

Star Bulk Carriers Corp.
Form 6-K
December 18, 2009

FORM 6-K

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

For the month of December 2009

Commission File Number:

Star Bulk Carriers Corp.
(Translation of registrant's name into English)

7, Fragoklisias Street, 2nd floor, Maroussi 151 25, Athens, Greece
(Address of principal executive office)

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

Form 20-F Form 40-F

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

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

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

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

INFORMATION CONTAINED IN THIS FORM 6-K REPORT

Attached hereto as Exhibit 1 is Management's Discussion and Analysis of Financial Condition and Results of Operation and the unaudited interim condensed consolidated financial statements and related information and data of Star Bulk Carriers Corp. as of and for the nine months ended September 30, 2009.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following is a discussion of our financial condition and results of operations for the nine months ended September 30, 2009 and 2008. Unless otherwise specified herein, references to the "Company," "we," "us," or "our" shall include Star Bulk Carriers Corp. and its subsidiaries. You should read the following discussion and analysis together with the financial statements and related notes included elsewhere in this report. For additional information relating to our management's discussion and analysis of financial condition and results of operation, please see our annual report on Form 20-F for the year ended December 31, 2008, which was filed with the U.S. Securities and Exchange Commission, or the Commission, on April 16, 2009. This discussion includes forward-looking statements which, although based on assumptions that we consider reasonable, are subject to risks and uncertainties which could cause actual events or conditions to differ materially from those currently anticipated and expressed or implied by such forward-looking statements.

Overview

We are an international company providing worldwide transportation of drybulk commodities through our vessel-owning subsidiaries for a broad range of customers of major and minor bulk cargoes including iron ore, coal, grain, cement and fertilizer. We were incorporated in the Marshall Islands on December 13, 2006 as a wholly-owned subsidiary of Star Maritime Acquisition Corp., or Star Maritime. On November 30, 2007, we merged with and into Star Maritime with Star Bulk being the surviving entity and commenced operations on December 3, 2007, which was the date we took delivery of our first vessel. We refer to this merger throughout this report as the "Redomiciliation Merger."

Our Fleet

We own and operate a fleet of 12 vessels consisting of four Capesize and eight Supramax drybulk carriers with an average age of 10.7 years and a combined cargo carrying capacity of approximately 1.1 million dwt. Our fleet carries 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. We charter all of our vessels on medium- to long-term time charters with terms of approximately one to five years, other than the Star Alpha, which is currently employed under a freight contract and Star Ypsilon which is currently employed on a time charter for a minimum of five months and a maximum of seven months. In addition, on January 20, 2009, we entered into a contract of affreightment, or COA, with Companhia Vale do Rio Doce, or Vale. Under the terms of the COA, we expect to transport approximately 700,000 metric tons of iron ore between Brazil and China in four separate Capesize vessel shipments. As of December 7, 2009, we successfully completed three of the four shipments under the COA. In November 2009, we chartered-in a Capesize vessel from a third party for a minimum of five months and a maximum of seven months at a gross daily rate of \$50,000 to complete the fourth shipment under the COA.

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The following table presents summary information concerning our fleet as of December 17, 2009:

Vessel Name	Vessel Type	Size (dwt.)	Year Built	DailyGross Hire Rate	Type/ Maximum Remaining Term
Star Alpha (1)	Capesize	175,075	1992	N/A	Spot
Star Beta (2)	Capesize	174,691	1993	\$ 32,500	Time charter/ 0.4 years
Star Gamma	Supramax	53,098	2002	\$ 38,000	Time charter/ 2.0 years
Star Delta (3)	Supramax	52,434	2000	\$ 11,250/14,000	Time charter/ 0.1/2.0 year
Star Epsilon (4)	Supramax	52,402	2001	\$ 16,000	Time charter/ 0.9 years
Star Zeta	Supramax	52,994	2003	\$ 42,500	Time charter/ 1.3 years
Star Theta (5)	Supramax	52,425	2003	\$ 11,300	Time charter/ 0.4 year
Star Kappa (6)	Supramax	52,055	2001	\$ 14,500	Time charter/ 1.9 years
Star Sigma (7)	Capesize	184,403	1991	\$ 38,000	Time charter/ 4.0 years
Star Omicron	Supramax	53,489	2005	\$ 43,000	Time charter/ 1.1 years
Star Cosmo	Supramax	52,247	2005	\$ 35,615	Time charter/ 1.2 years
Star Ypsilon(8)	Capesize	150,940	1991	\$ 43,250	Time charter/ 0.2 years

1. During January 2009, the Star Alpha underwent unscheduled repairs which resulted in a 25 day off-hire period. Following the completion of repairs, Star Alpha was redelivered to us by its charterers approximately one month prior to the earliest redelivery date allowed under the time charter agreement. Prior to the redelivery, arbitration proceedings had commenced pursuant to disputes that had arisen with the charterers of Star Alpha. The disputes relate to vessel performance characteristics and hire. The arbitration panel is also handling additional proceedings between third parties that sub-chartered the vessel. We notified the charterers of the vessel that we intend to seek additional damages in connection with the early redelivery of Star Alpha in the current arbitration proceedings.

On July 21, 2009, we entered into agreements to sell the Star Alpha to an unaffiliated third party for a contracted sales price of approximately \$19.9 million. As of September 30, 2009, we classified the Star Alpha as an asset held for sale and as a result recorded an impairment loss of \$75.1 million during the nine months ended September 30, 2009. We expect to deliver the vessel to its purchasers in December 2009.

2. On February 10, 2009, we entered into a new time charter agreement for the Star Beta, for a minimum of 13 months and a maximum of 15 months, at a gross daily rate of \$32,500. The vessel was delivered to the new charterer on February 14, 2009. On September 13, 2009, we chartered-in the vessel from its charterer to serve the third shipment under the COA described above. The Star Beta completed the third shipment under the COA in the fourth quarter of 2009.

3. On January 30, 2009, we entered into a new time charter agreement for the Star Delta for a minimum of 11 months and a maximum of 13 months, at a gross daily rate of \$11,250. The vessel was delivered to the new charterer on February 7, 2009. On October 8, 2009, we agreed with the current charterers of the Star Delta to an additional two year time charter agreement, which is scheduled to commence immediately following the current time charter, at a gross daily rate of \$14,000.
4. On April 3, 2009, we entered into a new time charter agreement for the Star Epsilon with the existing charterer, for a minimum of 63 months and a maximum of 65 months, at a gross daily rate of \$25,500. The new time charter agreement was effective as of April 12, 2009 and replaced the existing charter dated April 30, 2008, which was for a minimum of 59 months and a maximum of 61 months, at a gross daily rate of \$32,400. In November 2009, we withdrew the vessel from its charterer's service due to repudiatory breach of the time charter contract by the charterer. We commenced arbitration proceedings against the charterers in London to pursue damages arising from such breach, which will include loss of hire. On November 6, 2009, we entered into a new one-year time charter agreement for the Star Epsilon with a charterer, at a gross daily rate of \$16,000.
5. On April 17, 2009, we entered into a new time charter agreement for the Star Theta, for a minimum of 11 months and a maximum of 13 months, at a gross daily rate of \$11,300. The vessel was delivered to the new charterer on May 17, 2009.
6. On April 3, 2009, we entered into a new time charter agreement for the Star Kappa with the existing charterer, for a minimum of 63 months and a maximum of 65 months, at a gross daily rate of \$25,500. The new time charter agreement was effective as of April 7, 2009 and replaced the existing charter dated September 20, 2007, which was for a minimum of 35 months and a maximum of 37 months, at a gross daily rate of \$47,800. In November 2009, we withdrew the vessel from its charterer's service due to repudiatory breach of the time charter contract by the charterer. We commenced arbitration proceedings against the charterers in London to pursue damages arising from such breach, which will include loss of hire. On November 6, 2009, we entered into a new two year time charter agreement for the Star Kappa with a new charterer, at a gross daily rate of \$14,500.
7. On May 21, 2009, we amended the existing time charter agreement for the Star Sigma with the existing charterer, to a minimum of 56 months and a maximum of 61 months, at a gross daily rate of \$38,000. The new time charter agreement was effective as of May 1, 2009 and replaces the existing charter dated March 6, 2008, which was for a minimum of 36 months and a maximum of 41 months, at an average daily rate of \$63,000. In addition, the amended time charter agreement includes an index-based profit sharing arrangement effective as of March 1, 2012, pursuant to which the charterer is obligated to pay us, in addition to the above daily rate, 50% of the amount by which the Baltic Capesize Index rate exceeds \$49,000.
8. On July 29, 2009, we entered into a new time charter agreement for the Star Ypsilon, for a minimum of five months and a maximum of seven months, at a gross daily rate of \$43,250.

RECENT DEVELOPMENTS

Since our inception, we subcontracted the technical and crew management of all of our vessels other than Star Cosmo to Bernard Schulte Shipmanagement Ltd., or BSS. Since March 14, 2009, Starbulk S.A., our wholly owned subsidiary, gradually started to provide in-house technical management to our vessels. By November 6, 2009, Starbulk S.A. provided the technical management to all of the vessels previously managed by BSS (i.e., all of our vessels other than the Star Cosmo).

On November 16, 2009, with the consent of our lenders, we declared a dividend of \$0.05 per outstanding share of our common stock for the three months ended September 30, 2009, which was paid on or about December 4, 2009, to shareholders on record as of November 27, 2009.

On November 23, 2009 at our annual meeting of shareholders, our shareholders voted to approve an amendment to our Amended and Restated Articles of Incorporation increasing the number of common shares that we are authorized to issue from 100 million registered common shares, par value \$0.01 per share, to 300 million registered common shares, par value \$0.01 per share.

In addition, our shareholders voted to approve an amendment to our Amended and Restated Articles of Incorporation as set forth below that would grant the Chairman of our Board of Directors a tie-breaking vote in the event the Board vote is evenly split or deadlocked on a matter presented for vote. The Marshall Islands Business Corporations Act, or BCA, does not currently provide for granting the Chairman a tie-breaking vote where, as in the Company's case, there is only one class of shares outstanding. However, there is a proposed amendment to the BCA pending before the current Session of the Marshall Islands legislature which would allow the granting of such tie-breaking vote to the Chairman. This amendment mirrors and is drawn from a similar existing provision in the Delaware General Corporation Law. The Board has deferred authorizing the necessary actions to effect such amendment to our Amended and Restated Articles of Incorporation until such time as the BCA has been amended to permit such amendment.

The text of the proposed amendment to our Amended and Restated Articles of Incorporation is set forth below.

"To the fullest extent permitted by law, the Chairman of the Corporation's Board of Directors shall be entitled, in his or her sole discretion, to cast an additional vote in any situation where the votes of directors (including the first vote of the Chairman and abstentions, if any) are evenly split on a matter, including, without limitation, if such even split results from:

- (a) a vote of the entire membership of the Board of Directors;
- (b) a vote of the Directors constituting a quorum at a meeting of the Board of Directors, or
- (c) a vote of Directors actually voting at a meeting of the Board of Directors."

RECENT DEVELOPMENTS IN OUR INDUSTRY

The Baltic Dry Index, or BDI, a daily average of charter rates in 26 shipping routes measured on a time charter and voyage basis and covering Supramax, Panamax, and Capesize drybulk carriers, declined from a high of 11,793 in May 2008 to a low of 663 in December 2008, which represents a decline of 94%. Since December 2008, the BDI has risen to 3,474 through December 16, 2009, representing an increase of 424%, although it remains approximately 71% below its record highs. The general decline in the drybulk carrier charter market has resulted in lower charter rates for

vessels exposed to the spot market and time charters linked to the BDI. One of our renegotiated charter parties includes index profit sharing agreements effective after March 2012. Furthermore, our ability to obtain renewal charters upon the expiration of our current charters or charters for new vessels that we may acquire in the future will be directly impacted by prevailing BDI charter rates. The charters for four of our vessels are scheduled to expire between February and November 2010, and the time charters for half of our vessels provide for rates significantly lower than the rates previously achieved by us. Please see fleet employment data contained under the heading "Our Fleet."

