

StealthGas Inc.
Form 424B5
April 26, 2013
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**Filed Pursuant to Rule 424(b)(5)
Registration No. 333-186485**

PROSPECTUS SUPPLEMENT

(To Prospectus dated March 28, 2013)

10,000,000 Shares

StealthGas Inc.

Common Stock

\$10.00 per share

We are offering 10,000,000 shares of our common stock. An entity controlled by the family of our President and Chief Executive Officer has agreed to purchase 500,000 of the shares of the common stock sold in this offering.

Our common stock is traded on the NASDAQ Global Select Market under the symbol GASS. The last reported sale price of our common stock on the NASDAQ Global Select Market on April 24, 2013 was \$10.12 per share.

Investing in our common stock involves risks. See Risk Factors beginning on page S-14 of this prospectus supplement and beginning on page 6 of our Annual Report on Form 20-F filed with the Securities and Exchange Commission on April 18, 2013 and incorporated by reference herein before you make an investment in our shares.

Per Share Total

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Public Offering Price	\$ 10.00	\$ 100,000,000
Underwriting Discounts(1)(2)	\$ 0.475	\$ 4,512,500
Proceeds to StealthGas Inc. (before expenses)	\$ 9.525	\$ 95,487,500

- (1) The underwriters will not receive an underwriting discount on the sale of shares of our common stock to an entity controlled by the family of our President and Chief Executive Officer.
- (2) We have agreed to reimburse the underwriters for certain expenses in connection with this offering. In addition, we have agreed to pay a fee to a broker-dealer not part of the underwriting syndicate for certain financial consulting services they have provided to us. See Underwriting .

We have granted the underwriters a 30-day option to purchase up to 1,500,000 additional shares of common stock from us on the same terms and conditions as set forth above.

Neither the Securities and Exchange Commission, any state securities commission, or any other regulatory body has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The underwriters expect to deliver the shares of common stock to purchasers on or about April 30, 2013.

Wells Fargo Securities

Deutsche Bank Securities

Global Hunter Securities

Clarkson Capital Markets

Evercore Partners

The date of this prospectus supplement is April 24, 2013

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This document is in two parts. The first part is this prospectus supplement, which describes the specific terms of this offering of common stock and also adds to and updates information contained in the accompanying prospectus and the documents incorporated by reference in this prospectus supplement and the accompanying prospectus. The second part is the accompanying prospectus, which gives more general information, some of which does not apply to this offering. Generally, when we refer to the prospectus, we are referring to both parts of this document combined. You should read both this prospectus supplement and the accompanying prospectus

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together with the documents incorporated herein by reference and the additional information about us described in the sections entitled "Where You Can Find Additional Information" and "Incorporation of Certain Information by Reference."

If the description of this offering varies between this prospectus supplement and the accompanying prospectus, you should rely on the information contained in or incorporated by reference in this prospectus supplement.

You should rely only on the information contained in or incorporated by reference in this prospectus supplement, the accompanying prospectus or in any free writing prospectus that we may provide you. We have not, and the underwriters have not, authorized any other person to provide you with information that is different. If anyone provides you with different or inconsistent information, you should not rely on it. We are offering to sell, and seeking offers to buy, these shares of our common stock only in jurisdictions where such offers and sales are permitted. The information contained in or incorporated by reference in this document or in any free writing prospectus is accurate only as of the date of this prospectus supplement, regardless of the time of delivery of this prospectus supplement or of any sale of shares of our common stock. Our business, financial condition, results of operations and prospects may have changed since that date.

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SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

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 or present facts or conditions. This prospectus supplement, the accompanying prospectus and the documents incorporated herein by reference may contain forward-looking statements based on beliefs of our management and are subject to risks and uncertainties. Any statements contained in this prospectus supplement, the accompanying prospectus or the documents incorporated herein that are not historical facts are forward-looking statements as defined in Section 27A of the Securities Act of 1933, as amended (the Securities Act), and Section 21E of the Securities Exchange Act of 1934 (the Exchange Act). We have based these forward-looking statements on our current expectations and projections about future events, including:

future operating or financial results;

global and regional economic and political conditions;

pending or recent acquisitions, business strategy and expected capital spending or operating expenses;

competition in the marine transportation industry;

shipping market trends, including charter rates, vessel values and factors affecting supply and demand and world fleet composition;

ability to employ our vessels profitably;

performance by the counterparties to our charter agreements;

future liquefied petroleum gas (LPG), refined petroleum product and oil prices and production;

future supply and demand for oil and refined petroleum products and natural gas of which LPG is a byproduct;

our financial condition and liquidity, including our ability to obtain financing in the future to fund capital expenditures, acquisitions and other general corporate activities, the terms of such financing and our ability to comply with covenants set forth in our existing and future financing arrangements; and

expectations regarding vessel acquisitions.

