

EPLUS INC
Form SC 13G
February 09, 2005

OMB APPROVAL

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No.)*

EPLUS INC

(Name of Issuer)

Common Stock

(Title of Class of Securities)

294268107

(CUSIP Number)

December 31, 2004

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 294268107

-
1. Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).
Dimensional Fund Advisors Inc. (Tax ID: 22-2370029)
-

2. Check the Appropriate Box if a Member of a Group (See Instructions)
- (a)
- (b) X
-

3. SEC Use Only
-

4. Citizenship or Place of Organization
Delaware Corporation
-

	5. Sole Voting Power	511308 **see Note 1**
Number of Shares Beneficially Owned by Each Reporting Person With	6. Shared Voting Power	0
	7. Sole Dispositive Power	511308 **see Note 1**
	8. Shared Dispositive Power	0

9. Aggregate Amount Beneficially Owned by Each Reporting Person
511308 **see Note 1**
-

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

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N/A

11. Percent of Class Represented by Amount in Row (9)

5.71%

12. Type of Reporting Person (See Instructions)

IA

Item 1.

(a) Name of Issuer

EPLUS INC

(b) Address of Issuer's Principal Executive Offices

400 Herndon Pkwy, Herndon, VA 20170-5299

Item 2.

(a) Name of Person Filing

Dimensional Fund Advisors Inc.

(b) Address of Principal Business Office or, if none, Residence

1299 Ocean Avenue, 11th Floor, Santa Monica, CA 90401

(c) Citizenship

Delaware Corporation

(d) Title of Class of Securities

Common Stock

(e) CUSIP Number

294268107

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).

(b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

(c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).

(d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).

(e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);

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- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:

511308 **see Note 1**

- (b) Percent of class:

5.71%

- (c) Number of shares as to which the person has:

- (i) Sole power to vote or to direct the vote:

511308 **see Note 1**

- (ii) Shared power to vote or to direct the vote:

0

- (iii) Sole power to dispose or to direct the disposition of:

511308 **see Note 1**

- (iv) Shared power to dispose or to direct the disposition of:

0

** Note 1 ** Dimensional Fund Advisors Inc. (Dimensional), an investment advisor registered under Section 203 of the Investment Advisors Act of 1940, furnishes investment advice to four investment companies registered under the Investment Company Act of 1940, and serves as investment manager to certain other commingled group trusts and separate accounts. These investment companies, trusts and accounts are the Funds. In its role as investment advisor or manager, Dimensional possesses investment and/or voting power over the securities of the Issuer described in this schedule that are owned by the Funds, and may be deemed to be the beneficial owner of the shares of the Issuer held by the Funds. However, all securities reported in this schedule are owned by the Funds. Dimensional disclaims beneficial ownership of such securities. In addition, the filing of this Schedule 13G shall not be construed as an admission that the reporting person or any of its affiliates is the beneficial owner of any securities covered by this Schedule 13G for any other purposes than Section 13(d) of the Securities Exchange Act of 1934.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

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All securities reported in this schedule are owned by advisory clients of Dimensional Fund Advisors Inc., no one of which, to the knowledge of Dimensional Fund Advisors, Inc., owns more than 5% of the class. Dimensional Fund Advisors Inc. disclaims beneficial ownership of all such securities.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

N/A

Item 8. Identification and Classification of Members of the Group

N/A

Item 9. Notice of Dissolution of Group

N/A

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

DIMENSIONAL FUND ADVISORS INC.

February 9, 2005

Date

/s/ Catherine L. Newell

Signature

Vice President and Secretary

Title

man"> 23.1%

TCE per ship per day under time charter

24,467 25,746 5.2%

Average TCE

29,597 31,688 7.1%

Other vessel operating expenses per ship per day

7,473 13,418 79.6%

Drybulk Fleet

Three Months Ended March 31,

(In U.S. Dollars unless otherwise stated)

	2007	2008	Change
Total available ship days	- 390	-	
Total operating days	- 385	-	
Utilization	- 98.7%	-	
TCE per ship per day under spot voyage charter	-	-	
TCE per ship per day under time charter	- 51,151	-	
Average TCE	- 51,151	-	
Other vessel operating expenses per ship per day	- 7,842*	-	

2 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 consistent with industry standards and is determined by dividing time charter equivalent revenues or TCE revenues by voyage days for the relevant time period. TCE revenues are revenues minus voyage expenses. 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. TCE revenues and TCE rate non-GAAP measures, provide additional meaningful information in conjunction with shipping revenues, the most directly comparable GAAP measure, because it assists Company's management in making decisions regarding the deployment and use of its vessels and in evaluating their financial performance.

