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FORM 8-K

Pangaea Logistics Solutions Ltd. - N/A

Filed: November 17, 2014 (period: November 17, 2014)

Report of unscheduled material events or corporate changes.

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

FORM 8-K
CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): November 17, 2014

PANGAEA LOGISTICS SOLUTIONS, LTD.
(Exact Name of Registrant as Specified in Charter)

Bermuda
(State or Other Jurisdiction
of Incorporation)

001-36139
(Commission
File Number)

N/A
(IRS Employer
Identification No.)

109 Long Wharf, Newport, Rhode Island 02840
(Address of Principal Executive Offices) (Zip Code)

(401) 846-7790
(Registrant's Telephone Number, Including Area Code)

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 2.02 Results of Operations and Financial Condition.

On November 17, 2014, Registrant issued a press release announcing financial results for the quarter ended September 30, 2014. The full text of this press release is included as Exhibit 99.1 to this Current Report on Form 8-K.

The information in this Current Report, including the exhibit attached hereto, is being furnished and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that Section. The information in this Current Report shall not be incorporated by reference into any registration statement pursuant to the Securities Act of 1933.

Item 9.01 Financial Statements, Pro Forma Financial Information and Exhibits.

(d) Exhibits

<u>Exhibit</u>	<u>Description</u>
99.1	Press Release of Pangaea Logistics Solutions, Ltd. dated November 17, 2014 announcing financial results for the quarter ended September 30, 2014.

SIGNATURE

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 hereunto duly authorized.

Dated: November 17, 2014

PANGAEA LOGISTICS SOLUTIONS, LTD.

By: /s/ Anthony Laura
Name: Anthony Laura
Title: Chief Financial Officer

Pangaea Logistics Solutions Ltd. Reports Financial Results for the Third Quarter Ended September 30, 2014

NEWPORT, RI – November 17, 2014 – Pangaea Logistics Solutions, Ltd. (“Pangaea” or the “Company”) (NASDAQ: PANL), a global provider of comprehensive maritime logistics solutions, announced today the results for Bulk Partners (Bermuda) Ltd., (“Bulk Partners”) for the third quarter ended September 30, 2014. Future reporting will be from Pangaea, the 100% parent of Bulk Partners as of October 1, 2014.

Third Quarter 2014 Highlights & Recent Developments

- Revenue of \$91.2 million for the third quarter of 2014
- 25% increase in voyage days, demonstrating increasing demand for services
- Completed public listing; began trading under NASDAQ: PANL
- Took delivery of *m/v Nordic Oshima*, a 76,180 dwt ice-class 1A panamax dry bulk carrier
- Signed two new long-term contracts of affreightment (“COAs”) to support its ice-class fleet

Edward Coll, Chairman and Chief Executive Officer of Pangaea Logistics Solutions, stated, “The third quarter of 2014 presented a challenging rate environment, continuing what we experienced during the second quarter. Despite these headwinds, we were able to effectively leverage our relationships in the industry and create revenue opportunities where others could not. Further, we are incredibly pleased to have begun publicly trading and look forward to building increased shareholder value.”

Third Quarter and Nine-Months 2014 Financial Results

For the quarter ended September 30, 2014, total revenue was \$91.2 million. Total revenue was \$295.2 million for the nine months ended September 30, 2014.

Bulk Partners reported a loss from operations of \$1.9 million for the third quarter of 2014, and income from operations of \$11.5 million for the nine months ended September 30, 2014.

Bulk Partners reported a net loss after non-controlling interests of \$2.9 million for the third quarter, and net income after non-controlling interests of \$4.9 million for the nine months ended September 30, 2014.

“Our voyage days increased 25% in the quarter over the same period last year, demonstrating strong demand for our services,” Coll added. “That said, operating margins were under significant pressure due to weakened market rates in the vast majority of the dry shipping segments.”

Assuming the merger had been consummated as of January 1, 2014, the Company’s pro forma earnings per share for the nine months ended September 30, 2014 was \$0.11 basic and diluted, which were calculated based on 34,696,997 shares.

Cash Flows

For the nine months ended September 30, 2014, Bulk Partners’ net cash provided by operating activities was \$16.4 million, compared to \$18.9 million for the nine months ended September 30, 2013.

For the nine months ended September 30, 2014 and 2013, net cash used in investing activities was \$30.1 million and \$75.7 million, respectively. Net cash provided by financing activities was \$14.9 million and \$60.9 million for the nine months ended September 30, 2014 and 2013, respectively. This reflects increased borrowing to finance the purchase of additional vessels and take delivery of the *m/v Nordic Oshima*.

“We continue to invest operating cash flow in newbuilding vessels in the ice-class trade, a market that is well-protected from the newbuilding backlog and where we have distinct strategic advantages,” Coll said.

Recent Developments

The following events took place after the close of the third quarter:

- On October 1, 2014, Bulk Partners completed its merger with Quartet. The combined company is a wholly owned subsidiary of Pangaea Logistics Solutions. On October 3, 2014, the Company’s common shares commenced trading on NASDAQ under the ticker symbol PANL.
- On October 8, 2014, Pangaea announced that ASO 2020 Maritime, an affiliate of the Alexander S. Onassis Public Benefit Foundation, executed a letter of intent to acquire a stake in Pangaea.

- On October 28, 2014, the Company announced the delivery of the *m/v Nordic Oshima*, a 76,180 dwt ice-class 1A panamax dry bulk carrier. Pangaea took delivery of the vessel on September 25, 2014 from Oshima Shipbuilding Co., Ltd.
- On November 14, 2014, the Company announced long-term COAs that will help support the activities of its specialized ice-class 1A panamax vessels.
 - The first contract is a new agreement with an existing client to carry cargo in the Baltic region through 2017. Beginning in 2015, the contract will provide an estimated 240 cargo days of coverage and will contribute revenue of approximately \$10 million per year.
 - The second contract is with a new, blue-chip client to carry cargo from 2015 to 2018. Pangaea's ice-hardened fleet is contracted to transport cargo for an estimated 600 days each summer in the far northern latitudes, contributing revenue of approximately \$22 million per year.

About Pangaea Logistics Solutions, Ltd.

Pangaea Logistics Solutions, Ltd. (NASDAQ: PANL) provides logistics services to a broad base of industrial customers who require the transportation of a wide variety of dry bulk cargoes, including grains, pig iron, hot briquetted iron, bauxite, alumina, cement clinker, dolomite, and limestone. The Company addresses the transportation needs of its customers with a comprehensive set of services and activities, including cargo loading, cargo discharge, vessel chartering, and voyage planning. Learn more at www.pangaeals.com.

Forward-Looking Statements

Certain statements in this press release are "forward-looking statements" within the meaning of the Private Securities Litigation Act of 1995. These forward-looking statements are based on our current expectations and beliefs and are subject to a number of risk factors and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements. Such risks and uncertainties include, without limitation, the strength of world economies and currencies, general market conditions, including fluctuations in charter rates and vessel values, changes in demand for drybulk shipping capacity, changes in our operating expenses, including bunker prices, dry-docking and insurance costs, the market for our vessels, availability of financing and refinancing, charter counterparty performance, ability to obtain financing and comply with covenants in such financing arrangements, changes in governmental rules and regulations or actions taken by regulatory authorities, potential liability from pending or future litigation, general domestic and international political conditions, potential disruption of

shipping routes due to accidents or political events, vessels breakdowns and instances of off-hires and other factors, as well as other risks that have been included in filings with the Securities and Exchange Commission, all of which are available at www.sec.gov.

Contacts:

Investor Relations

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