The words anticipate, believe, estimate, expect, forecast, intend, may, plan, project, predict, potential, should and will they relate to us are intended to identify such forward-looking statements. These forward-looking statements are not statements of historical fact and represent only our management's belief as of the date of such statement, and involve risks and uncertainties that could cause actual results to differ materially and inversely from expectations expressed in or indicated by the forward-looking statements. Assumptions, expectations, projections, intentions and beliefs about future events may, and often do, vary from actual results and these differences can be material. There are a variety of factors, many of which are beyond our control, which affect our operations, performance, business strategy and results and could cause actual reported results and performance to differ materially from the performance and expectations expressed in these forward-looking statements. These factors include, but are not limited to, supply and demand for LPG carriers, crude oil carriers and product tankers, charter rates

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and vessel values, supply and demand for LPG, crude oil and petroleum products, accidents, collisions and spills, environmental and other government regulation, the availability of debt financing, fluctuation of currency exchange and interest rates and the other risks and uncertainties are discussed more fully under the section entitled "Risk Factors" beginning on page S-14 of this prospectus supplement and under "Item 3. Key Information - Risk Factors" in our Annual Report on Form 20-F filed with the U.S. Securities and Exchange Commission ("SEC") on April 18, 2013 (our "Annual Report on Form 20-F") and incorporated by reference herein, and in our other filings with the SEC. We caution readers of this prospectus supplement and the accompanying prospectus not to place undue reliance on these forward-looking statements, which speak only as of their dates.

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We undertake no obligation to publicly update or revise any forward-looking statements contained in this prospectus, whether as a result of new information, future events, a change in our views or expectations or otherwise. New factors emerge from time to time, and it is not possible for us to predict all of these factors. Further, we cannot assess the impact of each such factor on our business or the extent to which any factor, or combination of factors, may cause actual results to be materially different from those contained in any forward-looking statement.

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PROSPECTUS SUMMARY

*This summary highlights information contained elsewhere, or incorporated by reference, in this prospectus supplement. As a result, it does not contain all of the information that you should consider before investing in our common stock. You should read the entire prospectus supplement and the accompanying prospectus, including the risk factors and other more detailed information in the documents incorporated by reference herein, which are described under *Incorporation of Certain Information by Reference* in this prospectus supplement before making an investment decision. Unless we have indicated otherwise, or the context otherwise requires, references in this prospectus supplement and the accompanying prospectus to the Company, we, us, our Company, ours, or our refer to StealthGas Inc. (NASDAQ: GASS) and its consolidated subsidiaries, except where it is clear that such terms refer to StealthGas Inc. only.*

*The term *LPG* refers to liquefied petroleum gas. Generally, when we refer only to the prospectus, we are referring to both parts combined, and when we refer to the accompanying prospectus, we are referring to the base prospectus only. If the description of this offering varies between this prospectus supplement and the accompanying prospectus, you should rely on the information contained in or incorporated by reference in this prospectus supplement.*

Our Company

We are a provider of international seaborne transportation services to LPG producers and users, as well as crude oil and product carriers to oil producers, refineries and commodities traders. As of April 24, 2013, we owned and operated a fleet of 33 LPG carriers that carry various petroleum gas products in liquefied form, including propane, butane, butadiene, isopropane, propylene and VCM, three medium range product carriers that carry refined petroleum products such as gasoline, diesel, fuel oil and jet fuel, as well as edible oils and chemicals, and one Aframax tanker which is used for carrying crude oil. Transportation by sea represents a major element of gas transportation logistics. LPG products have a variety of end uses including industrial, energy and other applications, such as transportation, fertilizer production, the manufacture of plastics, space heating, cooking, water heating and process heating.

As of March 31, 2013, the average age of our 33 LPG carriers was 11.8 years. Of our three product carriers, two were built in 2008 and one in 2009 and our Aframax crude oil tanker was built in 2010. In addition, we have four fully-pressurized newbuilding LPG carriers, of 23,000 cbm aggregate capacity, scheduled for delivery in 2014 and 2015 for an aggregate purchase price of \$96.0 million, of which we paid \$19.2 million in 2012 and obtained a commitment letter for related debt financing of up to \$67.2 million. We have also entered into agreements to acquire three fully-pressurized modern secondhand LPG carriers, each with an expected delivery in May 2013, and two fully-pressurized newbuilding LPG carriers with expected deliveries in the first half of 2014, for an aggregate purchase price of \$93.7 million. These five vessels, which have an aggregate capacity of 26,400 cbm, are referred to herein as our Identified Vessels. We plan to use a portion of the proceeds from this offering together with cash on hand and bank financing we will seek to arrange to acquire these Identified Vessels. We also are evaluating additional vessel acquisition opportunities, such as two 3,500 cbm LPG carrier newbuildings with delivery in 2014 and 2015 for which we are in discussions.

