

EUROSEAS LTD.
Form SC 13G/A
February 14, 2017

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 3)*

Euroseas Ltd.

(Name of Issuer)

Common Shares – par value \$0.03 per share

(Title of Class of Securities)

Y23592200

(CUSIP Number)

December 31, 2016

(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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1. NAMES OF REPORTING PERSONS:
Fred H. Brenner
2. CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP (see
instructions):
(a) ☐
(b) ☐
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF
ORGANIZATION:
U.S. Citizenship; Commonwealth of
Pennsylvania
5. NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH
SOLE VOTING POWER:
170,000 Shares
6. SHARED VOTING POWER:
None
7. SOLE DISPOSITIVE POWER:
170,000 Shares
8. SHARED DISPOSITIVE POWER:
None
9. AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON:
170,000 Shares
10. CHECK IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS):
☐
11. PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW 9:
2.05%
12. TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS):
IN

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Item 1 (a). Name of Issuer:

Euroseas Ltd.

Item 1 (b). Address of Issuer's Principal Executive Offices:

4 Messogiou & Evropis Street
151 25 Maroussi, Greece
001 30 211 1804005

Item2 (a). Name of Person Filing:

Fred H. Brenner

Item 2 (b). Address of Principal Business Office or, if None, Residence:

77 Middle Road
Apt. 355
Bryn Mawr, Pennsylvania 19010

Item 2 (c). Citizenship:

U.S. Citizenship; Commonwealth of Pennsylvania

Item 2 (d). Title of Class of Securities:

Common Shares – par value \$0.03 per Share

Item 2 (e). CUSIP Number:

Y23592200

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- 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);
 - (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) ☐ A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J); and
 - (k) ☐ Group, in accordance with §240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution: _____.

Item 4. Ownership.

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

Item 4
(a). Amount beneficially owned:

170,000 Shares

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Item 4
(b). Percent of class:

2.05%

Item 4
(c). Number of shares to which the person has:

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

170,000 Shares

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

0 Shares

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

170,000 Shares

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

0 Shares

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 5 percent of the class of securities, check the following: [X]

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

Not applicable.

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

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

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Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certifications.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above 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, other than activities solely in connection with a nomination under § 240.14a-11.

SIGNATURES

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.

Dated: February 13, 2017

/s/ FRED H. BRENNER

Name: Fred H. Brenner