

StealthGas Inc.  
Form 6-K  
December 24, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 6-K**

**REPORT OF FOREIGN PRIVATE ISSUER**  
**PURSUANT TO RULE 13a-16 OR 15d-16**  
**UNDER THE SECURITIES EXCHANGE ACT OF 1934**

**For the month of December 2014**

**Commission File Number 000-51559**

**STEALTHGAS INC.**

**(Translation of registrant's name into English)**

**331 Kifissias Avenue Erithrea 14561 Athens, Greece**

**(Address of principal executive office)**

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Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b) (1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b) (7):

**EXHIBIT INDEX**

- 99.1 Rights Agreement, dated as of December 23, 2014, by and between StealthGas Inc. and American Stock Transfer & Trust Company, LLC
- 99.2 Statement of Designation of Series A Junior Participating Preferred Stock of StealthGas Inc.
- 99.3 Press Release of StealthGas Inc. issued on December 24, 2014
- 99.4 Opinion of Reeder & Simpson P.C.
- 99.5 Opinion of Morgan, Lewis & Bockius LLP

**Incorporation by Reference**

Exhibits 99.1, 99.2, 99.4 and 99.5 to this Report on Form 6-K are hereby incorporated by reference into (1) the Registration Statement on Form S-8 (Reg. No. 333-144240) of StealthGas Inc. filed with the Securities and Exchange Commission on June 29, 2007 and the reoffer prospectus, dated June 29, 2007, contained therein, (2) the Registration Statement on Form F-3 of StealthGas Inc. (Registration No. 333-143804) and (3) the Registration Statement on Form F-3 of StealthGas Inc. (Registration No. 333-189971), and in each case deemed to be a part thereof from the date on which this Report is furnished, to the extent not superseded by documents or reports subsequently filed or furnished.

**SIGNATURES**

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, thereunto duly authorized.

Date: December 24, 2014

STEALTHGAS INC.

By: /s/ Harry Vafias

Name: Harry Vafias

Title: Chief Executive Officer