We serve national and independent oil companies, energy traders and industrial companies such as Petredec Ltd., Glencore, Vitol S.A., ENI Shipping Inc., or ENI, Epic Energy, or Epic, Geden Lines, or Geden, Navig8 Group, or Navig8, and Petrobras. We believe that we have established a reputation as a safe, cost efficient operator of modern and well-maintained LPG carriers. We also believe that these attributes, together with our strategic focus on meeting our customers' chartering needs, has contributed to our ability to attract leading charterers as our customers and to our success in obtaining charter renewals.

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We deploy our fleet on a mix of period charters, including time and bareboat charters which can last up to several years, and spot market charters, which generally last from one to six months, according to our assessment of market conditions. As of March 31, 2013, 29 of our vessels operated on period charters with an average remaining duration of 20.5 months, including time and bareboat charters, and the remaining 8 vessels operated on spot charters.

Our President and Chief Executive Officer, Harry Vafias, who is a member of the Vafias family, is our largest stockholder and currently owns approximately 20.6% of our outstanding common stock. An entity controlled by Mr. Vafias family has agreed to purchase 500,000 of the shares sold in this offering. After this offering, Mr. Vafias family will own approximately 15.5% of our outstanding common stock. The Vafias Group has been active in shipping for over 35 years. During 2012, the Vafias Group owned or partially owned a fleet of 60 vessels, ranking it among the five largest ship owning groups in Greece. The Vafias Group formed Stealth Maritime, S.A., or Stealth Maritime, in 1999 which, as our fleet manager, is responsible for all aspects of our administration and operations.

We believe that now is an opportune time to acquire newbuilding and high-quality secondhand LPG carriers. The charter market for LPG carriers has begun to show improvement in recent months, while the size of the LPG carrier order book in proportion to global fleet capacity has remained relatively constrained compared to other shipping sectors. We believe that the financial flexibility resulting from our strategic growth policy, together with our high quality services and strong relationships with LPG charterers and financial institutions, position us to expand our fleet with further accretive acquisitions of new generation LPG carriers at attractive prices.

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The tables below provide additional information as of April 1, 2013, except where indicated otherwise, about our current fleet, our four newbuilding LPG carriers currently under construction and the five Identified Vessels.

LPG Carriers (33)

