

Navios Maritime Holdings Inc.

Form 6-K

November 26, 2012

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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 6-K

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

Dated: November 26, 2012

Commission File No. 001-33311

NAVIOS MARITIME HOLDINGS INC.

85 Akti Miaouli Street, Piraeus, Greece 185 38

(Address of Principal Executive Offices)

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Indicate by check mark whether the registrant files or will file annual reports under cover 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):

Yes No

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):

Yes No

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The information contained in this Report is incorporated by reference into the Registration Statement on Form F-3, File No. 333-165754, the Registration Statement on Form S-8, File No. 333-147186, and the related prospectuses.

Operating and Financial Review and Prospects

The following is a discussion of the financial condition and results of operations of Navios Maritime Holdings Inc. (Navios Holdings or the Company) for the three and nine month periods ended September 30, 2012 and 2011. Navios Holdings' financial statements have been prepared in accordance with Generally Accepted Accounting Principles in the United States of America (U.S. GAAP). You should read this section together with the consolidated financial statements and the accompanying notes included on Form 6-K dated July 20, 2012 and in Navios Holdings' 2011 management discussion and analysis in the annual report on Form 20-F filed with the Securities and Exchange Commission (SEC) and the condensed consolidated financial statements and the accompanying notes included elsewhere in this Form 6-K.

This report contains forward-looking statements made pursuant to the safe harbor provisions of the Private Securities Reform Act of 1995. These forward looking statements are based on Navios Holdings' current expectations and observations. Included among the factors that, in management's view, could cause actual results to differ materially from the forward-looking statements contained in this report are changes in any of the following: (i) charter demand and/or charter rates; (ii) production or demand for the types of drybulk products that are transported by Navios Holdings' vessels; (iii) operating costs including but not limited to changes in crew salaries, insurance, provisions, repairs, maintenance and overhead expenses; or (iv) changes in interest rates. Other factors that might cause a difference include, but are not limited to, those discussed under Part I, Item 3D Risk Factors in Navios Holdings' 2011 annual report on Form 20-F.

Recent Developments

Navios Holdings

Restructuring of Credit Default Insurance

On November 15, 2012, Navios Holdings agreed to restructure its credit default insurance. In connection with this restructuring, Navios Holdings will receive: (i) a \$175.4 million lump sum cash payment and (ii) coverage for \$41.2 million of revenue under the restructured credit default insurance policy. In addition, Navios Holdings has agreed to provide supplemental charter insurance to Navios Maritime Partners LP. (Navios Partners) with a maximum cash payment of \$20.0 million.

The credit default insurance policy, as restructured, will cover Navios Holdings' and Navios Partners' charter revenue up to a maximum cash payment of \$120.0 million.

Navios Holdings anticipates using the proceeds to repay debt and for general corporate purposes. Closing of the credit default insurance restructuring is expected within November 2012, subject to customary closing conditions and required approvals by financing banks.

Dividend Policy

On November 12, 2012, the Board of Directors declared a quarterly cash dividend for the third quarter of 2012 of \$0.06 per share of common stock. This dividend is payable on January 4, 2013 to stockholders of record on December 18, 2012. The declaration and payment of any further dividends remain subject to the discretion of the Board, and will depend on, among other things, Navios Holdings' cash requirements as measured by market opportunities, debt obligations and restrictions under its credit and other debt agreements and such other factors as the Board may deem advisable.

Changes in Capital Structure

During the nine month period ended September 30, 2012, 29,251 shares of common stock were issued following the exercise of the options for cash at an exercise price of \$3.18 per share and 5,602 restricted shares of common stock were forfeited to the Company.

Following the issuances and cancellations of the shares described above, as of September 30, 2012, Navios Holdings had 102,433,013 shares of common stock and 8,479 shares of preferred stock outstanding.

Navios Logistics

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Completion of Tank in the Liquid Port

In October 2012, Navios South American Logistics Inc. (Navios Logistics) completed the construction of a new tank with a static storage capacity of 2,100 cubic meters which increased the total static storage capacity of the liquid port in San Antonio, Paraguay to 45,660 cubic meters.

Acquisition of one pushboat and six tank barges

Navios Logistics acquired one pushboat and six tank barges that were previously chartered-in for a total consideration of \$15.9 million. Pursuant to an agreement between the parties, the transaction was effective as of July 2012.

Navios Acquisition

On October 3, 2012, Navios Holdings received an amount of \$1.3 million, equal to a dividend of \$0.05 per common share, representing the cash distribution from Navios Maritime Acquisition Corporation (Navios Acquisition) for the second quarter of 2012.

Navios Partners

On November 13, 2012, Navios Holdings received an amount of \$7.3 million, representing the cash distribution from Navios Partners for the third quarter of 2012.

