 6-K
March 17, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13A-16 OR 15D-16
OF THE SECURITIES EXCHANGE ACT OF 1934

For the month of March 2014

Commission File Number: 001-36028

Ardmore Shipping Corporation
(Translation of registrant's name into English)

69 Pitts Bay Road, Hamilton, HM08, Bermuda
(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F ☒ Form 40-F ☐

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): ☐.

Note: Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

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Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): ☐.

Note: Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's "home country"), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

INFORMATION CONTAINED IN THIS FORM 6-K REPORT

Attached to this Report on Form 6-K as Exhibit 99.1 is a press release dated March 17, 2014 of Ardmore Shipping Corporation (the "Company"), announcing that in connection with its underwritten public offering of 7,000,000 common shares, the Company sold an additional 1,050,000 common shares pursuant to the underwriters' full exercise of their over-allotment option.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

ARDMORE SHIPPING CORPORATION
(registrant)

Dated: March 17, 2014

By: /s/ Paul
Tivnan
Paul Tivnan
Chief Financial Officer, Treasurer
and Secretary

Ardmore Shipping Corporation Announces Closing of Over-Allotment Option

Hamilton, Bermuda – (March 17, 2014) – Ardmore Shipping Corporation (the "Company") announced today that it has closed the sale of 1,050,000 of its common shares pursuant to an over-allotment option granted to the underwriters in connection with the Company's previously announced follow-on offering. The Company previously closed the sale of its public offering of 7,000,000 shares of common stock on March 11, 2014, at a public offering price of \$13.50. The proceeds of the offering are expected to be used to acquire additional vessels in line with the Company's strategy and to provide cash for general corporate purposes.

Morgan Stanley & Co. LLC, Wells Fargo Securities, LLC and Clarkson Capital Markets LLC acted as joint bookrunning managers and Evercore Group L.L.C., Pareto Securities AS and ABN AMRO Securities (USA) LLC acted as co-managers in the offering.

A registration statement relating to these securities was filed with and has been declared effective by the Securities and Exchange Commission. This press release does not constitute an offer to sell or the solicitation of an offer to buy securities and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale is unlawful. The offering is being made by means of a prospectus. Copies of the prospectus relating to the offering may be obtained from Morgan Stanley & Co. LLC at 180 Varick Street, 2nd Floor, New York, NY 10014, Attention: Prospectus Department or by calling 1-866 718-1649 or by e-mail at prospectus@morganstanley.com, or from Wells Fargo Securities, LLC, at 375 Park Avenue, New York, NY 10152, Attention: Equity Syndicate Department or by calling 1-800 326-5897 or by e-mail at cmclientsupport@wellsfargo.com or from Clarkson Capital Markets LLC at 597 Fifth Avenue, 8th Floor, New York, NY 10017 or by calling 1-212 314-0900 or by email at Prospectus@Clarksons.com.

Forward-Looking Statements

Matters discussed in this press release may constitute forward-looking statements. The Private Securities Litigation Reform Act of 1995 provides safe harbor protections for forward-looking statements in order to encourage companies to provide prospective information about their business. Forward-looking statements include statements concerning plans, objectives, goals, strategies, future events or performance, and underlying assumptions and other statements, which are other than statements of historical facts. The Company desires to take advantage of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 and is including this cautionary statement in connection with this safe harbor legislation. The words "believe," "anticipate," "intends," "estimate," "forecast," "project," "plan," "potential," "may," "should," "expect," "pending" and similar expressions identify forward-looking statements.

The forward-looking statements in this press release are based upon various assumptions, many of which are based, in turn, upon further assumptions, including without limitation, our management's examination of historical operating trends, data contained in our records and other data available from third parties. Although we believe that these assumptions were reasonable when made, because these assumptions are inherently subject to significant uncertainties and contingencies which are difficult or impossible to predict and are beyond our control, we cannot assure you that we will achieve or accomplish these expectations, beliefs or projections.

In addition to these important factors, other important factors that, in our view, could cause actual results to differ materially from those discussed in the forward-looking statements include the failure of counterparties to fully perform their contracts with us, the strength of world economies and currencies, general market conditions, including fluctuations in charter rates and vessel values, changes in demand for tanker vessel capacity, changes in our operating expenses, including bunker prices, drydocking and insurance costs, the market for our vessels, competition in the

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tanker industry, availability of financing and refinancing, charter counterparty performance, ability to obtain financing and comply with covenants in such financing arrangements, changes in governmental rules and regulations or actions taken by regulatory authorities, potential liability from pending or future litigation, general domestic and international political conditions, potential disruption of shipping routes due to accidents, piracy or political events, vessels breakdowns and instances of off-hires and other factors. Please see our filings with the Securities and Exchange Commission for a more complete discussion of these and other risks and uncertainties.

Investor Relations Enquiries:

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