Name	Year Built	Vessel		Delivery Date	Employment Status	Expiration of Charter ⁽¹⁾
		Size (cbm)	Type			
<i>Gas Cathar</i>	2001	7,517	fully-pressurized	October 2005	Time Charter	May 2013
<i>Gas Esco</i>	2012	7,500	fully-pressurized	June 2012	Time Charter	June 2017
<i>Gas Husky</i>	2012	7,500	fully-pressurized	January 2012	Bareboat Charter	January 2017
<i>Gas Premiership</i>	2001	7,200	fully-pressurized	March 2008	Spot	
<i>Gas Haralambos</i>	2007	7,000	fully-pressurized	October 2007	Time Charter	June 2013
<i>Gas Marathon</i>	1995	6,572	fully-pressurized	November 2005	Spot	
<i>Gas Moxie</i>	1992	6,526	fully-pressurized	May 2005	Spot	
<i>Gas Flawless</i>	2007	6,300	fully-pressurized	February 2007	Spot	
<i>Gas Elixir</i>	2011	5,018	fully-pressurized	February 2011	Bareboat Charter	December 2015
<i>Gas Myth</i>	2011	5,018	fully-pressurized	September 2011	Time Charter	November 2014
<i>Gas Cerberus</i>	2011	5,018	fully-pressurized	April 2011	Time Charter	July 2014
<i>Gas Monarch</i>	1997	5,018	fully-pressurized	December 2005	Time Charter	June 2013
<i>Lyne</i>	1996	5,014	fully-pressurized	May 2006	Bareboat Charter	January 2014
<i>Gas Emperor</i>	1995	5,013	fully-pressurized	February 2005	Spot	
<i>Gas Texiana</i>	1995	5,001	fully-pressurized	November 2005	Time Charter	January 2014
<i>Sir Ivor</i>	2003	5,000	fully-pressurized	May 2006	Bareboat Charter	January 2014
<i>Gas Icon</i>	1994	5,000	fully-pressurized	June 2007	Time Charter	August 2014
<i>Gas Defiance</i>	2008	5,000	fully-pressurized	August 2008	Time Charter	January 2015
<i>Gas Shuriken</i>	2008	5,000	fully-pressurized	October 2008	Time Charter	November 2014
<i>Gas Sincerity</i>	2000	4,123	fully-pressurized	November 2005	Bareboat Charter	August 2014
<i>Gas Spirit</i>	2001	4,112	fully-pressurized	December 2005	Bareboat Charter	January 2016
<i>Gas Zael</i>	2001	4,111	fully-pressurized	December 2005	Bareboat Charter	January 2014
<i>Gas Kaizen</i>	1991	4,109	semi-refrigerated	November 2004	Spot	
<i>Gas Evoluzione</i>	1996	3,517	fully-pressurized	July 2007	Spot	
<i>Gas Astrid</i>	2009	3,500	fully-pressurized	April 2009	Bareboat Charter	April 2014
<i>Gas Legacy</i>	1998	3,500	fully-pressurized	October 2005	Spot	
<i>Gas Sikousis</i>	2006	3,500	fully-pressurized	August 2007	Bareboat Charter	May 2016
<i>Gas Exelero</i>	2009	3,500	fully-pressurized	June 2009	Bareboat Charter	June 2014
<i>Gas Arctic</i>	1992	3,434	semi-refrigerated	April 2005	Time Charter	January 2014
<i>Gas Ice</i>	1991	3,434	semi-refrigerated	April 2005	Time Charter	January 2014
<i>Chiltern</i>	1997	3,312	fully-pressurized	June 2007	Time Charter	May 2016
<i>Gas Pasha</i>	1995	3,244	fully-pressurized	June 2006	Time Charter	January 2015
<i>Gas Crystal</i>	1990	3,211	semi-refrigerated	November 2005	Time Charter	October 2013
		161,822				

cbm

Table of Contents**Contracted LPG Carriers (9)****Newbuilding LPG Carriers (4)**

Name	Year Built	Vessel Size (cbm)	Vessel Type	Scheduled Delivery Date	Employment Status	Expiration of Charter
<i>To be named</i>	2014	5,000	fully-pressurized	Q4 2014		
<i>To be named</i>	2014	5,000	fully-pressurized	Q4 2014		
<i>To be named</i>	2015	6,500	fully-pressurized	Q1 2015		
<i>To be named</i>	2015	6,500	fully-pressurized	Q2 2015		
		23,000				
		cbm				

Identified Vessels (5)

Name	Year Built	Vessel Size (cbm)	Vessel Type	Scheduled Delivery Date	Employment Status	Expiration of Charter
<i>Gas Alice</i>	2006	3,500	fully-pressurized	May 2013		
<i>Gas Enchanted</i>	2006	3,500	fully-pressurized	May 2013		
<i>Gas Inspiration</i>	2006	5,000	fully-pressurized	May 2013		
<i>To be named</i>	2014	7,200	fully-pressurized	Q1 2014		
<i>To be named</i>	2014	7,200	fully-pressurized	Q2 2014		
		26,400				
		cbm				
Total LPG	42	211,222				
Carrier Fleet:	vessels	cbm				

Product Carriers/Crude Oil Tanker (4)

Name	Year Built	Vessel Size (dwt)	Vessel Type	Delivery Date	Employment Status	Expiration of Charter(1)
<i>Navig8 Fidelity</i>	2008	47,000	MR product carrier	January 2008	Bareboat Charter	January 2016
<i>Navig8 Faith</i>	2008	47,000	MR product carrier	February 2008	Bareboat Charter	February 2016
<i>Stealth Bahla</i>	2009	46,000	MR product carrier	July 2009	Time Charter	July 2016
<i>Spike</i>	2010	115,804	Aframax oil tanker	July 2010	Bareboat Charter	August 2015
Total Tanker Fleet:	4 vessels	255,804				
		dwt				

(1) Earliest date charters could expire.

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Our Competitive Strengths

We believe that we possess a number of distinguishing factors that position us well in the LPG carrier market:

A Leading Position in the Handysize LPG Carrier Market. We believe our current fleet of 33 LPG carriers, all of which are handysize vessels, gives us a leading position among the operators of 3,000-7,999 cbm LPG carriers, which we will further enhance with the addition of the nine LPG carriers we have agreed to acquire. We believe that our significant presence in this sector enhances our vessel acquisition and employment opportunities.