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ULTRAPETROL BAHAMAS LTD  
Form POS462B  
April 20, 2007

As filed with the Securities and Exchange Commission on April 20, 2007

Registration Statement No. 333-

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM F-1  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933  
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Ultrapetrol (Bahamas) Limited  
(Exact name of registrant as specified in its charter)

Commonwealth of The Bahamas (State or other jurisdiction of incorporation or organization)	4412 (Primary Standard Industrial Classification Code Number)	N/A (I.R.S. Employer Identification No.)
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Ultrapetrol (Bahamas) Limited Attention: Felipe Menendez R. Ocean Centre, Montagu Foreshore East Bay St. Nassau, Bahamas P.O. Box SS-19084 (242) 364-4755 (Address and telephone number of Registrant's principal executive offices)	Seward & Kissel LLP Attention: Lawrence Rutkowski, Esq. One Battery Park Plaza New York, New York 10004 (212) 574-1200 (Name, address and telephone number of agent for service)
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Copies to:

Lawrence Rutkowski, Esq. Seward & Kissel LLP One Battery Park Plaza New York, New York 10004 (212) 574-1200 (telephone number) (212) 480-8421 (facsimile number)	William J. Whelan, III, Esq. Cravath, Swaine & Moore LLP Worldwide Plaza 825 Eighth Avenue New York, New York 10019 (212) 474-1000 (telephone number) (212) 474-3700 (facsimile number)
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Approximate date of commencement of proposed sale to the public:  
As soon as practicable after the effective date of this Registration Statement.

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If any of the securities being registered on this Form are being offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

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If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  Registration No. 333-141485

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

### ----- CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee
Common Stock, par value \$.01 per share	\$16,100,000	\$500

(1) Includes common stock, if any, that may be sold pursuant to the underwriters' over-allotment option.

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This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933.

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#### EXPLANATORY NOTE

This registration statement is being filed pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended. The contents of the Registration Statement on Form F-1 (Registration No. 333-141485) filed by Ultrapetrol (Bahamas) Limited with the Securities and Exchange Commission, which was declared effective by the Commission on April 19, 2007, are incorporated by reference into, and shall be deemed part of, this registration statement.

#### PART II

#### INFORMATION NOT REQUIRED IN THE PROSPECTUS

#### Item 16. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

All exhibits filed with or incorporated by reference in the Registration

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Statement No. 333-141485 are incorporated by reference into, and shall be deemed to be part of, this registration statement, except for the following, which are filed herewith.

Exhibit

Number	Description
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5	Form of Opinion of Higgs & Johnson, Bahamas Counsel to the Company, as to the validity of the Shares
8	Form of Opinion of Seward & Kissel LLP, United States counsel to the Company, with respect to tax matters
23.1	Consent of Seward & Kissel LLP (contained in Exhibit 8)
23.2	Consent of Pistrelli, Henry Martin y Asociados S.R.L., independent registered public accounting firm and member of Ernst & Young Global, independent registered public accounting firm
23.3	Consent of Doll Shipping Consulancy
23.4	Consent of Higgs & Johnson

### SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-1 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in New York, New York on April 19, 2007.

ULTRAPETROL (BAHAMAS) LIMITED

By: \_\_\_\_\_ \*

Name: Felipe Menendez R.  
Title: President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons on April 19, 2007 in the capacities indicated.

Signature	Title
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* ----- Felipe Menendez R.	Chief Executive Officer, President and Director (Principal Executive Officer)
* ----- Ricardo Menendez R.	Executive Vice President and Director
* ----- Leonard J. Hoskinson	Chief Financial Officer, Secretary and Director (Principal Financial Officer and Principal Accounting Officer)
* ----- Katherine Downs	Director

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\* Director  
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James Martin

\* Director  
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George Wood

\* Director  
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Michael C. Hagan

/s/ Lawrence Rutkowski  
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\* By Lawrence Rutkowski  
Attorney-in-Fact

Authorized Representative

Pursuant to the requirement of the Securities Act of 1933, the undersigned, the duly undersigned representative in the United States of America, has signed this registration statement in Coral Gables, Florida, on April 19, 2007.

RAVENS CROFT SHIP MANAGEMENT INC.

By: /s/ John C. Arthur  
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Name: John C. Arthur  
Authorized Representative in the United States

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