Drybulk carrier values have also declined both as a result of a slowdown in the availability of global credit and the significant deterioration in charter rates. Charter rates and vessel values have been affected in part by the lack of availability of credit to finance both vessel purchases and purchases of commodities carried by sea, resulting in a decline in cargo shipments, and the excess supply of iron ore in China which resulted in falling iron ore prices and increased stockpiles in Chinese ports. There can be no assurance as to how long charter rates and vessel values will remain at their current low levels or whether the recent improvement will continue. Charter rates may remain at low levels for some time which will adversely affect our revenue and profitability and could further affect compliance with the covenants in our loan agreements.

Recent developments in the drybulk charter market and credit markets have also resulted in additional risks. The occurrence of one or more of these risk factors would adversely affect our results of operations or financial condition.

RISK FACTORS

Investing in our common shares involves risks. Set forth below are updated or additional risk factors which should be read together with the risk factors beginning on page 4 of our annual report on Form 20-F for the year ended December 31, 2008, which was filed with the Commission on April 16, 2009 and the risk factors beginning on page 6 of our registration statement on Form F-3/A, which was filed with the Commission on February 12, 2009.

Industry Specific Risk Factors

An over-supply of drybulk carrier capacity may prolong or further depress the current low charter rates and, in turn, adversely affect our profitability

The market supply of drybulk carriers has been increasing, and the number of drybulk carriers on order is near historic highs. These newbuildings were delivered in significant numbers starting at the beginning of 2006 and continued to be delivered in significant numbers through 2008. Although many newbuildings cancellations occurred in 2009, a significant number of newbuildings continued to be delivered in 2009. As of November 1, 2009, newbuilding orders had been placed for an aggregate of about 62% of the current global drybulk fleet, with deliveries expected during the next 48 months. According to market sources about 50% of the drybulk fleet is contracted at established yards, while the other 50% is contracted at yards that are less established and whose viability may be uncertain. Due to lack of financing many analysts expect significant cancellations and slippage of newbuilding orders. While vessel supply will continue to be affected by the delivery of new vessels and the removal of vessels from the global fleet, either through scrapping or accidental losses, an over-supply of drybulk carrier capacity, particularly in conjunction with the currently low level of demand, could exacerbate the recent decrease in charter rates or prolong the period during which low charter rates prevail. If the current low charter rate environment persists, or a further reduction occurs, during a period when the current charters for our drybulk carriers expire or are terminated, we may only be able to recharter those vessels at reduced rates or we may not be able to charter our vessels at all. The charters for four of our vessels expire in 2010.

Company Specific Risk Factors

Our lenders have imposed a restriction on our dividend payments under the terms of our waiver agreements

As a result of restrictions imposed by our lenders, including the restriction on dividend payments under the terms of our waiver agreements, we may not be able to pay dividends.

We previously paid regular dividends on a quarterly basis from our operating surplus, in amounts that allowed us to retain a portion of our cash flows to fund vessel or fleet acquisitions, and for debt repayment and other corporate purposes, as determined by our management and board of directors. Under the terms of our waiver agreements with our lenders, payment of dividends and repurchases of our shares and warrants are subject to the prior written consent of our lenders.

In June 2009, with the consent of our lenders, we declared a dividend of \$0.05 per outstanding share of our common stock for the three months ended June 30, 2009 which was paid on or about July 14, 2009 to shareholders as of record on July 7, 2009. Our lenders have consented to our declaration and payment of this quarterly dividend.

In November 2009, with the consent of our lenders, we declared a dividend of \$0.05 per outstanding share of our common stock for the three months ended September 30, 2009, which was paid on or about December 4, 2009 to shareholders of record as of November 27, 2009.

In addition, the payment of any future dividends will be subject at all times to the discretion of our board of directors and the consent of our lenders. The timing and amount of dividends will depend on our earnings, financial condition, cash requirements and availability, fleet renewal and expansion, restrictions in our 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.

Substantial debt levels could limit our flexibility to obtain additional financing or pursue other business opportunities

As of December 17, 2009, we had outstanding indebtedness of \$247.3 million and we expect to incur additional indebtedness as we continue to grow our fleet. Currently, we do not have any additional borrowing capacity under our existing loan facilities. This level of debt could have important consequences to us, including the following:

- we may not be able to obtain additional financing, if necessary, for working capital, capital expenditures, acquisitions or other purposes may be impaired or such financing may be unavailable on favorable terms;
- we may need to use a substantial portion of our cash from operations to make principal and interest payments on our debt, reducing the funds that would otherwise be available for operations, future business opportunities and dividends to our shareholders;
- our debt level could make us more vulnerable than our competitors with less debt to competitive pressures or a downturn in our business or the economy generally; and
 - our debt level may limit our flexibility in responding to changing business and economic conditions.

Our ability to service our debt will depend upon, among other things, our future financial and operating performance, which will be affected by prevailing economic conditions and financial, business, regulatory and other factors, some of which are beyond our control. If our operating income is not sufficient to service our current or future indebtedness, we will be forced to take actions such as reducing or delaying our business activities, acquisitions, investments or capital expenditures, selling assets, restructuring or refinancing our debt or seeking additional equity capital. We may not be able to effect any of these remedies on satisfactory terms, or at all. In addition, a lack of liquidity in the debt and equity markets could hinder our ability to refinance our debt or obtain additional financing on favorable terms in the future.

The failure of our charterers to meet their obligations under our time charter agreements, on which we depend for substantially all of our revenues, could cause us to suffer losses or otherwise adversely affect our business

As of December 17, 2009, we employed all of our vessels under time charter agreements with an average remaining duration of approximately 1.4 years, other than the Star Alpha, which was employed under a freight contract. For the nine month period ended September 30, 2009, 69% of our voyage revenues were generated from five charterers. The ability and willingness of each of our counterparties to perform its obligations under a time charter agreement with us will depend on a number of factors that are beyond our control and may include, among other things, general economic conditions, the condition of the drybulk shipping industry and the overall financial condition of the counterparties. Charterers are sensitive to the commodity markets and may be impacted by market forces affecting commodities such as iron ore, coal, grain, and other minor bulks. In addition, in these depressed market conditions, certain charterers, including some of our charterers, are renegotiating the terms of the charters or defaulting on their obligations under the charters. The time charters for two of our vessels provide for charter rates that are significantly above market rates as of December 17, 2009. Should a counterparty fail to honor its obligations under agreements with us, it may be difficult to secure substitute employment for such vessel, and any new charter arrangements we secure in the spot market or through a time charter would be at lower rates because of the currently depressed drybulk carrier charter rate levels. If our charterers fail to meet their obligations to us or attempt to renegotiate our charter agreements, we could sustain significant losses which could have a material adverse effect on our business, financial condition, results of operations and cash flows, as well as our ability to pay dividends, if any, in the future. The Star Epsilon and the Star Kappa were previously time chartered until 2014. We withdrew both of the vessels from their charterers' service because of the charterers' repudiatory breach of time charter agreements. We have commenced arbitration proceedings against the vessels' charterers in London to pursue damages arising from such breach, which will include the loss of hire.

Our earnings may be adversely affected if we do not successfully employ our vessels

Our strategy is to employ our vessels on fixed rate period charters. Five of our charters, including one of our COAs with Vale, expire in 2010, four of our charters and our new COA with Vale expire in 2011, two of our charters expire in 2012 and one of our charters expires thereafter. Currently, prevailing drybulk carrier charter rates are significantly lower than those provided for in two of our existing charter agreements. In the past, charter rates for vessels have declined below operating costs of vessels. If our vessels become available for employment in the spot market or under new period charters during periods when charter rates are at depressed levels, such as the current charter market, we may have to employ our vessels at depressed charter rates, if we are able to secure employment for our vessels at all, which would lead to reduced or volatile earnings. If in the future we charter our vessels at depressed levels, our vessels' operation may be less profitable or not profitable at all and we may be unable to repay our debt.

We may be unable to renew our waivers

In March 2009, we entered into agreements with our lenders to obtain waivers for certain covenants including minimum asset coverage covenants contained in our loan agreements that expire in early 2010. Please see "Item 5. Operating and Financial Review and Prospects – Liquidity and Capital Resources – Senior Secured Credit Facilities." of our annual report on Form 20-F for the year ended December 31, 2008, which was filed with the Commission on April 16, 2009.

If we are not in compliance with our covenants and we are not able to obtain additional covenant waivers or modifications, our lenders could require us to post additional collateral, enhance our equity and liquidity, increase our interest payments or pay down our indebtedness to a level where we are in compliance with our loan covenants, sell vessels in our fleet, or they could accelerate our indebtedness, which would impair our ability to continue to conduct our business. If our indebtedness is accelerated, we might not be able to refinance our debt or obtain additional

financing and could lose our vessels if our lenders foreclose their liens. In addition, if we find it necessary to sell our vessels at a time when vessel prices are low, we will recognize losses and a reduction in our earnings, which could affect our ability to raise additional capital necessary for us to comply with our loan agreements.

7

Operating Results

Factors Affecting Our Results of Operations

We charter all of our vessels on medium- to long-term time charters with terms of approximately one to five years, other than the Star Alpha, which was employed under a freight contract, and the Star Ypsilon which is currently employed on a time charter for a minimum of five months and maximum of seven months. Under our time charters, the charterer typically pays us a fixed daily charterhire rate and bears all voyage expenses, including the cost of bunkers (fuel oil) and port and canal charges. We remain responsible for paying the chartered vessel's operating expenses, including the cost of crewing, insuring, repairing and maintaining the vessel, the costs of spares and consumable stores, tonnage taxes and other miscellaneous expenses, and we also pay commissions to affiliated and unaffiliated ship brokers and to in-house brokers associated with the charterer for the arrangement of the relevant charter. COAs relate to the carriage of multiple cargoes over the same route and enable the COA holder to nominate different ships to perform individual voyages. Essentially, it constitutes a number of voyage charters to carry a specified amount of cargo during the term of the COA, which usually spans at least one year. All of the vessel's operating, voyage and capital costs are borne by the ship owner. The freight rate is generally set on a per cargo ton basis. Although the vessels in our fleet are primarily employed on medium- to long-term time charters ranging from one to five years, we may employ these and additional vessels under COAs, bareboat charters, in the spot market or in drybulk carrier pools in the future.

We believe that the important measures for analyzing trends in our results of operations consist of the following:

- Average number of vessels is the number of vessels that constituted our fleet for the relevant period, as measured by the sum of the number of days each vessel was a part of our fleet during the period divided by the number of calendar days in that period.
- Ownership days are the total calendar days each vessel in the fleet was owned by us for the relevant period.
- Available days are the total calendar days the vessels were in our possession for the relevant period after subtracting for off-hire days with major repairs drydocking or special or intermediate surveys or transfer of ownership.
- Voyage days are the total number of days the vessels were in our possession for the relevant period after subtracting all off-hire days incurred for any reason (including off-hire for drydocking, major repairs, special or intermediate surveys).
- Fleet utilization is calculated by dividing voyage days by available days for the relevant period taking into account the dry-docking periods.

The following table reflects our voyage days, ownership days, fleet utilization and TCE rates for the periods indicated:

	Nine months ended September 30, 2008	Nine months ended September 30, 2009
Average number of vessels	10.3	12.0
Number of vessels (as of the last day of the periods reported)	13	12
Average age of fleet (in years) (1)	10.6	10.4
Ownership days	2,818	3,276

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Available days	2,629		3,192	
Voyage days for fleet	2,573		3,117	
Fleet Utilization	97.9	%	97.7	%

(1) Average age of fleet was calculated as of September 30, 2009 and 2008, respectively.

8

Time Charter Equivalent (TCE)

Time charter equivalent rate, or TCE rate, is a measure of the average daily revenue performance of a vessel on a per voyage basis. Our method of calculating TCE rate is determined by dividing voyage revenues (net of voyage expenses and amortization of fair value of above/below market acquired time charter agreements) by voyage days for the relevant time period. Voyage expenses primarily consist of port, canal and fuel costs that are unique to a particular voyage, which would otherwise be paid by the charterer under a time charter contract, as well as commissions. We report TCE revenues, a non-GAAP measure, because our management believes it provides additional meaningful information in conjunction with voyage revenues, the most directly comparable U.S. GAAP measure, because it assists our management in making decisions regarding the deployment and use of our vessels and in evaluating their financial performance. TCE rate is also included herein because it is a standard shipping industry performance measure used primarily to compare period-to-period changes in a shipping company's performance irrespective of changes in the mix of charter types (i.e., spot charters, time charters and bareboat charters) under which the vessels may be employed between the periods and because we believe that it presents useful information to investors.