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Overview

General

Navios Holdings is a global, vertically integrated seaborne shipping and logistics company focused on the transport and transshipment of drybulk commodities, including iron ore, coal and grain. Navios Holdings technically and commercially manages its owned fleet, Navios Acquisition's fleet and Navios Partners' fleet, and commercially manages its chartered-in fleet. Navios Holdings has in-house ship management expertise that allows it to oversee every step of technical management of its owned fleet, and Navios Partners' and Navios Acquisition's fleet, including the shipping operations throughout the life of the vessels and the superintendence of maintenance, repairs and drydocking.

On August 25, 2005, Navios Holdings was acquired by International Shipping Enterprises, Inc. (ISE) through the purchase of all of the outstanding shares of common stock of Navios Holdings. As a result of this acquisition, Navios Holdings became a wholly owned subsidiary of ISE. In addition, on August 25, 2005, simultaneously with the acquisition of Navios Holdings, ISE effected a reincorporation from the State of Delaware to the Republic of the Marshall Islands through a downstream merger with and into its newly acquired wholly owned subsidiary, whose name was and continues to be Navios Maritime Holdings Inc.

On August 7, 2007, Navios Holdings formed Navios Partners under the laws of Marshall Islands. Navios G.P. L.L.C. (the General Partner), a wholly owned subsidiary of Navios Holdings, was also formed on that date to act as the general partner of Navios Partners and received a 2% general partner interest in Navios Partners. Navios Partners is an affiliate and is not consolidated under Navios Holdings.

Navios Logistics

Navios Logistics, a consolidated subsidiary of Navios Holdings, is one of the largest logistics companies in the Hidrovia region of South America, serving the storage and marine transportation needs of its customers through two port storage and transfer facilities, one for grain commodities and the other for refined petroleum products, and a diverse fleet consisting of vessels, barges and pushboats.

As of September 30, 2012, Navios Holdings owned 63.8% of Navios Logistics.

Navios Acquisition

Navios Acquisition, an affiliate and a former subsidiary of Navios Holdings, is an owner and operator of tanker vessels focusing in the transportation of petroleum products (clean and dirty) and bulk liquid chemicals.

From March 30, 2011, Navios Acquisition has been considered as an affiliate entity and not as a controlled subsidiary of the Company, and the investment in Navios Acquisition has been accounted for under the equity method due to Navios Holdings' significant influence over Navios Acquisition.

As of September 30, 2012, Navios Holdings' ownership of the outstanding voting stock of Navios Acquisition was 45.24% and its economic interest in Navios Acquisition was 53.96%.

Fleet

The following is the current core fleet employment profile (excluding Navios Logistics), including the newbuilds to be delivered. The current core fleet consists of 51 vessels totaling 5.1 million dwt. The employment profile of the fleet as of November 22, 2012 is reflected in the tables below. The 47 vessels currently in operation aggregate to approximately 4.8 million dwt and have an average age of 5.8 years. Navios Holdings has currently fixed 99.0%, 35.9% and 10.6% of the 2012, 2013 and 2014 available days, respectively, of its fleet (excluding vessels which are utilized to fulfill Contracts of Affreightment (COAs)), respectively, representing contracted fees (net of commissions), based on contracted charter rates from its current charter agreements of \$263.6 million, \$95.8 million and \$47.4 million, respectively. Although these fees are based on contractual charter rates, any contract is subject to performance by the counterparties and us. Additionally, the level of these fees would decrease depending on the vessels' off-hire days to perform periodic maintenance. The average contractual daily charter-out rate for the core fleet (excluding vessels which are utilized to fulfill COAs) is \$18,787, \$18,041 and \$30,343 for 2012, 2013 and 2014, respectively. The average daily charter-in rate for the active long-term charter-in vessels (excluding vessels which are utilized to fulfill COAs) for 2012 is estimated at \$12,708.