(In U.S. Dollars unless otherwise stated)	Total Fleet		
	Three Months Ended March 31,		
	2007	2008	Change
Total available ship days	2,160	2,088	-3.3%
Total operating days	1,995	1,730	-13.3%
Utilization	92.4%	82.9%	-10.3%
TCE per ship per day under spot voyage charter	38,565	47,462	23.1%
TCE per ship per day under time charter	24,467	32,927	34.6%
Average TCE	29,597	36,019	21.7%
Other vessel operating expenses per ship per day	7,473	12,376	65.6%
General and administrative expenses per ship per day**	2,406	3,690	53.3%

* The daily Other vessel operating expenses for the Suezmax, Handymax and Drybulk Vessels for the first quarter of 2007 include approximately \$332, \$0 and \$0, respectively, and for the first quarter of 2008 include approximately \$5,269, \$1,621 and \$890, respectively, for specific unexpected repairs.

** The daily General and Administrative expenses include approximately \$218 and \$322 for the first quarter of 2007 and 2008, respectively, of non-cash restricted stock expense, specific legal fees and depreciation for other fixed assets.

Fleet Report:

As of March 31, 2008, the Company's fleet consisted of 23 vessels, or 2.1 million dwt (including 12 owned, one under capital lease and 10 vessels sold and leased back for a period of five to seven years) as compared to 24 vessels, or 2.5 million dwt on March 31, 2007 (including 18 vessels sold and leased back for a period of 5 to 7 years).

In December 2007, the Company entered into an agreement to sell the vessel M/T Noiseless to an unrelated party. The gain from the sale of \$0.6 million was recognized upon the delivery of the vessel to the buyer on January 30, 2008.

In January 2008, the Company agreed to sell the vessel M/T Stainless to an unrelated party and entered into a bareboat charter with the buyer until July 31, 2008 (the vessel's delivery date). According to the terms of the bareboat charter, all bareboat hire payments made up to the end of the charter period will be deducted from the purchase price and ownership of the vessel will be transferred to the buyer at the end of the charter period. As ownership of the vessel will be transferred to the buyer at the end of the bareboat charter, the Company classified the charter and vessel's sale as a capital lease.

In August 2007, the Company entered into an agreement to acquire the M/V Astrale, a panamax drybulk vessel of 75,933 dwt built in Japan in 2000, from an unrelated third party with an expected delivery date between January and March 2008. In February 2008, the Company agreed with the owners of the M/V Astrale to charter the vessel up to April 27, 2008, for a daily hire. On May 1, 2008, the Company took ownership of the M/V Astrale, which was entered into a time charter contract for a period of 1 year at a net daily rate of \$67,500. As the ownership of the vessel was transferred to the Company at the end of the charter the Company accounted for the purchase and related charter as a capital lease.

In February 2008, the Company took delivery of the M/V Voc Gallant, a super handymax, or supramax, drybulk vessel of 51,200 dwt built in China in 2002, from an unrelated third party. The vessel was chartered back to the sellers for a period of 18 months at a daily net rate of \$25,650 on a bareboat basis. This employment agreement was later extended for an additional period of three years at a daily net rate of \$23,580.

In March 2008, the Company took delivery of the M/V Pepito, a panamax drybulk vessel of 75,928 dwt built in Japan in 2001 and entered into a time charter contract for a period of 5 years at a net daily rate of \$38,950.

In March 2008, the owner and lessor of M/T Faultless agreed to sell the vessel to a third party. The Company and the lessor mutually agreed to terminate the bareboat charter. The Company had sold the vessel in 2006 in a sale and lease-back transaction. The termination of the bareboat charter became effective upon the vessel's delivery to its new owners, on March 31, 2008.