The following table reflects the calculation of our TCE rates and reconciliation of TCE revenue as reflected in the consolidated statement of income:

(In thousands of Dollars except for voyage days and TCE rates)

	Nine months ended September 30, 2008	Nine months ended September 30, 2009
Voyage revenues	\$ 166,100	\$ 111,123
Less:		
Voyage expenses	(2,743)	(7,479)
Amortization of fair value of above/below market acquired time charter agreements	(51,811)	(5,405)
Time Charter equivalent revenues	\$ 111,546	\$ 98,239
Total voyage days for fleet	2,573.00	3,117.21
Time charter equivalent (TCE) rate (in Dollars)	\$ 43,353	\$ 31,515

Voyage Revenues

Voyage revenues are driven primarily by the number of vessels in our fleet, the number of voyage days and the amount of daily charterhire, or time charter equivalent, that our vessels earn under period charters, which, in turn, are affected by a number of factors, including our decisions relating to vessel acquisitions and disposals, the amount of time that we spend positioning our vessels, the amount of time that our vessels spend in drydock undergoing repairs, maintenance and upgrade work, the age, condition and specifications of our vessels, levels of supply and demand in the seaborne transportation market and other factors affecting spot market charter rates for vessels.

Vessels operating on time charters for a certain period of time provide more predictable cash flows over that period of time, but can yield lower profit margins than vessels operating in the spot charter market during periods characterized by favorable market conditions. Vessels operating in the spot charter market generate revenues that are less predictable but may enable us to capture increased profit margins during periods of improvements in charter rates although we would be exposed to the risk of declining vessel rates, which may have a materially adverse impact on our financial performance. If we employ vessels on period time charters, future spot market rates may be higher or lower than the rates at which we have employed our vessels on period time charters.

Vessel Voyage Expenses

Voyage expenses include port and canal charges, fuel and diesel(bunker) expenses and brokerage commissions payable to related and third parties.

Our voyage expenses primarily consist of commissions paid for the chartering of our vessels.

Vessel Operating Expenses

Vessel operating expenses include crew wages and related costs, the cost of insurance and vessel registry, expenses relating to repairs and maintenance, the costs of spares and consumable stores, tonnage taxes, regulatory fees, technical management fees and other miscellaneous expenses. Other factors beyond our control, some of which may affect the shipping industry in general, including, for instance, developments relating to market prices for crew wages, bunkers and insurance, may also cause these expenses to increase.

Depreciation

We depreciate our vessels on a straight-line basis over their estimated useful lives determined to be 25 years from the date of their initial delivery from the shipyard. Depreciation is based on cost less the estimated residual value.

Vessel Management

Our vessels operate worldwide within the trading limits imposed by our insurance terms and do not operate in areas where United States, European Union or United Nations sanctions have been imposed.

As of December 17, 2009, we had thirty-one employees. Twenty-nine of our employees, which are employed through our wholly-owned subsidiaries Star Bulk Management and Starbulk S.A., are engaged in the day-to-day management of the vessels in our fleet. Our Chief Executive Officer and Chief Financial Officer are also the senior management of Star Bulk Management.

Star Bulk Management is responsible for the operational and technical management of the vessels in our fleet. Star Bulk Management's responsibilities include, inter alia, locating, purchasing, financing and selling vessels, deciding on

capital expenditures for the vessels, paying vessels' taxes, negotiating charters for the vessels, managing the mix of various types of charters, developing and managing the relationships with charterers and the operational and technical management of the vessels. Technical management includes maintenance, drydocking, repairs, insurance, regulatory and classification society compliance, arranging for and managing crews, appointing technical consultants and providing technical support.

We reimburse or advance funds as necessary to Star Bulk Management in order for it to conduct its activities and discharge its obligations, at cost. We also maintain working capital reserves as may be agreed between us and Star Bulk Management from time to time.

Star Bulk Management subcontracts the technical management of the Star Cosmo to Union Commercial Inc, or Union. Pursuant to our vessel management agreement with Union, we pay a daily fee of \$450, which is subject to review two months before the beginning of each calendar year. The agreement continues indefinitely unless either party terminates the agreement upon two months' written notice or a certain termination event occurs.

Since our inception, we subcontracted the technical and crew management of all of our vessels other than Star Cosmo to BSS. Since March 14, 2009, Starbulk S.A., our wholly owned subsidiary, gradually started to provide in-house technical management to our vessels. By November 6, 2009, Starbulk S.A. provided the technical management to all of the vessels previously managed by BSS (i.e., all of our vessels other than the Star Cosmo).

General and Administrative Expenses

We incur general and administrative expenses, including our onshore personnel related expenses, legal and accounting expenses.

Interest and Finance Costs

We incur interest expense and finance costs in connection with debt relating to the acquisition of our vessels. We also defer financing fees and expenses incurred upon entering into our loan agreements and amortize them to interest and financing costs over the term of the underlying obligation using the effective interest method.

Interest income

We earn interest income on our cash deposits with our lenders.

Inflation

Inflation does not have a material effect on our expenses given current economic conditions. In the event that significant global inflationary pressures appear, these pressures would increase our operating, voyage, administrative and financing costs.

Special or Intermediate Survey and Drydocking Costs

We expense special or intermediate survey and drydocking costs as incurred.

Gain or Loss arising from Forward Freight Agreements ("FFAs")

We use FFAs to hedge our exposure to the charter market for a specified route and period of time. Upon settlement, if the contracted charter rate is less than the average of the rates, as reported by an identified index, for the specified route and time period, the seller of the FFA is required to pay the buyer an amount equal to the difference between the contracted rate and the settlement rate, multiplied by the number of days in the specified period. Conversely, if the contracted rate is greater than the settlement rate, the buyer is required to pay the seller the settlement sum. All of our FFA trades are settled on a daily basis through London Clearing House (LCH).

RESULTS OF OPERATIONS

Nine months ended September 30, 2009 compared to the nine months ended September 30, 2008

Voyage Revenues: Voyage revenues for the nine month period ended September 30, 2009 and 2008 were approximately \$111.1 million and \$166.1 million, respectively, which include the amortization of fair value of below/above market time charters amounting to \$5.4 million and \$51.8 million, respectively.

The TCE rate of our fleet decreased approximately 27% to \$31,515 a day for the nine months ended September 30, 2009 from \$43,353 a day for the nine months ended September 30, 2008.

The decrease in both voyage revenues and TCE rates was primarily due to lower charter rates during 2009 for most of our vessels. Specifically, during the nine month period ended September 30, 2009, ten of our twelve vessels were employed under time charter agreements with lower rates than those vessels earned during the nine month period ended September 30, 2008.

Voyage Expenses: For the nine month period ended September 30, 2009 and 2008, voyage expenses, which mainly consist of commissions payable to brokers, bunkers and port expenses, were approximately \$7.5 million and \$2.7 million, respectively. Consistent with drybulk industry practice, we paid broker commissions ranging from 0% to 2.5% of the total daily charterhire rate of each charter to ship brokers associated with the charterers, depending on the number of brokers involved with arranging the charter. The increase in voyage expenses was primarily due to increased bunker costs and port expenses incurred by the Star Alpha, employed under COA and the Star Beta and the Star Sigma employed under freight voyages during the nine months ended September 30, 2009.

Vessel Operating Expenses: For the nine month period ended September 30, 2009 and 2008, our vessel operating expenses were approximately \$23.3 million and \$19.7 million, respectively. This 18% increase in operating expenses was primarily due to the operation of a larger fleet, a 16% increase in ownership days and higher spares and stores expenses during the nine month ended September 30, 2009, as compared to the nine months ended September 30, 2008.

Drydocking Expenses: For the nine month period ended September 30, 2009 and 2008, our drydocking expenses were \$4.7 million and \$7.2 million, respectively. During the nine month period ended September 30, 2009, three of our vessels underwent periodic drydocking surveys and one vessel underwent unscheduled repairs. For the nine month period ended September 30, 2008, four vessels underwent periodic drydocking surveys.

Depreciation: For the nine month period ended September 30, 2009 and 2008, depreciation expenses were \$45.2 million and \$35.0 million, respectively. The increase in depreciation expense was due to the growth of our fleet from an average of 10.3 vessels during the nine month period ended September 30, 2008, to an average of 12.0 vessels during the nine month period ended September 30, 2009.

Vessel Impairment Loss: For the nine month period ended September 30, 2009, we recorded a vessel impairment loss of \$75.1 related to the sale of the Star Alpha compared to a \$3.6 million loss related to the sale of the vessel Star Iota for the nine month period ended September 30, 2008.

On July 21, 2009, we entered into agreements to sell the Star Alpha to an unaffiliated third party for a contracted sale price of approximately \$19.9 million. The Star Alpha was classified as vessel held for sale during the third quarter of 2009, which resulted in an impairment loss of \$75.1 million because the vessel was recorded at the lower of its carrying amount or fair value less cost to sell. We expect to deliver the vessel to its purchasers in December 2009.

On April 24, 2008, we entered into an agreement to sell the Star Iota for gross proceeds of \$18.4 million less \$1.8 million of costs associated with the sale. We delivered this vessel to its purchasers on October 6, 2008. The Star Iota was classified as vessel held for sale during the first quarter of 2008 which resulted in an impairment loss of \$3.6 million because the vessel was recorded at the lower of its carrying amount or fair value less cost to sell.

Loss on forward freight agreements: During 2008 and 2009, we entered into forward freight agreements, or FFAs, on the Capesize and Panamax index. During the nine month period ended September 30, 2009, the change in fair market value of the FFAs resulted in a loss of \$0.8 million. Since we entered into FFAs during the fourth quarter of 2008, there is no comparative amount for the nine month period ended September 30, 2008.

Gain /(loss) on time charter agreement termination: The Star Alpha, which was on time charter at a gross daily charter rate of \$47,500 per day for the period from January 9, 2008 to January 16, 2009, was redelivered to us by its charterers approximately one month prior to the earliest redelivery date under the time charter agreement. During the nine month period ended September 30, 2009, we recognized a non-cash gain on a time charter agreement termination of \$10.1 million, which relates to the unamortized fair value of the below market time charter liability of this vessel on its redelivery date.

The Star Theta was also redelivered to us by its charterers on March 18, 2009, approximately sixteen days prior to the earliest redelivery date under the time charter agreement. During the nine month period ended September 30, 2009, we recognized a non-cash gain on time charter agreement termination of \$0.8 million. In addition, we received \$0.3 million from the charterer relating to the early termination of this charter party.

The Star Ypsilon, which was on time charter at an average gross daily charter rate of \$91,932 per day for the period from September 18, 2008 until July 4, 2011, was redelivered to us by its charterers prior to the earliest redelivery date permitted under the time charter agreement. During the nine month period ended September 30, 2009, we recognized a non-cash loss on a time charter agreement termination of \$10.1 million which relates to the unamortized fair value of above market acquired time charter on a vessel redelivery date. In addition, we recognized a gain amounting to \$5.0 million which represents the deferred revenue from the terminated time charter contract.

General and Administrative Expenses: General and administrative expenses amounted to \$6.3 million for the nine months ended September 30, 2009, and \$8.1 million for the nine months ended September 30, 2008, respectively. This decrease was mainly due to lower share based compensation expenses, which decreased by approximately 33% from \$2.7 million for the nine months ended September 30, 2008 to \$1.8 million for the nine months ended September 30, 2009.

Interest Expenses and Finance Costs: For the nine month period ended September 30, 2009 and 2008, our interest and finance costs under our term-loan facilities were \$7.9 million and \$5.9 million, respectively. This increase is due to greater average outstanding borrowings for the nine month period ended September 30, 2009 amounting to \$280.4 million as compared to the average outstanding borrowings for the nine month period ended September 30, 2008 amounting to \$187.6 million. Furthermore, the applicable margin of our loan facilities significantly increased as a result of the waivers of certain covenants obtained.

Interest Income: For the nine month period ended September 30, 2009 and 2008, our interest income was \$0.5 million and \$0.9 million, respectively. The decrease is mainly due to lower applicable interest rates during the nine month period ended September 30, 2009.

