

Edgar Filing: TOP TANKERS INC. - Form 20-F/A

TOP TANKERS INC.  
Form 20-F/A  
June 11, 2007

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

FORM 20-F/A

(Mark One)

REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g)  
OF THE SECURITIES EXCHANGE ACT OF 1934

OR

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
For the fiscal year ended December 31, 2006

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934

OR

SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934

Date of event requiring this shell company report: N/A

Commission file number 000-50859

TOP TANKERS INC.

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(Exact name of Registrant as specified in its charter)

Republic of The Marshall Islands

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(Jurisdiction of incorporation or organization)

1 Vas. Sofias and Meg. Alexandrou Str, 15124 Maroussi, Greece

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(Address of principal executive offices)

Securities registered or to be registered pursuant to section 12(b) of the Act.

Common Stock par value \$0.01 per share  
Preferred Stock Purchase Rights

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Securities registered or to be registered pursuant to section 12(g) of the Act.

NONE

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Securities for which there is a reporting obligation pursuant to Section 15(d)  
of the Act.

NONE

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Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

32,429,105 shares of Common Stock, par value \$0.01 per share.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act

Yes  No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes  No

Note- Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for their obligations under those Sections.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer

Indicate by check mark which financial statement item the registrant has elected to follow.

Item 17  Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

### Explanatory Note

This Amendment No. 2 to Form 20-F of Top Tankers Inc. (the "Company") ("Amendment No. 2") is being filed solely for the purpose of revising exhibit 15.1 to the Form 20-F to include the registered public accounting firm's consent to the incorporation by reference into the Company's registration statement on Form F-3 (No. 333-127086) of the registered public accounting firm's report with respect to the Company's financial statements for the years ended December 31, 2005 and 2004, as included in the Company's Form 20-F.

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SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this registration statement on its behalf.

TOP Tankers Inc.

By: /s/ Evangelos Pistiolis

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Name: Evangelos Pistiolis  
Title: Chief Executive Officer

June 11, 2007