In April 2008, the Company entered into an agreement to sell the vessel M/V Bertram with an attached time charter contract to a third party and the vessel was delivered to its new owners later in the month. Until its delivery, an amount of \$4.2 million, relating to the fair value of the time charter contract, had been amortized to the Company's revenues. Consequently, on the delivery to its new owners, the Company wrote-off the unamortized amount, which resulted in a loss of approximately \$2.0 million that will be recognized in the second quarter of 2008.

Fleet Deployment:

During the first quarter of 2008, the Company had approximately 79% of the fleet's operating days on long-term employment contracts. As of March 31, 2008, seventeen of the Company's 23 vessels were on time charter contracts with an average term of over two years with all but nine of the time charters including profit sharing agreements.

Tanker Vessels:

During the first quarter of 2008, seven of the Company's Suezmax tankers operated in the spot market, earning on average \$47,548 per vessel per day on a time charter equivalent (TCE) basis.

During the first quarter of 2008, five of the Company's Suezmax tankers operated under time charter contracts, earning on average \$38,574 per vessel per day on a time charter equivalent (TCE) basis.

Seven out of the eight Company's Handymax tankers operate under long term employment agreements that provide for a base rate and additional profit-sharing.

During the first quarter of 2008, seven of the Company's Handymax tankers earned on average \$18,360 per vessel per day on a time charter equivalent (TCE) basis, including the profit-sharing allocated to the Company.

During the first quarter of 2008, one of the Company's Handymax tankers operated in the spot market, earning on average \$16,000 per vessel per day on a time charter equivalent (TCE) basis.

Drybulk Vessels:

During the first quarter of 2008, all Company's drybulk vessels operated under time charter contracts, earning on average \$51,151 per vessel per day on a time charter equivalent (TCE) basis, including the amortization of the fair value of time charter contracts of \$15,842 per vessel per day.

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The following table presents the Company's current fleet list and employment:

	Dwt	Year Built	Charter Type	ExpiryE	Daily Base Rate	Profit Sharing Above Base Rate (2008)
9 Suezmax Tankers						
TimelessB	154,970	1991	Spot			
FlawlessB	154,970	1991	Spot			
StoplessB	154,970	1991	Time Charter	Q3/2008	\$ 35,000	50% thereafter
PricelessB	154,970	1991	Spot			
EndlessD	135,915	1992	Time Charter	Q3/2008C	\$ 36,500	None
LimitlessD	136,055	1993	Spot			
StormlessD	150,038	1993	Time Charter	Q2/2010	\$ 35,000	None
Ellen PD.	146,286	1996	Time Charter	Q2/2009	\$ 44,500	None
EdgelessD	147,048	1994	Spot			
8 Handymax Tankers						
SovereignA	47,084	1992	Spot			
RelentlessA	47,084	1992	Time Charter	Q3/2009	\$ 14,000	50% thereafter
VanguardB	47,084	1992	Time Charter	Q1/2010	\$ 15,250	50% thereafter
SpotlessB	47,094	1991	Time Charter	Q1/2010	\$ 15,250	50% thereafter
DoubtlessB	47,076	1991	Time Charter	Q1/2010	\$ 15,250	50% thereafter
FaithfulB	45,720	1992	Time Charter	Q2/2010	\$ 14,500	100% first \$500 + 50% thereafter
DauntlessD	46,168	1999	Time Charter	Q1/2010	\$ 16,250	100% first \$1,000 + 50% thereafter
Ioannis PD.	46,346	2003	Time Charter	Q4/2010	\$ 18,000	100% first \$1,000 + 50% thereafter
6 Newbuilding Product Tankers						
Hull S-1025	50,000	2009	Bareboat Charter	Q1-2/2019	\$ 14,400	None
Hull S-1026	50,000	2009	Bareboat Charter	Q1-2/2019	\$ 14,550	None
Hull S-1027	50,000	2009	Bareboat Charter	Q1-2/2016	\$ 14,300	None
Hull S-1029	50,000	2009	Bareboat Charter	Q1-2/2016	\$ 14,300	None
Hull S-1031	50,000	2009	Bareboat Charter	Q1-2/2019	\$ 14,550	None
Hull S-1033	50,000	2009	Bareboat Charter	Q1-2/2019	\$ 14,550	None
Total Tanker dwt	2,008,878					
5 Drybulk Vessels						
CycladesD	75,681	2000	Time Charter	Q2/2011	\$ 50,860	None
AmalfiD	45,526	2000	Time Charter	Q1/2009	\$ 22,000	None
Voc GallantD	51,200	2002	Bareboat Charter	Q2/2012	\$ 25,650 ^F	None
PepitoD	75,928	2001	Time Charter	Q2/2013	\$ 38,950	None
AstraleD	75,933	2000	Time Charter	Q2/2009	\$ 67,500	None
Total Drybulk dwt	324,268					