Cash Flow

Net cash provided by operating activities for the nine months ended September 30, 2009 and 2008, was \$59.0 million and \$83.7 million, respectively. Net cash provided by operating activities for the nine -month period ended September 30, 2009 was primarily a result of recorded net loss of \$53.9 million, adjusted for depreciation of \$45.2 million, and an impairment loss from sale of the Star Alpha which has been classified as asset held for sale and recorded at fair value less costs to sell of \$75.1 million, and amortization of fair value of below/above market acquired time charter agreements of \$5.4 million. Net cash provided by operating activities for the nine-months ended

September 30, 2008 was primarily a result of recorded net income of \$83.5 million, adjusted for depreciation, stock based compensation and the vessel impairment loss related to the sale of the vessel Star Iota of \$41.3 million offset by the amortization of the fair value of below/above market acquired time charter agreements of \$51.8 million.

Net cash used in investing activities for the nine-months ended September 30, 2009 and 2008, was \$21.5 million and \$440.8 million, respectively. For the nine-month period ended September 30, 2009, there was an increase in restricted cash of \$21.5 million relating to the waivers obtained for existing loan agreements and the FFA's. For the nine-months ended September 30, 2008 the cash used in investing activities related mainly to the payment of the cash consideration of \$413.4 million paid for our initial fleet, \$14.4 million related to the purchase price allocated to the above-market time charters and \$13.0 million related to an increase in restricted cash.

Net cash used in financing activities for the nine months ended September 30, 2009 was \$38.4 million as compared to \$343.0 million of net cash provided by financing activities for the nine-months ended September 30, 2008. For the nine months ended September 30, 2009, net cash used in financing activities consisted of the payments of loan installments amounting to \$37.0 million and a cash dividend payment of \$3.1 million, mainly offset by cash provided from our directors' dividend reinvestment of \$1.9 million. For the nine-month period ended September 30, 2008 net cash provided by financing activities consisted of the drawdown of \$317.5 million related to our loan facilities and the proceeds from exercise of warrants of \$94.2 million partially offset by \$42.8 million of cash dividends paid, \$12.5 million of repayments under our loan agreements and payments of \$11.7 million in connection with our repurchase of common stock and warrants.

Loan Facilities

For information relating to our loan agreements, please see Note 8 to our audited financial statements for the year ended December 31, 2008 included in our annual report on Form 20-F, which was filed with the Commission on April 16, 2009 and Note 8 to our unaudited condensed consolidated financial statements for the period ended September 30, 2009, included later in this Report.

Waiver Agreements

In March 2009, we entered into agreements with our lenders to obtain waivers for breach of certain covenants including minimum asset coverage covenants contained in our loan agreements. Under the terms of such waiver agreements, the payment of dividends and the repurchases of our shares and warrants are subject to the prior written consent of our lenders.

Commerzbank AG Loan Agreement dated December 27, 2007

On March 13, 2009, we entered into an agreement with Commerzbank AG to obtain waivers of certain covenants on the following terms: during the waiver period from December 31, 2008 to January 31, 2010, the required loan to value ratio, which is the ratio of outstanding indebtedness to the aggregate market value of the collateral vessels, was amended to 90% from 80% including the value of the additional security that will be provided by us pursuant to the waiver. In connection with this waiver, as further security for this facility, we agreed to provide a first preferred mortgage on the Star Alpha and a pledge account containing \$6.0 million. During the waiver period, LIBOR will be adjusted to the cost of funds and the interest spread was increased to 2%.

Piraeus Bank A.E. Loan Facility dated April 14, 2008, as amended

On March 11, 2009, we entered into an agreement with Piraeus Bank A.E., as agent, to obtain waivers for certain covenants on the following terms: during the waiver period from December 31, 2008 to February 28, 2010, the required security cover ratio, which is the ratio of the aggregate market value of the collateral vessels and the outstanding loan amount, will be waived for the year ended February 28, 2011, and the minimum security cover requirement will be reduced to 110% from 125% of the outstanding loan amount. The lenders will also waive the required 60% corporate leverage ratio, which is the ratio of our total indebtedness net of any unencumbered cash divided by the market value of our vessels, through February 28, 2010. In connection with this waiver, as further security for this facility we agreed to provide (i) first preferred mortgages on and first priority assignments of all earnings and insurances of the Star Kappa and the Star Ypsilon; (ii) corporate guarantees from each of the collateral vessel owning limited liability companies; (iii) a subordination of the technical and commercial managers' rights to payment; and (iv) a pledge account containing \$9.0 million. In addition, during the waiver period the interest spread was increased to 2% per annum and thereafter will be adjusted to 1.5% per annum until the margin review date of the facility which is expected to be prior to December 31, 2009.

Piraeus Bank A.E. Loan Facility dated July 1, 2008

On March 11, 2009, we entered into an agreement with Piraeus Bank A.E., as lender, to obtain waivers for certain covenants on the following terms: during the waiver period from December 31, 2008 to February 28, 2010, the required security cover ratio was waived and for the year ended February 28, 2011, and the minimum security cover requirement will be reduced to 110% from 125% of the outstanding loan amount. The lender will also waive the required 60% corporate leverage ratio through February 28, 2010. In connection with this waiver, as further security for this facility we agreed to provide (i) second preferred mortgages on and second priority assignments of all earnings and insurances of the Star Alpha; (ii) a corporate guarantee from Star Alpha's vessel owning limited liability company; (iii) a subordination of the technical and commercial managers' rights to payment; and (iv) a pledge account containing \$5.0 million. This facility is repayable beginning on April 2, 2009, in 22 consecutive quarterly installments: (i) the first two installments in the amount of \$2.0 million each; (ii) the third installment in the amount of \$1.75 million; (iii) the fourth installment in the amount of \$1.25 million; (iv) the fifth through tenth installment in the amount of \$875,000 each; and (v) the final 12 installments in the amount of \$500,000 each plus a balloon payment of \$13.75 million payable with the final installment. In addition, during the waiver period the interest spread was increased to 2% per annum and thereafter will be adjusted to 1.5% per annum until the margin review date of the facility which is expected to be prior to December 31, 2009.

Liquidity and Capital Resources

Our principal source of funds has been equity provided by our shareholders, long-term borrowing, and operating cash flow. Our principal use of funds has been capital expenditures to establish and grow our fleet, maintain the quality of our drybulk carriers, comply with international shipping standards and environmental laws and regulations, fund working capital requirements, make interest and principal repayments on outstanding loan facilities, and pay dividends.

Our short-term liquidity requirements relate to servicing our debt, payment of operating costs, funding working capital requirements and maintaining cash reserves against fluctuations in operating cash flows and paying cash dividends when permissible. Sources of short-term liquidity include our revenues earned from our charters.

Our working capital deficit was \$1.9 million for the period ended September 30, 2009, compared to a working capital deficit of \$15.0 million for the year ended December 31, 2008. Our working capital deficit decreased during the period ended September 30, 2009 due to the reclassification from fixed assets to current assets of \$19.3 million related

to the Star Alpha. Excluding this amount from current assets the working capital deficit would be \$21.1 million. This is primarily due to the significant increase of current liabilities for the period ended September 30, 2009, due to the current portion of loan proceeds amounting to \$60.4 million. If our working capital deficit continues to grow, lenders may be unwilling to provide future financing or will provide future financing at significantly increased interest rates, which will negatively affect our earnings, liquidity and capital position.

Although our capital deficit increased during the nine months ended September 30, 2009, we believe that our current cash balance and our operating cash flow will be sufficient to meet our liquidity needs for the next 12 months. The drybulk charter market declined sharply beginning in the third quarter of 2008 and our results of operations may be adversely affected if market conditions do not improve.

Our medium- and long-term liquidity requirements include funding the equity portion of investments in additional vessels and repayment of long-term debt balances. Sources of funding for our medium- and long-term liquidity requirements include new loans or equity issuances or vessel sales. As of September 30, 2009, we had outstanding borrowings of \$259.5 million, which is the maximum amount permitted under our loan facilities. As of December 17, 2009, we had outstanding borrowings of \$247.3 million under our loan facilities.

We may fund possible growth through our cash balances, operating cash flow, additional long-term borrowing and the issuance of new equity. Our practice has been to acquire drybulk carriers using a combination of funds received from equity investors and bank debt secured by mortgages on our drybulk carriers. In the event we determine to finance a portion of the purchase price for new vessel acquisitions with debt, and if the current conditions in the credit market continue, we may not be able to secure new borrowing capacity on favorable terms. Our business is capital intensive and its future success will depend on our ability to maintain a high-quality fleet through the acquisition of newer drybulk carriers and the selective sale of older drybulk carriers. These acquisitions will be principally subject to management's expectation of future market conditions as well as our ability to acquire drybulk carriers on favorable terms. As of December 17, 2009, we did not have any capital commitments.

As of September 30, 2009, we had cash and cash equivalents of approximately \$28.5 million net of \$6.0 million of short term restricted cash related to the Commerzbank waiver agreement, \$1.2 million of short term restricted cash related to minimum margin requirements in connection with our FFAs, \$13.5 million of long-term restricted cash due to minimum liquidity covenants contained in our loan agreements and \$14.0 million of long-term restricted cash related to the Piraeus Bank waiver agreements.

Significant Accounting Policies and Critical Accounting Policies

There have been no material changes to our significant accounting policies since December 31, 2008. For a description of our critical accounting policies and all of our significant accounting policies, see Note 2 to our audited financial statements and "Item 5 – Operating and Financial Review and Financial Prospects," respectively, included in our annual report on Form 20-F for the year ended December 31, 2008, which was filed with the Commission on April 16, 2009.

Recent Accounting Pronouncements:

For a description of our recent accounting pronouncements, see Note 2 to our unaudited condensed consolidated financial statements included elsewhere herein.

STAR BULK CARRIERS CORP.
INDEX TO CONDENSED CONSOLIDATED
FINANCIAL STATEMENTS

(UNAUDITED)

	Page
Condensed Consolidated Balance Sheets as of December 31, 2008 and September 30, 2009	F-1
Condensed Consolidated Statements of Operations for the Nine Months Ended September 30, 2008 and 2009	F-2
Condensed Consolidated Statement of Equity for the Nine Months Ended September 30, 2008 and 2009	F-3
Condensed Consolidated Statements of Cash Flows for the Nine Months Ended September 30, 2008 and 2009	F-4
Notes to Condensed Consolidated Financial Statements	F-5

STAR BULK CARRIERS CORP.

Unaudited Condensed Consolidated Balance Sheets

As of December 31, 2008 and September 30, 2009

(Expressed in thousands of U.S. dollars except for share and per share data)

	December 31, 2008	September 30, 2009
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	\$ 29,475	\$ 28,509
Restricted Cash (Notes 8 and 12)	2,486	7,242
Trade accounts receivable	3,379	3,345
Inventories (Note 4)	1,276	2,717
Due from related party (Note 3)	465	2,612
Due from managers	1,747	479
Forward freight agreements	251	-
Prepaid expenses and other receivables	680	5,545
Deposit on forward freight agreements	2,514	-
Vessel held for sale	-	19,250
Total Current Assets	42,273	69,699
FIXED ASSETS		
Vessels and other fixed assets, net (Note 5)	821,284	681,775
Total Fixed Assets	821,284	681,775
OTHER NON-CURRENT ASSETS		
Deferred finance charges (Note 6)	1,391	1,123
Due from managers	270	-
Fair value of above market acquired time charter agreements (Note 7)	14,148	916
Restricted cash (Note 8)	12,010	27,510
TOTAL ASSETS	\$ 891,376	\$ 781,023
LIABILITIES & STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
Current portion of long term debt (Note 8)	\$ 49,250	\$ 60,400
Accounts payable	1,031	2,971
Due to related party (Note 3)	156	172
Accrued liabilities	3,296	2,911
Deferred revenue	3,554	5,108
Total Current Liabilities	57,287	71,562
NON-CURRENT LIABILITIES		
Long term debt (Note 8)	247,250	199,100
Fair value of below market acquired time charter agreements (Note 7)	21,574	2,155
Deferred revenue	5,072	1,280
Other non-current liabilities	53	60
TOTAL LIABILITIES	331,236	274,157

STOCKHOLDERS' EQUITY

Preferred Stock; \$0.01 par value, authorized 25,000,000 shares; none issued or outstanding at December 31, 2008 and September 30, 2009 (Note 9)	-	-
Common Stock, \$0.01 par value, 100,000,000 shares authorized; 58,412,402 and 61,104,760 shares issued and outstanding at December 31, 2008 and September 30, 2009, respectively (Note 9)	584	611
Additional paid in capital	479,592	483,201
Retained earnings	79,964	23,054
Total Stockholders' Equity	560,140	506,866
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ 891,376	\$ 781,023

The accompanying condensed notes are an integral part of these unaudited condensed consolidated financial statements.