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Vessels	Type	Built	DWT	Charter-out Rate ⁽¹⁾	Profit Share ⁽⁵⁾	Expiration Date ⁽²⁾
Navios Serenity	Handysize	2011	34,690	8,011	No	01/26/2013
Navios Ionian	Ultra Handymax	2000	52,067	8,075	No	12/22/2012
Navios Celestial	Ultra Handymax	2009	58,063	8,075	No	05/14/2013
Navios Vector	Ultra Handymax	2002	50,296	8,550	No	02/21/2013
Navios Horizon	Ultra Handymax	2001	50,346	9,975	No	11/30/2012
Navios Herakles	Ultra Handymax	2001	52,061	11,400	No	04/03/2013
Navios Achilles	Ultra Handymax	2001	52,063	9,025 ⁽⁷⁾	65%/\$20,000	04/30/2013
Navios Meridian	Ultra Handymax	2002	50,316	11,875	No	12/12/2012
Navios Mercator	Ultra Handymax	2002	53,553	9,405 ⁽⁷⁾	65%/\$20,000	04/10/2013
Navios Arc	Ultra Handymax	2003	53,514	9,500	No	11/15/2012
Navios Hios	Ultra Handymax	2003	55,180	10,925	No	03/15/2013
Navios Kypros	Ultra Handymax	2003	55,222	8,075 ⁽⁹⁾	No	03/15/2013
Navios Ulysses	Ultra Handymax	2007	55,728	8,663 ⁽⁹⁾	No	03/24/2013
Navios Vega	Ultra Handymax	2009	58,792	15,751	No	05/23/2013
Navios Astra	Ultra Handymax	2006	53,468	8,075	No	05/22/2013
Navios Magellan	Panamax	2000	74,333	10,925	No	04/12/2013
Navios Star	Panamax	2002	76,662	7,790	No	01/22/2014
Navios Asteriks	Panamax	2005	76,801			
Navios Centaurus	Panamax	2012	81,472	12,825	No	04/15/2014
Navios Avior	Panamax	2012	81,355	12,716	No	05/14/2014
Navios Bonavis	Capesize	2009	180,022	47,400	No	06/29/2014
Navios Happiness	Capesize	2009	180,022	13,039 ⁽⁷⁾	50%/\$32,000	08/05/2013
Navios Lumen	Capesize	2009	180,661	39,830 ⁽⁶⁾	Yes	12/10/2012
				43,193 ⁽⁶⁾	Yes	12/10/2013
				42,690 ⁽⁶⁾	Yes	12/10/2016
				39,305 ⁽⁶⁾	Yes	12/10/2017
Navios Stellar	Capesize	2009	169,001	11,638 ⁽⁹⁾	No	04/10/2013
Navios Phoenix	Capesize	2009	180,242	13,656	No	01/27/2014 ⁽⁸⁾
Navios Antares	Capesize	2010	169,059	10,545 ⁽⁹⁾	No	02/02/2013
Navios Etoile	Capesize	2010	179,234	29,356	50% in excess of \$38,500	12/02/2020
Navios Bonheur	Capesize	2010	179,259	13,538 ⁽⁷⁾	50%/\$32,000	07/09/2013
Navios Altamira	Capesize	2011	179,165	24,674	No	01/18/2021
Navios Azimuth	Capesize	2011	179,169	13,538 ⁽⁷⁾	50%/\$34,500	06/27/2013

Long-Term Fleet. In addition to the 30 owned vessels, Navios Holdings controls a fleet of seven Capesize, seven Panamax, six Ultra Handymax, and one Handysize vessels under long-term time charters, which have an average age of approximately 5.2 years. Of the 21 chartered-in vessels, 17 are currently in operation and four are scheduled for delivery at various times through August 2013, as set forth in the following table:

Long-term Chartered-in Fleet

Vessels	Type	Built	DWT	Purchase Option ⁽³⁾	Charter-out Rate ⁽¹⁾	Expiration Date ⁽²⁾
Navios Lyra	Handysize	2012	34,718	Yes ⁽⁴⁾	8,313	12/09/2012
				Yes ⁽⁴⁾	7,600	04/09/2013
Navios Primavera	Ultra Handymax	2007	53,464	Yes	8,550	02/15/2013
Navios Armonia	Ultra Handymax	2008	55,100	No	10,450	12/27/2012
Navios Apollon	Ultra Handymax	2000	52,073	No	7,600	11/30/2012
Navios Oriana	Ultra Handymax	2012	61,442	Yes	11,400	04/25/2013

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Navios Libra II	Panamax	1995	70,136	No	6,983	03/31/2013
Navios Altair	Panamax	2006	83,001	No	6,888	02/11/2013
Navios Esperanza	Panamax	2007	75,356	No	14,513	02/19/2013
Navios Marco Polo	Panamax	2011	80,647	Yes	11,875	01/09/2013
Navios Koyo	Capesize	2011	181,415	Yes	11,970	03/20/2013
Torm Antwerp	Panamax	2008	75,250	Yes		
Golden Heiwa	Panamax	2007	76,662	No		
Beaufiks	Capesize	2004	180,310	Yes		
Rubena N	Capesize	2006	203,233	No		
SC Lotta	Capesize	2009	169,056	No		
King Ore	Capesize	2010	176,800	No		
Navios Obeliks	Capesize	2012	181,415	Yes		

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Long-term Chartered-in Fleet to be Delivered