TOTAL DWT 2,333,146

- A. Vessels sold and leased back in August and September 2005 for a period of 7 years
 - B. Vessels sold and leased back in March 2006 for a period of 5 years
 - C. Charterers have option to extend contract for an additional four-year period
 - D. Owned vessels
 - E. For the newbuilding product tankers we refer to the initial charter period excluding extension options
 - F. From May/June 2009 until May/June 2012 the net daily base rate will be \$23,580
-

Liquidity and Capital Resources

As of March 31, 2008, Top Ships had total indebtedness under senior secured credit facilities of \$502.4 million with its lenders, the Royal Bank of Scotland (“RBS”), HSH Nordbank (“HSH”), DVB Bank, ALPHA BANK and EMPORIKI BANK maturing from 2008 through 2015.

Since the Company’s formation, the sources of funds have been cash from operations, long-term borrowings and equity provided by the shareholders. The Company’s principal use of funds has been capital expenditures to establish and grow its fleet, maintain the quality of its vessels, comply with international shipping standards and environmental laws and regulations, fund working capital requirements and make principal repayments on outstanding served loan facilities. The Company expects to rely upon operating cash flows, long-term borrowings and equity financings to implement its future growth plan.

In December 2007 and in April 2008, the Company raised \$120.0 million of equity capital to fund its diversification in the dry bulk sector and its newbuilding program. All drybulk vessels of the Company have been chartered in long-term employment agreements that are expected to provide a secured stream of drybulk revenues. Moreover, the long-term employment agreements for the majority of the tanker fleet, in combination with the significantly improved spot market rates are expected to increase tanker revenues.

Therefore, the Company expects that its working capital generation, in combination with the existing cash balances and its recent equity offerings will be sufficient to cover its liquidity requirements for the next year, other than the financing of the newbuildings. The Company is currently in the process of obtaining debt financing for the newbuildings.

As of March 31, 2008, the Company has three interest rate swap agreements with RBS for the amounts of \$28.5 million, \$10.0 million and \$10.0 million for a remaining period of one, five and five years, respectively. Under these agreements the interest rate is fixed at an effective annual rate of 4.66% (in addition to the applicable margin), 4.23% and 4.11%, respectively. The Company also has one interest rate swap agreement with HSH for the amount of \$36.4 million for a remaining period of three years, at a fixed interest rate of 4.80% in addition to the applicable margin. The Company also has one interest rate swap agreement with Egnatia Bank for the amount of \$10.0 million for a remaining period of five years, respectively. Under this agreement the interest rate is fixed at an effective annual rate of 4.76%. In addition, the Company has two interest rate swap agreements with HSH for the amounts of \$17.9 million and \$8.3 million for a remaining period of five years. The above swaps of \$10.0 million, \$10.0 million and \$10.0 million, include steepening terms based on the two and 10 year U.S. Dollar swap difference, which is calculated quarterly in arrears. The interest rate for the remaining balance of the loans is LIBOR, plus the margin.

In November 2007, the Company entered into an interest rate derivative product. Under this agreement, the Company will pay five annual interest payments on a notional amount of \$85.0 million. Based on the cumulative performance of a portfolio of systematic foreign exchange trading strategies, the interest payments will have a minimum floor at 0.00% and a cap at 7.50%.

In April 2008, the Company mutually agreed with Deutsche Bank for the termination of the \$50.0 million swap. The Company is in the process of restructuring all or part of the then outstanding amount.