STAR BULK CARRIERS CORP.

Unaudited Condensed Consolidated Statements of Operations

For the nine months ended September 30, 2008 and 2009

(Expressed in thousands of U.S. dollars except for share and per share data)

	Nine months Ended September 30,	
	2008	2009
Revenues	\$ 166,100	\$ 111,123
Voyage expenses	2,743	7,479
Vessel operating expenses	19,746	23,325
Drydocking expenses	7,229	4,754
Depreciation	35,039	45,216
Management fees	675	702
Management fees-related party	392	-
Loss on Forward freight agreements (Note 12)	-	802
Vessel impairment loss (Note 5)	3,625	75,092
Gain on time charter agreement termination (Note 7)	-	(16,219)
Loss on time charter agreement termination (Note 7)		10,137
General and administrative expenses	8,126	6,318
Operating income / (loss)	88,525	(46,483)
Interest and finance costs (Note 8)	(5,859)	(7,858)
Interest income and other	871	486
Total other expenses, net	(4,988)	(7,372)
Net income/ (loss)	\$ 83,537	\$ (53,855)
Earnings / (loss) per share, basic (Note 10)	\$ 1.63	\$ (0.89)
Earnings / (loss) per share, diluted (Note 10)	\$ 1.54	\$ (0.89)
Weighted average number of shares outstanding, basic	51,201,845	60,813,996
Weighted average number of shares outstanding, diluted	54,200,802	60,813,996

The accompanying condensed notes are an integral part of these unaudited condensed consolidated financial statements.

STAR BULK CARRIERS CORP.

Unaudited Condensed Consolidated Statements of Equity

For the nine months ended September 30, 2008 and 2009

(Expressed in thousands of U.S. dollars except for share and per share data)

	Common Stock				Total stockholders' equity
	# of Shares	Par Value	Additional Paid-in Capital	Retained earnings	
BALANCE, December 31, 2007	42,516,433	425	368,454	6,499	375,378
Net income	-	-	-	83,538	83,538
Warrants exercised	11,769,486	118	94,037	-	94,155
Warrants and common stock buyback	(752,000)	(8)	(11,703)	-	(11,711)
Issuance of common stock to TMT	803,481	8	18,938	-	18,946
Stock-based compensation	315,000	3	2,658	-	2,661
Dividends paid (\$0.80 per share)	-	-	-	(42,814)	(42,814)
BALANCE, September 30, 2008	54,652,400	546	472,384	47,223	520,153
BALANCE, December 31, 2008	58,412,402	584	479,592	79,964	560,140
Net loss	-	-	-	(53,855)	(53,855)
Issuance of common stock to TMT	803,481	8	(8)	-	-
Issuance of common stock to stockholders	818,877	8	1,878	-	1,886
Stock-based compensation	1,070,000	11	1,739	-	1,750
Dividends declared (\$0.05 per share)	-	-	-	(3,055)	(3,055)
BALANCE, September 30, 2009	61,104,760	611	483,201	23,054	506,866

The accompanying condensed notes are an integral part of these unaudited condensed consolidated financial statements.

STAR BULK CARRIERS CORP.

Unaudited Condensed Consolidated Statements of Cash Flows

For the nine months ended September 30, 2008 and 2009

(Expressed in thousands of U.S. dollars)

	Nine months Ended September 30,	
	2008	2009
Net cash provided by Operating Activities	\$ 83,692	\$ 58,977
Cash Flows from Investing Activities:		
Additions to vessel cost and office equipment	(413,354)	(44)
Cash paid for above market acquired time charter	(14,425)	-
Increase in restricted cash	(13,010)	(21,500)
Net cash used in Investing Activities	(440,789)	(21,544)
Cash Flows from Financing Activities:		
Proceeds from bank loan	317,500	-
Bank loan repayment	(12,500)	(37,000)
Proceeds from dividend reinvestment	-	1,886
Proceeds from exercise of warrants	94,155	-
Repurchase of shares and warrants	(11,710)	-
Financing costs paid	(1,625)	(230)
Cash dividend	(42,814)	(3,055)
Net cash provided by /(used in) Financing Activities	343,006	(38,399)
Net decrease in cash and cash equivalents	(14,091)	(966)
Cash and cash equivalents at beginning of period	18,985	29,475
Cash and cash equivalents at end of period	\$ 4,894	\$ 28,509

The accompanying condensed notes are an integral part of these unaudited condensed consolidated financial statements.

STAR BULK CARRIERS CORP.

Notes to Unaudited Condensed Consolidated Financial Statements

September 30, 2009

(Expressed in thousands of United States Dollars – except for share and per share data, unless otherwise stated)

1. Basis of Presentation and General Information:

The accompanying unaudited interim condensed consolidated financial statements include the accounts of Star Bulk Carriers Corp. ("Star Bulk") and its subsidiaries, which are hereinafter collectively referred to as the "Company," have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") for interim financial information. Accordingly, they do not include all the information and notes required by U.S. GAAP.

These unaudited condensed consolidated financial statements have been prepared on the same basis as the annual financial statements and, in the opinion of management, reflect all adjustments, which include only normal recurring adjustments, considered necessary for a fair presentation of the Company's financial position, results of operations and cash flows for the periods presented. Operating results for the nine months ended September 30, 2009, are not necessarily indicative of the results that might be expected for the fiscal year ended December 31, 2009.

The unaudited condensed consolidated financial statements presented in this report should be read in conjunction with the Company's annual report on Form 20-F for the year ended December 31, 2008.

On November 30, 2007, Star Maritime Acquisition Corp. ("Star Maritime") incorporated in the state of Delaware, merged into its wholly-owned subsidiary at the time, Star Bulk, a company incorporated in Marshall Islands, with Star Bulk being the surviving entity. This merger is referred to as the "Redomiciliation Merger."

Star Bulk was incorporated on December 13, 2006, under the laws of the Marshall Islands and is the sole owner of all of the outstanding shares of Star Bulk Management Inc. and the ship-owning subsidiaries as set forth below.

Star Maritime was organized on May 13, 2005, as a blank check company. On December 21, 2005, Star Maritime consummated its initial public offering of 18,867,500 units, at a price of \$10.00 per unit, each unit consisting of one share of Star Maritime common stock and one warrant to purchase one share of Star Maritime common stock at an exercise price of \$8.00 per share. The entire gross proceeds of the initial public offering amounting to \$188,675 were deposited in a trust account.

On January 12, 2007, Star Maritime and Star Bulk entered into definitive agreements (the "Master Agreement") to acquire a fleet of eight drybulk carriers (the "Transaction") from certain subsidiaries of TMT Co. Ltd. ("TMT"), a shipping company headquartered in Taiwan. These eight drybulk carriers are referred to as the initial fleet, or initial vessels. The aggregate purchase price specified in the Master Agreement for the initial fleet was \$224,500 in cash and 12,537,645 shares of common stock of Star Bulk. The Company also agreed to issue to TMT an additional stock consideration of 1,606,962 shares of common stock of Star Bulk in 2008 and 2009. On July 17, 2008 the Company issued 803,481 shares out of additional stock consideration of 1,606,962 of common stock of Star Bulk to TMT. On April 28, 2009 the remaining 803,481 shares of Star Bulk's common stock were issued to TMT.

STAR BULK CARRIERS CORP.

Notes to Unaudited Condensed Consolidated Financial Statements

September 30, 2009

(Expressed in thousands of United States Dollars – except for share and per share data, unless otherwise stated)

1. Basis of Presentation and General Information-(continued):

On November 27, 2007, the Company obtained shareholder approval for the acquisition of the initial fleet and for affecting the Redomiciliation Merger, which became effective on November 30, 2007. The shares of Star Maritime were exchanged on one-for-one basis with shares of Star Bulk and Star Bulk assumed the outstanding warrants of Star Maritime. Subsequently, Star Maritime shares ceased trading.

In addition, upon completion of the Redomiciliation Merger, all Trust Account proceeds were released to the Company to complete the Transaction in accordance with the terms and conditions of the Master Agreement. Star Bulk shares and warrants started trading on the Nasdaq Global Market on December 3, 2007, under the ticker symbols SBLK and SBLKW, respectively. Immediately following the effective date of the Redomiciliation Merger, TMT and its affiliates owned 30.2% of Star Bulk's outstanding common stock.

The Company began operations on December 3, 2007. By the end of March 2008, Star Bulk had taken delivery of all of its eight initial vessels.

Below is the list of the Company's wholly owned subsidiaries as of September 30, 2009:

Wholly Owned Subsidiaries	Vessels Acquired	DWT	Date Delivered	Year Built
Star Bulk Management Inc.	-	-	-	-
Starbulk S.A.***	-	-	-	-
Vessels in operation as of September 30, 2009				
Star Epsilon LLC	Star Epsilon*	52,402	December 3, 2007	2001
Star Theta LLC	Star Theta*	52,425	December 6, 2007	2003
Star Kappa LLC	Star Kappa	52,055	December 14, 2007	2001
Star Beta LLC	Star Beta*	174,691	December 28, 2007	1993
Star Zeta LLC	Star Zeta*	52,994	January 2, 2008	2003
Star Delta LLC	Star Delta*	52,434	January 2, 2008	2000
Star Gamma LLC	Star Gamma*	53,098	January 4, 2008	2002
Star Alpha LLC****	Star Alpha*	175,075	January 9, 2008	1992
Lamda LLC	Star Sigma	184,403	April 15, 2008	1991
Star Omicron LLC	Star Omicron	53,489	April 17, 2008	2005
Star Cosmo LLC	Star Cosmo	52,247	July 1, 2008	2005
Star Ypsilon LLC	Star Ypsilon	150,940	September 18, 2008	1991
Vessel sold				
Star Iota LLC	Star Iota**	78,585	March 7, 2008	1983

STAR BULK CARRIERS CORP.

Notes to Unaudited Condensed Consolidated Financial Statements

September 30, 2009

(Expressed in thousands of United States Dollars – except for share and per share data, unless otherwise stated)

1. Basis of Presentation and General Information-(continued):

* Initial fleet or initial vessels.

** On April 24, 2008 the Company entered into an agreement to sell Star Iota (which was a vessel in our initial fleet) for gross proceeds of \$18.4 million less \$1.8 million of costs associated with the sale. The vessel was delivered to its purchasers on October 6, 2008.

*** Starbulk S.A. was incorporated on January 28, 2009 for the purpose of acting as the Company's vessels technical manager.

**** On July 21, 2009, the Company agreed to sell the vessel Star Alpha (Note 5).

2. Significant Accounting policies:

A summary of the Company's significant accounting policies is identified in Note 2 of the Company's annual report on Form 20-F for the fiscal year ended December 31, 2008. There have been no material changes to the Company's significant accounting policies, except for new accounting pronouncements as noted below.

Recent accounting pronouncements

(i) In March 2008, new guidance was issued with the intent to provide users of financial statements with an enhanced understanding of derivative instruments and hedging activities. The new guidance requires qualitative disclosures about objectives and strategies for using derivatives, quantitative disclosures about fair value amounts of and gains and losses on instruments, and disclosures about credit-risk-related contingent features in derivative agreements. This guidance was effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008. This guidance does not require comparative disclosures for earlier periods at initial adoption. The Company adopted this guidance in the first quarter of 2009 (Note 12).

(ii) In June 2008, new guidance clarified that all outstanding unvested share-based payment awards that contain rights to nonforfeitable dividends participate in undistributed earnings with common shareholders. Awards of this nature are considered participating securities, and the two-class method of computing basic and diluted earnings per share must be applied. The guidance was effective for fiscal years beginning after December 15, 2008. The adoption of this new guidance did not have an impact on our condensed consolidated financial statements as dividends are required to be returned to the entity if the employee forfeits the award.

(iii) In April 2009, new guidance was issued for interim disclosures about the fair value of financial instruments, amending previous guidance for disclosures about fair value of financial instruments to require disclosures about fair value of financial instruments for interim reporting periods of publicly traded companies as well as in annual financial statements. The new guidance is effective for interim reporting periods ending after June 15, 2009, with early adoption permitted for periods ending after March 15, 2009. The adoption of the above mentioned guidance in the second quarter of 2009 did not have an impact on the Company's consolidated financial statements. The Company has provided the fair value disclosures in Note 12.

