

Navios Maritime Partners L.P.
Form SC 13G/A
February 13, 2008

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 1)***

Navios Maritime Partners L.P.

(Name of Issuer)

Common Units, representing limited partner interests

(Title of Class of Securities)

Y62267102

(CUSIP Number)

December 31, 2007

(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).

Edgar Filing: Navios Maritime Partners L.P. - Form SC 13G/A

CUSIP No. Y62267102

- | | | |
|---|---|---|
| 1. | Names of Reporting Persons
Lehman Brothers Holdings Inc.
13-3216325 | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) | <input type="radio"/> |
| | (b) | <input type="radio"/> |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization
Delaware | |
| | 5. | Sole Voting Power
879,935 |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 6. | Shared Voting Power
-0- |
| | 7. | Sole Dispositive Power
879,935 |
| | 8. | Shared Dispositive Power
-0- |
| | 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
879,935 |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) | <input type="radio"/> |
| 11. | Percent of Class Represented by Amount in Row (9)
8.4%(1) | |
| 12. | Type of Reporting Person (See Instructions)
HC/CO | |

(1) Based on 10,500,000 common units outstanding as of November 16, 2007, as reported in the prospectus filed by the Issuer on November 14, 2007.

Edgar Filing: Navios Maritime Partners L.P. - Form SC 13G/A

CUSIP No. Y62267102

- | | | |
|---|---|-----------------------------------|
| 1. | Names of Reporting Persons
Lehman Brothers Inc.
13-2518466 | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions)
(a) <input type="radio"/>
(b) <input type="radio"/> | |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization
Delaware | |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 5. | Sole Voting Power
333,900 |
| | 6. | Shared Voting Power
-0- |
| | 7. | Sole Dispositive Power
333,900 |
| | 8. | Shared Dispositive Power
-0- |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
333,900 | |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/> | |
| 11. | Percent of Class Represented by Amount in Row (9)
3.2%(1) | |
| 12. | Type of Reporting Person (See Instructions)
BD/CO | |

(1) Based on 10,500,000 common units outstanding as of November 16, 2007, as reported in the prospectus filed by the Issuer on November 14, 2007.

Edgar Filing: Navios Maritime Partners L.P. - Form SC 13G/A

CUSIP No. Y62267102

- | | | |
|---|---|---|
| 1. | Names of Reporting Persons
LB I Group Inc.
13-2741778 | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) | <input type="radio"/> |
| | (b) | <input type="radio"/> |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization
Delaware | |
| | 5. | Sole Voting Power
333,900 |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 6. | Shared Voting Power
-0- |
| | 7. | Sole Dispositive Power
333,900 |
| | 8. | Shared Dispositive Power
-0- |
| | 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
333,900 |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) | <input type="radio"/> |
| 11. | Percent of Class Represented by Amount in Row (9)
3.2%(1) | |
| 12. | Type of Reporting Person (See Instructions)
CO | |

(1) Based on 10,500,000 common units outstanding as of November 16, 2007, as reported in the prospectus filed by the Issuer on November 14, 2007.

Edgar Filing: Navios Maritime Partners L.P. - Form SC 13G/A

CUSIP No. Y62267102

- | | | |
|-----|---|---|
| 1. | Names of Reporting Persons
Lehman Brothers MLP Opportunity Associates LLC
20-8727524 | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions)
(a) <input type="radio"/>
(b) <input type="radio"/> | |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization
Delaware | |
| 5. | Sole Voting Power
546,035 | Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With |
| 6. | Shared Voting Power
-0- | |
| 7. | Sole Dispositive Power
546,035 | |
| 8. | Shared Dispositive Power
-0- | |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
546,035 | |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/> | |
| 11. | Percent of Class Represented by Amount in Row (9)
5.2%(1) | |
| 12. | Type of Reporting Person (See Instructions)
OO | |

(1) Based on 10,500,000 common units outstanding as of November 16, 2007, as reported in the prospectus filed by the Issuer on November 14, 2007.

Edgar Filing: Navios Maritime Partners L.P. - Form SC 13G/A

CUSIP No. Y62267102

- | | | |
|---|---|-----------------------------------|
| 1. | Names of Reporting Persons
Lehman Brothers MLP Opportunity Associates LP
20-8727697 | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions)
(a) <input type="radio"/>
(b) <input type="radio"/> | |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization
Delaware | |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 5. | Sole Voting Power
546,035 |
| | 6. | Shared Voting Power
-0- |
| | 7. | Sole Dispositive Power
546,035 |
| | 8. | Shared Dispositive Power
-0- |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
546,035 | |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/> | |
| 11. | Percent of Class Represented by Amount in Row (9)
5.2%(1) | |
| 12. | Type of Reporting Person (See Instructions)
PN | |

(1) Based on 10,500,000 common units outstanding as of November 16, 2007, as reported in the prospectus filed by the Issuer on November 14, 2007.

Edgar Filing: Navios Maritime Partners L.P. - Form SC 13G/A

CUSIP No. Y62267102

- | | | |
|---|---|---|
| 1. | Names of Reporting Persons
Lehman Brothers MLP Opportunity Fund LP
20-8727922 | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) | <input type="radio"/> |
| | (b) | <input type="radio"/> |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization
Delaware | |
| | 5. | Sole Voting Power
546,035 |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 6. | Shared Voting Power
-0- |
| | 7. | Sole Dispositive Power
546,035 |
| | 8. | Shared Dispositive Power
-0- |
| | 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
546,035 |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) | <input type="radio"/> |
| 11. | Percent of Class Represented by Amount in Row (9)
5.2%(1) | |
| 12. | Type of Reporting Person (See Instructions)
PN | |

(1) Based on 10,500,000 common units outstanding as of November 16, 2007, as reported in the prospectus filed by the Issuer on November 14, 2007.

Edgar Filing: Navios Maritime Partners L.P. - Form SC 13G/A

CUSIP No. Y62267102

- | | | |
|-----|---|---|
| 1. | Names of Reporting Persons
Lehman Brothers MLP Associates, L.P.
20-4916814 | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions)
(a) <input type="radio"/>
(b) <input type="radio"/> | |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization
Delaware | |
| 5. | Sole Voting Power
333,900 | Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With |
| 6. | Shared Voting Power
-0- | |
| 7. | Sole Dispositive Power
333,900 | |
| 8. | Shared Dispositive Power
-0- | |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person
333,900 | |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/> | |
| 11. | Percent of Class Represented by Amount in Row (9)
3.2%(1) | |
| 12. | Type of Reporting Person (See Instructions)
PN | |

(1) Based on 10,500,000 common units outstanding as of November 16, 2007, as reported in the prospectus filed by the Issue