In May 2008, the Company entered into an interest rate swap agreement for a notional amount of \$20.0 million for a seven year period. This swap includes steepening terms based on the two and 10 year Euro swap difference, which is calculated quarterly in arrears.

On March 31, 2008, the Company's ratio of indebtedness to total capital was approximately 72.1%.

In April 2008, the Company privately placed 7.3 million common unregistered shares for aggregate proceeds of approximately \$51.0 million with various investors. The 7.3 million shares were sold for \$7.00 per share, which represents a discount of 15.5 percent based on the closing share price of \$8.28 on April 23, 2008.

In April 2008, following the sale of M/V Bertram, the then outstanding loan amount was fully repaid. In May 2008, the Company took delivery of the drybulk vessel M/V Astrale. The acquisition cost was partially financed through a long-term bank loan, maturing in April 2013.

In addition, in May 2008, the Company paid the second installment for the construction of two vessels, which was partly financed from the revolving credit facility with RBS. Finally, in May 2008, following the private placement, the Company prepaid a portion from the bridge loan with DVB Bank.

Conference Call and Webcast

Top Ships' management team will host a conference call to review the results and discuss other corporate news and its outlook on Thursday, June 12, 2008, at 11:00 AM EDT.

Those interested in listening to the live webcast may do so by going to the Company's website at <http://www.topships.org>, or by going to <http://www.investorcalendar.com>.

The telephonic replay of the conference call will be available by dialling 1-877 660-6853 (from the US and Canada) or +1 201 612 7415 (from outside the US and Canada) and by entering account number 286 and conference ID number 286450. An online archive will also be available immediately following the call at the sites noted above. Both are available for one week, through June 19, 2008.

About TOP Ships Inc.

TOP Ships Inc., formerly known as TOP Tankers Inc., is an international provider of worldwide seaborne crude oil and petroleum products and of drybulk transportation services. The Company operates a combined tanker and drybulk fleet as follows:

- a fleet of 17 tankers, consisting of 9 double-hull Suezmax tankers and 8 double-hull Handymax tankers, with a total carrying capacity of approximately 1.7 million dwt, of which 83% are sister ships. Eleven of the Company's 17 tankers are on time charter contracts with an average term of two years with all but three of the time charters including profit sharing agreements above their base rates. In addition, the Company has ordered six newbuilding product tankers, which are expected to be delivered in the first half of 2009.
- a fleet of five drybulk vessels. Four of the Company's five drybulk vessels have time charter contracts for an average period of 30 months.

Forward-Looking Statements

Matters discussed in this press release may constitute forward-looking statements. The Private Securities Litigation Reform Act of 1995 provides safe harbor protections for forward-looking statements in order to encourage companies to provide prospective information about their business. Forward-looking statements include statements concerning plans, objectives, goals, strategies, future events or performance, and underlying assumptions and other statements, which are other than statements of historical facts.

The Company desires to take advantage of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 and is including this cautionary statement in connection with this safe harbor legislation. The words "believe," "anticipate," "intends," "estimate," "forecast," "project," "plan," "potential," "will," "may," "should," "expect" "pending" and similar expressions identify forward-looking statements. The forward-looking statements in this press release are based upon various assumptions, many of which are based, in turn, upon further assumptions, including without limitation, our management's examination of historical operating trends, data contained in our records and other data available from third parties. Although we believe that these assumptions were reasonable when made, because these assumptions are inherently subject to significant uncertainties and contingencies which are difficult or impossible to predict and are beyond our control, we cannot assure you that we will achieve or accomplish these expectations, beliefs or projections.

In addition to these important factors, other important factors that, in our view, could cause actual results to differ materially from those discussed in the forward-looking statements include the strength of world economies and currencies, general market conditions, including fluctuations in charter rates and vessel values, failure of a seller to deliver one or more vessels or of a buyer to accept delivery of one or more vessels, inability to procure acquisition financing, default by one or more charterers of our ships, changes in the demand for crude oil and petroleum products, changes in demand for dry bulk shipping capacity, changes in our operating expenses, including bunker prices, drydocking and insurance costs, the market for our vessels, availability of financing and refinancing, changes in governmental rules and regulations or actions taken by regulatory authorities, potential liability from pending or future litigation, general domestic and international political conditions, potential disruption of shipping routes due to accidents or political events, vessels breakdowns and instances of off-hires and other factors. Please see our filings with the Securities and Exchange Commission for a more complete discussion of these and other risks and uncertainties.