F-7

STAR BULK CARRIERS CORP.

Notes to Unaudited Condensed Consolidated Financial Statements

September 30, 2009

(Expressed in thousands of United States Dollars – except for share and per share data, unless otherwise stated)

2. Significant Accounting policies – (continued):

Recent accounting pronouncements – (continued):

(iv) In May 2009, new guidance was issued relating to management's assessment of subsequent events. The new guidance (i) clarifies that management must evaluate, as of each reporting period (i.e. interim and annual), events or transactions that occur after the balance sheet date "through the date that the financial statements are issued or are available to be issued", (ii) does not change the recognition and disclosure requirements in AICPA Professional Standards, for Type I and Type II subsequent events; however, the guidance refers to them as recognized (Type I) and non recognized subsequent events (Type II), (iii) requires management to disclose, in addition to other disclosures, the date through which subsequent events have been evaluated and whether that is the date on which the financial statements were issued or were available to be issued and (iv) indicates that management should consider supplementing historical financial statements with the pro forma impact of nonrecognized subsequent events if the event is so significant that disclosure of the event could be best made through the use of pro forma financial data. The new guidance is effective prospectively for interim or annual financial periods ending after June 15, 2009. Adoption of the above mentioned guidance in the second quarter of 2009 did not have significant impact on the Company's financial statements.

(v) In June 2009, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles (the "ASC" or the "Codification"), which became the single source of authoritative U.S. GAAP recognized by the FASB to be applied by nongovernmental entities. The Codification's content carries the same level of authority, effectively superseding previous guidance. In other words, the GAAP hierarchy was modified to include only two levels of GAAP: authoritative and no authoritative. The guidance is effective for financial statements issued for interim and annual periods ending after September 15, 2009. The Company adopted the new guidance in the third quarter of 2009 and updated references to US GAAP in these condensed consolidated financial statements to reflect the guidance in the Codification.

(vi) In June 2009, new guidance was issued with regards to the consolidation of variable interest entities ("VIE"). This guidance responds to concerns about the application of certain key provisions of the FASB Interpretation, including those regarding the transparency of the involvement with VIEs. The new guidance revises the approach to determining the primary beneficiary of a VIE to be more qualitative in nature and requires companies to more frequently reassess whether they must consolidate a VIE. Specifically, the new guidance requires a qualitative approach to identifying a controlling financial interest in a VIE and requires ongoing assessment of whether an entity is a VIE and whether an interest in a VIE makes the holder the primary beneficiary of the VIE. In addition, the standard requires additional disclosures about the involvement with a VIE and any significant changes in risk exposure due to that involvement. The guidance is effective as of the beginning of the first fiscal year that begins after November 15, 2009, and early adoption is prohibited. The Company is evaluating the impact of this guidance on the Company's consolidated financial statements.

STAR BULK CARRIERS CORP.

Notes to Unaudited Condensed Consolidated Financial Statements

September 30, 2009

(Expressed in thousands of United States Dollars – except for share and per share data, unless otherwise stated)

3. Transactions with Related Parties:

Transactions and balances with related parties are analyzed as follows:

Balance Sheet

	December 31, 2008	September 30, 2009
Assets		
TMT Co Ltd. (a)	\$ 454	\$ -
Combine Marine S.A. (b)	11	-
Oceanbulk Maritime, S.A.(c)	-	2,612
Total assets	\$ 465	\$ 2,612
Liabilities		
Oceanbulk Maritime, S.A.(c)	\$ 1	\$ -
Interchart Shipping Inc. (d)	6	58
Management and Directors Fees (e)	149	114
Total Liabilities	\$ 156	\$ 172

Statement of Operations

	Nine-month period ended September 30,	
	2008	2009
Revenues-TMT (a)	\$ 10,310	\$ 309
Voyage expenses-Combine (b)	64	-
Operating expenses-Combine (b)	1,394	-
Management fees-Combine (b)	392	-
General and Administrative-Combine (b)	67	-
Revenues-Vinyl (c)	1,379	16,508
Voyage expenses-Interchart (d)	220	1,066
Executive directors consultancy fees (e)	749	674
Non-executive directors compensation (e)	96	88

STAR BULK CARRIERS CORP.

Notes to Unaudited Condensed Consolidated Financial Statements

September 30, 2009

(Expressed in thousands of United States Dollars – except for share and per share data, unless otherwise stated)

3. Transactions with Related Parties-(continued):

(a) TMT Co. Ltd.: Under the Master Agreement (Note 1) the Company issued to TMT 12,537,645 shares of Star Bulk's common stock representing the stock consideration portion of the aggregate purchase price of initial vessels and agreed to issue to TMT the additional stock consideration of 1,606,962 common shares of Star Bulk in 2008 and 2009. On July 17, 2008, the Company issued 803,481 of the additional consideration of 1,606,962 shares of Star Bulk's common stock to TMT. The remaining 803,481 shares of Star Bulk's common stock were issued to TMT on April 28, 2009.

Under the Master Agreement, as of December 31, 2007, Star Bulk took delivery of three vessels of its initial fleet as indicated in Note 1. During the nine months ended September 30, 2008, Star Bulk took delivery of the remaining five vessels of its initial fleet as indicated in Note 1.

Star Gamma LLC, a wholly-owned subsidiary of Star Bulk, entered into a time charter agreement dated, February 23, 2007, with TMT for the Star Gamma. The charter rate for the Star Gamma was \$28.5 per day for a term of one year commencing January 4, 2008, when the vessel was delivered to the Company. The vessel was redelivered by the charterers to the Company on January 18, 2009. Star Iota LLC, a wholly-owned subsidiary of Star Bulk, entered into a time charter agreement, dated February 26, 2007, with TMT for the Star Iota. The charter rate for the Star Iota was \$18 per day commencing March 7, 2008 when the vessel was delivered to the Company. The vessel was sold to a third-party on October 6, 2008.

TMT is a company controlled by Mr. Nobu Su, a former director of the Company. During the second quarter of 2008, Mr. Nobu Su's beneficial ownership decreased to 7%, and on October 20, 2008, he resigned from the board of directors of Star Bulk with immediate effect. As a result TMT ceased to be a related party to Star Bulk.

As of December 31, 2008, the outstanding balance of \$454 with TMT mainly represented a receivable for bunkers. For the nine months ended September 30, 2008 and 2009, the Company earned \$10,310 and \$309, respectively of net revenue under the time charter party agreements with TMT.

(b) Combine Marine S.A., (or "Combine"): Under an agreement dated May 4, 2007, Star Bulk appointed Combine, a company affiliated with Messrs. Tsirigakis, Pappas and Christos Anagnostou, as interim manager of the vessels in the initial fleet. Under the agreement, Combine provides interim technical management and associated services, including legal services, to the vessels starting with their delivery to Star Bulk, and also provides such services and shore personnel prior to and during vessel delivery to Star Bulk in exchange for a flat fee of \$10 per vessel prior to delivery of the initial fleet and at a daily fee of \$0.45 per vessel after vessel's delivery and during the term of the agreement. Combine is entitled to be reimbursed by Star Bulk for out-of-pocket expenses incurred by Combine while managing the vessels and is obligated to provide Star Bulk with the full benefit of all discounts and rebates available to Combine. The term of the agreement is for one year from the date of delivery of each vessel. Either party may terminate the agreement upon thirty days' notice. As of September 30, 2009, none of the Company's vessels were managed by Combine.

As of December 31, 2008 and September 30, 2009 Star Bulk has an outstanding receivable balance of \$11 and \$0, respectively, from Combine. During the nine months ended September 30, 2008 and 2009, Combine charged \$1,917

and \$0, respectively for technical management services.

F-10

STAR BULK CARRIERS CORP.

Notes to Unaudited Condensed Consolidated Financial Statements

September 30, 2009

(Expressed in thousands of United States Dollars – except for share and per share data, unless otherwise stated)

3. Transactions with Related Parties-(continued):

(c) Oceanbulk Maritime, S.A., (or "Oceanbulk"): Oceanbulk Maritime, S.A., a related party, paid for certain expenses on behalf of Star Maritime. Mr. Petros Pappas, the Company's Chairman of the Board, is also the Honorary Chairman of Oceanbulk, a ship management company of drybulk vessels. Star Bulk's Chief Executive Officer, Mr. Prokopios (Akis) Tsirigakis, as well as its officer, Mr. Christos Anagnostou were employees of Oceanbulk until November 30, 2007. On June 3, 2008, the Company entered into an agreement with Vinyl Navigation, a company affiliated with Oceanbulk Maritime, S.A., a company founded by Star Bulk's Chairman, Mr. Petros Pappas, to acquire the Star Ypsilon, a Capesize drybulk carrier for the purchase price of \$87,180, which was the same price that Vinyl Navigation had paid when it acquired the vessel from an unrelated third party. The Company eventually paid \$86,940 due to the late delivery of the vessel. The Star Ypsilon was delivered to the Company on September 18, 2008. Star Ypsilon was acquired with an existing above market time charter at an average daily hire rate of \$91,932, and the Company recorded the fair market value of time charter acquired at \$14,417 which is being amortized as a decrease to revenues during the remaining approximate three years period of the respective acquired time charter (Note 7). Vinyl Navigation has a back-to-back charter agreement with TMT, a company controlled by Mr. Nobu Su, on the same terms as Star Bulk's charter agreement with Vinyl Navigation. No commissions were charged to Star Bulk either on the sale or the chartering of the Star Ypsilon.

Arbitration proceedings commenced on July 27, 2009 against TMT seeking damages resulting from TMT's repudiation of this charter relating to the Star Ypsilon. For the nine months ended September 30, 2008 and 2009, the Company earned \$1,379 and \$16,508, respectively for net revenue under the time charter party agreements with Vinyl Navigation which are included under revenues in the accompanying condensed consolidated statements of operations.

As of December 31, 2008 and September 30, 2009, Star Bulk had an outstanding balance of \$1 (liability) and \$2,612 (asset), respectively resulting from chartering activities with Oceanbulk.

(d) Interchart Shipping Inc. (or "Interchart"): Interchart, a company affiliated with Oceanbulk, acts as a chartering broker of all Company's vessels except from Star Kappa. As of December 31, 2008 and September 30, 2009, Star Bulk had an outstanding liability of \$6 and \$58, respectively to Interchart. During the nine months ended September 30, 2008 and 2009 the brokerage commission of 1.25% on charter revenue paid to Interchart amounted \$220 and \$1,066 respectively which are included under Voyage expenses in the accompanying condensed consolidated statements of operations.

(e) Management and Directors Fees: On October 3, 2007, Star Bulk entered into separate consulting agreements with companies owned and controlled by its Chief Executive Officer and its Chief Financial Officer, for the services provided by the Chief Executive Officer and the Chief Financial Officer, respectively. Each of these agreements is for a term of three years unless terminated earlier in accordance with the terms and conditions of such agreements. Under the consulting agreements, each company controlled by the Chief Executive Officer and the Chief Financial Officer is expected to receive an annual consulting fee of €370 (approx. \$506) and €250 (approx. \$342) respectively, commencing on the date of the Redomiciliation Merger on a pro-rata basis.

STAR BULK CARRIERS CORP.

Notes to Unaudited Condensed Consolidated Financial Statements

September 30, 2009

(Expressed in thousands of United States Dollars – except for share and per share data, unless otherwise stated)

3. Transactions with Related Parties-(continued):

Additionally, the Chief Executive Officer and the Chief Financial Officer are entitled to receive benefits under each of their consultancy agreements, including among others, an annual discretionary bonus to be determined by Star Bulk's board of directors at its sole discretion. The related expenses for the nine months ended September 30, 2008 and 2009 were \$749 and \$674, respectively, and are included under "General and administrative expenses" in the accompanying condensed consolidated statement of operations.

Non-employee directors of Star Bulk receive an annual cash retainer of \$15, plus a fee of \$1 for each board and committee meeting attended, including meetings attended telephonically. The chairman of the audit committee receives an additional \$7.5 per year and each chairman of each other standing committees will receive an additional \$5 per year.

As of December 31, 2008 and September 30, 2009, Star Bulk had an outstanding payable balance of \$149 and \$114, respectively with its Management and Directors, representing unpaid fees.