TABLES FOLLOW

TOP SHIPS INC.

CONSOLIDATED CONDENSED STATEMENTS OF OPERATIONS

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

	Three Months Ended		
	2007	March 31,	2008
	As	As	
	originally	computed	
	reported	under the	
	under the	direct	
	deferral	expense	
	method	method	
	(Unaudited)	(Unaudited)	(Unaudited)
REVENUES:			
Revenues	\$ 73,988	\$ 73,988	\$ 72,637
EXPENSES:			
Voyage expenses	14,942	14,942	10,324
Charter hire expense	29,498	29,498	17,988
Amortization of deferred gain on sale and leaseback of vessels	(2,433)	(2,433)	(1,297)
Other vessel operating expenses	16,141	16,141	25,842
Dry-docking costs	-	1,984	4,049
Depreciation	5,239	5,239	10,510
Amortization of dry-docking costs	4,036	-	-
General and administrative expenses	5,198	5,198	7,705
Foreign currency (gains) / losses, net	(29)	(29)	532
Gain on sale of vessel	-	-	(582)
Operating income (loss)	1,396	3,448	(2,434)
OTHER INCOME (EXPENSES):			
Interest and finance costs	(2,973)	(2,973)	(7,946)
Fair value change of financial instruments	1,711	1,711	(8,859)
Interest income	825	825	430
Other, net	(12)	(12)	(32)
Total other expenses, net	(449)	(449)	(16,407)
Net Income (loss)	\$ 947	\$ 2,999	\$ (18,841)

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Earnings (loss) per share, basic and diluted	\$	0.09	\$	0.28	\$	(0.93)
Weighted average common shares outstanding, basic		10,777,043		10,777,043		20,295,240
Weighted average common shares outstanding, diluted		10,785,688		10,785,688		20,295,240

TOP SHIPS INC.

CONSOLIDATED CONDENSED BALANCE SHEETS

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

	December 31, 2007	March 31, 2008
	(Unaudited)	(Unaudited)
ASSETS		
CASH AND CASH EQUIVALENTS	\$ 26,012	\$ 8,375
OTHER CURRENT ASSETS	29,881	31,026
NET INVESTMENT IN CAPITAL LEASE	-	42,300
VESSEL HELD FOR SALE	46,268	-
ADVANCES FOR VESSELS ACQUISITIONS / UNDER CONSTRUCTION	66,026	60,504
VESSEL UNDER CAPITAL LEASE	-	76,532
VESSELS, NET	553,891	641,422
OTHER NON-CURRENT ASSETS	28,339	26,536
RESTRICTED CASH	26,500	30,000
Total assets	\$ 776,917	\$ 916,695
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT PORTION OF LONG-TERM DEBT	\$ 107,488	\$ 124,459
OBLIGATIONS UNDER CAPITAL LEASE	-	68,571
OTHER CURRENT LIABILITIES	45,802	69,229
FINANCIAL INSTRUMENTS, NET OF CURRENT PORTION	10,683	13,658
FAIR VALUE OF BELOW MARKET TIME CHARTER	29,199	35,748
LONG-TERM DEBT, NET OF CURRENT PORTION	331,396	373,630
DEFERRED GAIN ON SALE AND LEASEBACK OF VESSELS	40,941	38,352
Total liabilities	565,509	723,647
COMMITMENTS AND CONTINGENCIES		
STOCKHOLDERS' EQUITY	211,408	193,048
Total liabilities and stockholders' equity	\$ 776,917	\$ 916,695

TOP SHIPS INC.

CONSOLIDATED CONDENSED STATEMENTS OF CASH FLOWS

(Expressed in thousands of U.S. Dollars)

	Three Months Ended March 31,		
	2007	2007	2008
	As originally reported under the deferral method (Unaudited)	As computed under the direct expense method (Unaudited)	(Unaudited)
Cash Flows from (used in) Operating Activities:			
Net income (loss)	\$ 947	\$ 2,999	\$ (18,841)
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	9,483	5,447	12,087
Stock-based compensation expense	151	151	483
Change in fair value of financial instruments	(1,711)	(1,711)	8,859
Amortization of deferred gain on sale and leaseback of vessels	(2,433)	(2,433)	(1,297)
Amortization of fair value below market time charter	-	-	(6,099)
Loss on sale of other fixed assets	61	61	25
Gain on sale of vessels	-	-	(582)
Payments for dry-docking	(6,791)	-	-
Change in operating assets and liabilities	5,165	358	13,634
Net Cash from Operating Activities	4,872	4,872	8,269
Cash Flows from (used in) Investing Activities:			
Principal payments received under capital lease	-	-	3,700
Principal payments paid under capital lease	-	-	(928)
Advances for vessels acquisitions / under construction	(14,778)	(14,778)	(14,768)
Vessel acquisitions and improvements	-	-	(115,747)
Insurance claims recoveries	-	-	125
Increase in restricted cash	-	-	(3,500)
Net proceeds from sale of vessels	-	-	47,867
Net proceeds from sale of other fixed assets	28	28	49
Acquisition of other fixed assets	(1,247)	(1,247)	(520)

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Net Cash used in Investing Activities	(15,997)	(15,997)	(83,722)
Cash Flows from (used in) Financing Activities:			
Proceeds from long-term debt	10,000	10,000	100,180
Payments of long-term debt	(4,250)	(4,250)	(42,085)
Cancellation of fractional shares	-	-	(2)
Payment of financing costs	-	-	(277)
Net Cash from Financing Activities	5,750	5,750	57,816
Net decrease in cash and cash equivalents	(5,375)	(5,375)	(17,637)
Cash and cash equivalents at beginning of period	29,992	29,992	26,012
Cash and cash equivalents at end of period	\$ 24,617	\$ 24,617	\$ 8,375
SUPPLEMENTAL CASH FLOW INFORMATION			
Interest paid	\$ 1,443	\$ 1,443	\$ 5,477
NON-CASH TRANSACTIONS			
Fair value below market time charter	\$ -	\$ -	\$ 12,647
Amounts owed for capital expenditures	\$ -	\$ -	\$ 2,469

APPENDIX A – SPECIFIC ITEMS AFFECTING NET INCOME (LOSS)

Set forth below are some of the significant items of income and expense that affected the Company's net results for the first quarter of 2007 and 2008, all of which items are typically excluded by securities analysts in their published estimates of the Company's financial results:

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

Description	Three Months Ended				March 31, 2008	
	March 31, 2007		March 31, 2007		March 31, 2008	
	As originally reported under the deferral method (unaudited)	As computed under the direct expense method (unaudited)	As originally reported under the deferral method (unaudited)	As computed under the direct expense method (unaudited)	(unaudited)	(unaudited)
	\$	Per Share	\$	Per Share	\$	Per Share
Reported net income (loss)	947	0.09	2,999	0.28	(18,841)	(0.93)
Restricted share plan to officers and personnel (1)	151	0.01	151	0.01	483	0.02
Change of fair value of financial instruments	(1,711)	(0.16)	(1,711)	(0.16)	8,859	0.44
Specific legal fees (2)	192	0.02	192	0.02	-	-
Amortization of financing fees (3)	-	-	-	-	758	0.04
Specific repairs (4)	388	0.04	388	0.04	6,637	0.33
Total	(980)	(0.09)	(980)	(0.09)	16,737	0.83
Net income (loss) after specific items	(33)	0.00	2,019	0.19	(2,104)	(0.10)

(1)Relates to stock-based compensation expense

(2)Relates to legal fees incurred due to the class action lawsuit

(3)Amortization of financing fees relating to bridge loan with DVB

(4)Special unexpected repairs

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.

TOP SHIPS INC.
(registrant)

Dated: June 20, 2008

By: /s/ Evangelos J. Pistiolis
Evangelos J. Pistiolis
Chief Executive Officer

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