4. Inventories

The amounts shown in the accompanying condensed consolidated balance sheets are analyzed as follows:

	December 31, 2008	September 30, 2009
Lubricants	\$ 864	\$ 913
Bunkers	412	1,804
Total	\$ 1,276	\$ 2,717

STAR BULK CARRIERS CORP.

Notes to Unaudited Condensed Consolidated Financial Statements

September 30, 2009

(Expressed in thousands of United States Dollars – except for share and per share data, unless otherwise stated)

5. Vessels and other fixed assets, net:

The amounts in the accompanying condensed consolidated balance sheets are analyzed as follows:

	As of December 31, 2008	As of September 30, 2009
Cost		
Vessels	\$ 872,577	\$ 760,473
Other fixed assets	502	551
Total cost	873,079	761,024
Accumulated depreciation	(51,795)	(79,249)
Vessels and other fixed assets, net	\$ 821,284	\$ 681,775

As of September 30, 2008 the vessel Star Iota was classified as asset held for sale and recorded at the lower of its carrying amount or fair value less cost to sell. The resulting impairment loss of \$3,625 for the nine-months ended September 30, 2008 is included under "Vessel impairment loss" in the accompanying condensed consolidated statements of operations

On July 21, 2009, the company agreed to sell the Star Alpha, a 175,075 dwt, 1992 built Capesize vessel to a third party for a contracted sale price of \$19.85 million. The vessel is expected to be delivered to her new owners during December 2009. As of September 30, 2009, the vessel Star Alpha was classified as asset held for sale and recorded at the lower of its carrying amount or fair value less cost to sell. The resulting impairment loss of \$75,092 for the nine-months ended September 30, 2009, is included under "Vessel impairment loss" in the accompanying condensed consolidated statements of operations.

6. Deferred finance charges:

Deferred charges are comprised of deferred financing costs, consisting of fees and commissions associated with obtaining loan facilities and amortized to interest and finance costs over the life of the related debt using the effective interest rate method over the life of the related debt. On December 27, 2007, April 14, 2008 (amended September 18), and July 1, 2008, the Company entered into loan agreements for an amount up to \$317,500 (\$305,000, as amended, Note 8) in aggregate, resulting in the deferral of the associated loan management fees amounting to \$1,625. Amortization for the nine months ended September 30, 2008 and 2009, amounted to \$147 and \$268, respectively and is included under "Interest and finance costs" in the accompanying condensed consolidated statements of operations.

STAR BULK CARRIERS CORP.

Notes to Unaudited Condensed Consolidated Financial Statements

September 30, 2009

(Expressed in thousands of United States Dollars – except for share and per share data, unless otherwise stated)

7. Fair value of below/above market acquired time charter agreements:

The fair value of the time charters acquired at below/above fair market charter rates on the acquisition of the vessels is summarized below. These amounts are amortized as an increase/decrease to revenue on a straight-line basis to the end of each charter period.

Vessel	Fair value of acquired time charter	Amortization for the nine months ending September 30, 2008	Net Balance as of December 31, 2008	Amortization for the nine months ending September 30, 2009	Net Balance as of September 30, 2009
Fair value of below-market acquired time charter (long term liability)					
Star Epsilon	\$ 14,375	\$ 8,398	\$ 1,017	\$ 1,017	\$ -
Star Theta	12,397	6,076	3,076	3,076	-
Star Alpha	46,966	19,591	12,504	12,504	-
Star Delta	13,815	7,653	1,804	1,804	-
Star Gamma	11,649	7,732	-	-	-
Star Zeta	2,746	2,746	-	-	-
Star Cosmo	3,856	342	3,173	1,018	2,155
Total	\$ 105,804	\$ 52,538	\$ 21,574	\$ 19,419	\$ 2,155
Fair value of above-market acquired time charter (long term asset)					
Star Kappa	\$ 1,980	\$ 553	\$ 1,206	\$ 290	\$ 916
Star Ypsilon	14,417	174	12,942	12,942	-
Total	\$ 16,397	\$ 727	\$ 14,148	\$ 13,232	\$ 916

The vessel Star Alpha, which was on time charter at a gross daily charter rate of \$47,500 per day for the period from January 9, 2008 until January 16, 2009, was redelivered to the Company by its charterers approximately one month prior to the earliest redelivery date per the time charter agreement (Note 13). The Company, under the accounting provisions applicable to intangible assets, has recognized a gain on a time charter agreement termination of \$10,077, which relates to the unamortized fair value of below market acquired time charter on a vessel redelivery date.

Star Theta was also redelivered to the Company by its charterers on March 15, 2009, approximately twenty-nine days prior to the earliest redelivery date per the time charter agreement. The Company has recognized a gain on time charter agreement termination amounting to \$ 842. In addition, the Company received \$260 from its charterers relating to the early termination of this charter party, which was also recorded as a gain on time charter termination.

STAR BULK CARRIERS CORP.

Notes to Unaudited Condensed Consolidated Financial Statements

September 30, 2009

(Expressed in thousands of United States Dollars – except for share and per share data, unless otherwise stated)

7. Fair value of below/above market acquired time charter agreements-(continued):

The vessel Star Ypsilon, which was on time charter at an average gross daily charter rate of \$91,932 per day for the period from September 18, 2008 until July 4, 2011, was redelivered to the Company by its charterers prior to the earliest redelivery date per the time charter agreement. The Company has recognized the loss on time charter agreement termination of \$10,137, which relates to the unamortized fair value of above-market acquired time charter on a vessel redelivery date. In addition the Company recognized a gain amounting to \$5,040, which represents the deferred revenue from the terminated time charter contract.

All amounts presented above are included under "Gain on time charter agreement termination" or "Loss on time charter agreement termination" in the accompanying condensed consolidated statements of operations for nine months ended September 30, 2009.

8. Long-term Debt:

a) On December 27, 2007 the Company entered into a loan agreement with Commerzbank of up to \$120,000 in order to partly finance the acquisition cost of the second hand vessels, Star Gamma, Star Delta, Star Epsilon, Star Zeta, and Star Theta. The loan bears interest at Libor plus a margin and is repayable in twenty-eight quarterly installments through December 2016.

b) On April 14, 2008, the Company entered into a term loan agreement with Piraeus Bank A.E. which was subsequently amended on April 17, 2008 and September 18, 2008. Under the amended terms, the agreement provides for a term loan of \$150,000 to partially finance the acquisition of the Star Omicron, the Star Sigma and Star Ypsilon. This loan agreement is secured by the Star Omicron, the Star Beta, and the Star Sigma. The loan bears interest at Libor plus a margin and is repayable in twenty-four quarterly installments through September 2014.

c) On July 1, 2008, the Company concluded a loan agreement of up to \$35,000 with Piraeus Bank A.E. in order to partly finance the acquisition cost of vessel Star Cosmo. The full amount of the loan was drawn down, on same date. The loan bears interest at Libor plus a margin and is repayable in twenty-four quarterly installments through July 2014.

The above loans are secured by a first priority mortgage over the vessels, corporate guarantee, and a first assignment of all freights, earnings, insurances and requisition compensation. The loan contains covenants including restrictions as to changes in management and ownership of the vessels, additional indebtedness and mortgaging of vessels without the bank's prior consent as well as certain financial covenants relating to the Company's financial position, operating performance and liquidity. In addition, the Company must maintain minimum cash deposits, as defined in the loan agreement, an amount equal to \$10,000 or \$1,000 per vessel, whichever is greater. As of December 31, 2008 and September 30, 2009, the Company recognized restricted cash amounting to \$12,000, pursuant to the terms of the Company's loan agreements, which are included under "Long-term restricted cash" in the accompanying condensed consolidated balance sheets.

STAR BULK CARRIERS CORP.

Notes to Unaudited Condensed Consolidated Financial Statements

September 30, 2009

(Expressed in thousands of United States Dollars – except for share and per share data, unless otherwise stated)

8. Long-term Debt-(continued):

In March 2009, the Company entered into agreements with its lenders to obtain waivers for certain covenants including minimum asset coverage covenants contained in the loan agreements until January 31, 2010 and February 28, 2010. Under the terms of such agreements, the Company will pledge additional security, and dividend payments and share repurchases will be subject to the prior written consent of the Company's lenders. Furthermore, the interest spread increased to 2.00% per annum for the duration of the waiver period. As a result, the Company recognized an additional \$6,000 and \$15,500 as short-term and long-term restricted cash, respectively, in the accompanying condensed consolidated balance sheets as of September 30, 2009.

The principal payments required to be made after September 30, 2009, are as follows:

12 months ending	Amount
September 30, 2010	\$60,400
September 30, 2011	35,600
September 30, 2012	27,200
September 30, 2013	23,800
September 30, 2014	59,350
September 30, 2015 and thereafter	53,150
Total	\$259,500

"Interest and finance costs" in the accompanying condensed consolidated statements of operations for the nine months ended September 30, 2008 and 2009, includes interest expense amounting to \$5,629 and \$7,355, respectively, amortization of deferred finance fees amounting to \$147 and \$268, respectively, and other finance fees amounting to \$83 and \$235, respectively.

STAR BULK CARRIERS CORP.

Notes to Unaudited Condensed Consolidated Financial Statements

September 30, 2009

(Expressed in thousands of United States Dollars – except for share and per share data, unless otherwise stated)

9. Preferred, Common stock and Additional paid in capital:

Preferred Stock: Star Bulk is authorized to issue up to 25,000,000 shares of preferred stock, \$0.01 par value, with such designations as voting and other rights and preferences, as determined by the Board of Directors.

Common Stock: Star Bulk is authorized to issue 100,000,000 shares of common stock, par value \$0.01.

On December 31, 2008, and September 30, 2009 Star Bulk had outstanding 58,412,402 and 61,104,760 shares of common stock, respectively.

Warrants: On the date of consummation of the Redomiciliation Merger (Note 1), Star Bulk had 20,000,000 shares of common stock reserved for issuance upon the exercise of outstanding warrants. Each outstanding Star Maritime warrant was assumed by Star Bulk with the same terms and restrictions except that each would be exercisable for common stock of Star Bulk. Following the effectiveness of the Redomiciliation Merger, the warrants became exercisable and warrant holders exercised their right to purchase shares of the Company's common stock. During the nine-month period ended September 30, 2008, Star Bulk received \$94,155 for 11,769,486 warrants exercised at \$8.00 per warrant. The Company also issued 11,753,556 of common stock upon the exercise of the warrants for the same period. During the nine months ended September 30, 2009, no warrants were exercised.

Share and Warrant re-purchase plan: Following the consummation of the Redomiciliation Merger in 2008, the Company announced a repurchase plan of shares and warrants of up to an aggregate value of \$50,000. As of December 31, 2008, an amount of 1,247,000 shares and an amount of 1,362,500 warrants had been repurchased. The Company paid \$7,976 for the shares and \$5,473 for the above-mentioned warrants. Under the terms of the waiver agreements (Note 8) with the Company's lenders, any share and warrant repurchases are subject to the lenders' prior written consent. During the nine months ended September 30, 2009 there were no warrants or shares repurchases.

Declaration of dividends: Under the terms of the waiver agreements (Note 8) with the Company's lenders, any dividend payments are subject to their prior written consent. On June 25, 2009, the Company declared a cash dividend on its common stock amounting \$0.05 per share. The dividend was paid on or about July 14, 2009 to stockholders on record as of July 7, 2009. The Company received written consent from each of its lenders for the declaration and payment of this dividend.

On January 20, 2009, management and the directors reinvested the cash portion of their dividend for the quarter ended September 30, 2008, declared on November 17, 2008, and amounting to \$1,886, into 818,877 newly-issued shares in a private placement.

STAR BULK CARRIERS CORP.

Notes to Unaudited Condensed Consolidated Financial Statements

September 30, 2009

(Expressed in thousands of United States Dollars – except for share and per share data, unless otherwise stated)

10. Earnings per Share:

The Company calculates basic and diluted earnings per share as follows:

	Nine months ended September 30,	
	2008	2009
Income:		
Net income / (loss)	\$83,537	\$(53,855)
Basic earnings per share:		
Weighted average common Shares outstanding, basic	51,201,845	60,813,996
Basic earnings / (loss) per share	\$1.63	\$(0.89)
Effect of dilutive securities:		
Dilutive effect of warrants	2,998,957	--
Weighted average common shares outstanding, diluted	54,200,802	60,813,996
Diluted earnings / (loss) per share	\$1.54	\$(0.89)

During the nine months ended September 30, 2008 and 2009, 11,769,486 and 0 (Note 9) warrants were exercised, respectively. As of September 30, 2008 and 2009, a total of 5,916,150 warrants were outstanding at an exercise price of \$8 per warrant. The exercise price of warrants was below the average market price of the Company's shares during the nine months ended September 30, 2008. Consequently, the Company's warrants were dilutive and included in the computation of the diluted weighted average common shares outstanding based on the treasury stock method. The exercise price of warrants was above the average market price of the Company's shares during the nine months ended September 30, 2009. Consequently, the Company's warrants were not dilutive and were not included in the computation of the diluted weighted average common shares outstanding based on the treasury stock method. The weighted average diluted common shares outstanding for the nine months ended September 30, 2008 and 2009, excludes the effect of 185,000 and 55,000 of unvested restricted shares, respectively, because their effect would be anti-dilutive.

STAR BULK CARRIERS CORP.

Notes to Unaudited Condensed Consolidated Financial Statements

September 30, 2009

(Expressed in thousands of United States Dollars – except for share and per share data, unless otherwise stated)

11. Equity Incentive Plan

On February 8, 2007, the Company's Board of Directors approved the terms and provisions of the Company's Equity Incentive Plan (the "Plan"). Star Bulk has reserved a total of 2,000,000 shares of common stock for issuance under the Plan.

From December, 2007 until March 2008, the Company granted to its Chief Executive Officer, its Chief Financial Officer, and one of its directors an aggregate of 315,000 restricted shares of Star Bulk common stock. These shares will be fully vested by 2010.

In December 2008, pursuant to the terms of the Plan, the Company authorized the issuance of an aggregate of 130,000 unvested restricted common shares to all of its employees and an aggregate of 940,000 unvested restricted common shares to the members of its board of directors. These shares were fully vested in January 2009.

Total compensation cost of \$2,658 and \$1,750, was recognized and included under "General and administrative expenses" in the accompanying condensed consolidated statement of operations for the nine months ended September 30, 2008 and 2009, respectively.

The following table presents a summary of the Company's non-vested stock awards for the nine months ending September 30, 2009:

	Number of shares	Weighted Average Grant Date Fair Value
Unvested as at January 1, 2009	1,255,000	\$3.56
Granted	-	-
Vested	(1,200,000)	3.02
Unvested as at September 30, 2009	55,000	\$15.34

As of September 30, 2009, there were a total of 55,000 unvested shares and \$245 of total unrecognized compensation cost related to non-vested restricted stock awards, which is expected to be recognized as compensation expense over a weighted average period of 0.75 years.

The total fair value of shares vested during the nine-month period ended September 30, 2008 and 2009, was \$1,484 and \$2,732, respectively.

STAR BULK CARRIERS CORP.

Notes to Unaudited Condensed Consolidated Financial Statements

September 30, 2009

(Expressed in thousands of United States Dollars – except for share and per share data, unless otherwise stated)

12. Fair value disclosures:

The ASC subtopic 820-10, Fair Value Measurements & Disclosures ("ASC 820-10") (formerly SFAS No. 157 "Fair Value Measurements") requires that assets and liabilities carried at fair value should be classified and disclosed in one of the following three categories based on the inputs used to determine its fair value:

Level 1: Quoted market prices in active markets for identical assets or liabilities;

Level 2: Observable market based inputs or unobservable inputs that are corroborated by market data;

Level 3: Unobservable inputs that are not corroborated by market data.

Since the fourth quarter of 2008 the Company has traded in the Forward Freight Agreements ("FFAs") market with an objective to utilize those instruments as economic hedge instruments that are highly effective in reducing the risk on specific vessels trading in the spot market and to take advantage of short term fluctuations in the market prices. Dry bulk shipping FFAs generally have the following characteristics: they cover periods from several days and months to one year; they can be based on time charter rates or freight rates on specific quoted routes; they are executed between two parties. As all of the Company's FFAs are settled on a daily basis through London Clearing House (LCH), the fair value of these instruments at September 30, 2009 was \$0. There is also a margin maintenance requirement based on marking the contract to market. The market-to-market value of FFAs and the amount held as margin are negatively correlated. The cash margin requirement for future trades was \$1,242 and is classified as short-term restricted cash in the accompanying condensed consolidated balance sheets as of September 30, 2009.

For the period ended September 30, 2009, losses recognized on FFA contracts amounted to \$802 and are included under "Loss on Forward Freight" agreements in the accompanying condensed consolidated statements of operations.

On July 21, 2009, the Company agreed to sell the Star Alpha, a 175,075 dwt, 1992 built Capesize vessel to a third party for a contracted sale price of \$19,850. The vessel is expected to be delivered to her new owners during December 2009. As of September 30, 2009, the vessel Star Alpha was classified as asset held for sale. In accordance with the provisions of the Impairment or Disposal of Long-Lived Assets Subsections of FASB Codification Subtopic 360-10, the vessel classified as asset held for sale with a carrying amount of \$94,342 was written down to its fair value of \$19,850, less costs to sell of \$600, resulting in a loss of \$75,092 million, which was included in the statement of operations.

ASC 820-10 requires that each major category of assets and liabilities measured at fair value on a nonrecurring basis during the period should be classified and disclosed in one of the following categories noted in the table below:

STAR BULK CARRIERS CORP.

Notes to Unaudited Condensed Consolidated Financial Statements

September 30, 2009

(Expressed in thousands of United States Dollars – except for share and per share data, unless otherwise stated)

12. Fair value disclosures (continued):

ASC 820-10 requires that each major category of assets and liabilities measured at fair value on a nonrecurring basis during the period should be classified and disclosed in one of the following categories noted in the table below:

Description	September 30, 2009	Fair Value Measurements Using			Total Losses
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
Vessel held for sale	19,850	-	19,850	-	74,492

The carrying value of cash and cash equivalents, trade accounts receivable, accounts payable and current accrued liabilities approximates their fair value due to the short term nature of these financial instruments. The fair values of long-term variable rate bank loans approximate the recorded values, due to their variable interest.

13. Commitments and Contingencies:

Various claims, suits, and complaints, including those involving government regulations and product liability, arise in the ordinary course of the shipping business. In addition, losses may arise from disputes with charterers, agents, insurance and other claims with suppliers relating to the operations of the Company's vessels. Currently, management is not aware of any such claims or contingent liabilities, which should be disclosed, or for which a provision should be established in the accompanying condensed consolidated financial statements.

The Company commenced an arbitration proceeding as complainant against Oldendorff GmbH & Co. KG of Germany ("Oldendorff"), seeking damages resulting from Oldendorff's repudiation of a charter relating to the Star Beta. The Star Beta had been time chartered by a subsidiary of the Company to Industrial Carriers Inc. of Ukraine ("ICI"). Under that time charter, ICI was obligated to pay a gross daily charter hire rate of \$106,500 until February 2010. In January 2008, ICI sub-chartered the vessel to Oldendorff for one year at a gross daily charter hire rate of \$130,000 until February 2009. In October 2008, ICI assigned its rights and obligations under the sub-charter to one of our subsidiaries in exchange for ICI being released from the remaining term of the ICI charter. According to press reports, ICI subsequently filed for protection from its creditors in a Greek insolvency proceeding.

In January 2009, the Company made a written submission to its appointed arbitrator asserting claims against Oldendorff and alleged damages in the amount of approximately \$14,709. In March 2009, Star Bulk made a written submission to respond to claims that the Company overpaid under the relevant time charter agreement and submitted counterclaims in connection with the early re-delivery of the vessel. The Company believes that the assignment was valid and that Oldendorff has erroneously repudiated the sub-charter.

F-21

STAR BULK CARRIERS CORP.

Notes to Unaudited Condensed Consolidated Financial Statements

September 30, 2009

(Expressed in thousands of United States Dollars – except for share and per share data, unless otherwise stated)

13. Commitments and Contingencies-(continued):

Arbitration proceedings have commenced pursuant to disputes that have arisen with the charterers of the Star Alpha. The disputes relate to vessel performance characteristics and hire whereas Star Bulk is seeking damages for repudiations of the charter due to early redelivery of the vessel as well as unpaid hire of \$ 2,132, while the charterers are seeking contingent damages resulting from the vessel's off-hire. Submissions and counterclaim submissions have been filed by parties with the arbitration panel. Arbitration proceeding, before a common panel, are also running between third parties that sub-chartered the vessel. Management does not believe that the amount of the loss of the unpaid hire can be reasonably estimated. In the first quarter of 2009 the vessel underwent unscheduled repairs which resulted in a 25 day off-hire period. Following the completion of the repairs, the Star Alpha was redelivered to the Company by its charterers approximately one month prior to the earliest redelivery date allowed under the time charter agreement.

Arbitration proceedings commenced on July 27, 2009 against TMT seeking damages resulting from TMT's repudiation of this charter due to the nonpayment of charterhire of \$ 2,612 related to the Star Ypsilon. The Company will pursue an interim award for such nonpayment of charterhire and an award for the loss of charterhire for the remaining period of the charterparty. The Company obtained a freezing order of assets against TMT from the English Courts and claim submissions will follow. Management does not believe that the amount of the loss of the unpaid hire can be reasonably estimated.

The Company accrues for the cost of environmental liabilities when management becomes aware that a liability is probable and is able to reasonably estimate the probable exposure. Currently, management is not aware of any such claims or contingent liabilities, which should be disclosed, or for which a provision should be established in the accompanying condensed consolidated financial statements. Up to \$1 billion of the liabilities associated with the individual vessels' actions, mainly for sea pollution, are covered by the Protection and Indemnity (P&I) Club Insurance.

14. Subsequent Events.

The Company has evaluated subsequent events through December 17, 2009, the date the financial statements were issued.

a. Re-deployment of Star Epsilon & Star Kappa: The Company has commenced arbitration proceedings against the previous charterer of Star Epsilon and Star Kappa for repudiatory breach of the charter party due to the nonpayment of charter hire related to these vessels. The Company will pursue an interim award for such nonpayment of charterhire and an award for the loss of charterhire for the remaining period of the charterparty.

b. In-house vessel Management: On November 6, 2009, Starbulk S.A., the Company's wholly owned subsidiary, has completed taking over the technical management of the vessels previously managed by Bernard Schulte Shipmanagement Ltd.

c. Dividend declaration: On November 16, 2009, with the consent of the Company's lenders, the Company declared a dividend of \$0.05 per outstanding share of the common stock for the three months ended September 30, 2009 which was paid on or about December 4, 2009 to shareholders as of record on November 27, 2009.

F-22

STAR BULK CARRIERS CORP.

Notes to Unaudited Condensed Consolidated Financial Statements

September 30, 2009

(Expressed in thousands of United States Dollars – except for share and per share data, unless otherwise stated)

14. Subsequent Events-(continued):

d. Extension of warrants expiration date and planned registered exchange offer for outstanding warrants: In November 2009, the Company decided to extend the expiration date of its 5,916,150 (Note 9) outstanding warrants which were formerly scheduled to expire on December 15, 2009. The new expiration date for the Existing Warrants has been set for March 15, 2010. The Company also announced its intention to conduct a registered exchange offer (the "Exchange Offer") for outstanding warrants whereby each Existing Warrant will be eligible to be exchanged for a new warrant to purchase one share of common stock of the Company at an exercise price per share to be determined at a future date and with an expiration date of March 15, 2011.

e. Bunker swaps: In November 2009, the Company entered into bunker swap contracts. These contracts are used as economic hedges to protect the Company against changes in forecasted bunkers costs for vessels servicing contracts of affreightment.

f. Amendment to the Company's Articles of Incorporation: On November 23, 2009 at the Company's annual meeting of shareholders, the Company's shareholders voted to approve an amendment to the Company's Amended and Restated Articles of Incorporation increasing the number of common shares that the Company is authorized to issue from 100 million registered common shares, par value \$0.01 per share, to 300 million registered common shares, par value \$0.01 per share.

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.

Star Bulk Carriers Corp.

Dated: December 18, 2009

By: /s/ Prokopios Tsirigakis
Name: Prokopios Tsirigakis
Title: Chief Executive Officer and President

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