

Navios Maritime Holdings Inc.
Form F-1/A
May 16, 2006
Table of Contents

As filed with the Securities and Exchange Commission on May 16, 2006

Registration No. 333-129382

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Pre-Effective Amendment No. 3
on
FORM F-1/A

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

NAVIOS MARITIME HOLDINGS INC.

(Exact name of registrant as specified in its charter)

Republic of Marshall Islands
(State or other jurisdiction of
incorporation or organization)

4412
(Primary Standard Industrial
Classification Code Number)

98-0384348
(I.R.S. Employer
Identification No.)

Navios Maritime Holdings Inc.
85 Akti Miouli Street
Piraeus, Greece 185 38
(011) +30-210-4595000

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Trust Company of the Marshall Islands, Inc.
Trust Company Complex, Ajeltake Island
P.O. Box 1405
Majuro, Marshall Islands MH96960

(Name, address, including zip code, and telephone number, including area code, of agent for service)

With copies to:

Kenneth R. Koch, Esq.
Todd E. Mason, Esq.
Mintz, Levin, Cohn, Ferris,

Glovsky and Popeo, P.C.
 666 Third Avenue
 New York, New York 10017
 (212) 935-3000

Approximate date of commencement of proposed sale to public: As soon as practicable after this Registration Statement becomes effective.

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

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) 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(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier 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 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	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee (2)
Common Stock, \$0.0001 par value per share	65,550,000(3)	\$ 5.18	\$ 339,549,000	\$ 39,964.92(4)

(1) Pursuant to Rule 416 promulgated under the Securities Act of 1933, as amended, there are also registered hereunder such indeterminate number of additional shares as may be required to be issued to the holders of the publicly traded warrants upon exercise to prevent dilution resulting from stock splits, stock dividends or similar transactions pursuant to the terms of the warrants.

(2) Estimated solely for the purpose of computing the amount of the registration fee pursuant to Rule 457(c) under the Securities Act of 1933 based on the average of the high and low sales price of the common stock on October 26, 2005, as reported on the Over-The-Counter Bulletin Board. The issuance of the shares of common stock we are registering are expected to be issued to the holders of our publicly traded warrants upon exercise by such holders of the warrants. To the extent any of the warrants are exercised, we will receive the amount of the exercise payment made by the holders of the warrants to us in connection with the exercise of the publicly traded warrants.

(3) This registration statement covers the issuance by us of 65,550,000 shares of common stock issuable upon the exercise of our publicly traded warrants, which warrants have an exercise price of \$5.00 per share and were issued in connection with the initial public offering of International Shipping Enterprises, Inc., our legal predecessor.

(4) Previously paid.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to Section 8(a), may determine.

Table of Contents

The Information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell securities, and we are not soliciting offers to buy these securities, in any state where the offer or sale is not permitted.

PROSPECTUS

Subject to completion, dated May 16, 2006

NAVIOS MARITIME HOLDING INC.

65,550,000 Shares of Common Stock
Issuable Upon Exercise of Outstanding Publicly Traded Warrants

Navios Maritime Holdings Inc. is registering 65,550,000 shares of Common Stock, par value \$.0001 per share, which shares are underlying our publicly traded warrants. The shares of Common Stock being registered may be issued by us upon exercise by the holders of our outstanding, publicly traded warrants. The warrants have an exercise price of \$5.00 per share and were issued by International Shipping Enterprises, Inc., our legal predecessor, in its initial public offering. To the extent any holder of our publicly traded warrants determines to exercise their warrants, we will receive the payment of the exercise price in connection with any such exercise. The warrants and our shares of common stock are currently traded on the Nasdaq National Market System under the symbols BULKW and BULK, respectively, and on May 15, 2006, the last reported sale prices of the warrants and common stock were \$0.50 and \$4.75, respectively. We also have a current trading market for our units. One unit consists of one share of our common stock and two warrants with each warrant entitling the holder to purchase one share of common stock at an exercise price of \$5.00. Our units also trade on the Nasdaq National Market System under the symbol BULKU.

Investing in our securities involves risks.
See "Risk Factors" beginning on page 9.

The Securities and Exchange Commission and state securities regulators have not approved or disapproved these securities, or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is _____, 2006.

You should rely only on the information contained or incorporated by reference in this prospectus. We have not authorized anyone to provide you with information different from that contained in this prospectus. We are not making an offer of these securities in any state where the offer is not permitted. You should not assume that the information provided by this prospectus is accurate as of any date other than the date on the front of this prospectus. Our business, financial condition, results of operations and prospects may have changed since then. In this prospectus, “Navios”, “the company”, “we”, “us” and “our” refer to Navios Maritime Holdings Inc. (unless the context otherwise requires).

TABLE OF CONTENTS

	Page
<u>Prospectus Summary</u>	<u>1</u>
<u>Risk Factors</u>	<u>9</u>
<u>Cautionary Note Regarding Forward-Looking Statements</u>	<u>19</u>
<u>Use of Proceeds</u>	<u>19</u>
<u>Dividend Policy</u>	<u>19</u>
<u>Current Outstanding Share Capital</u>	<u>19</u>
<u>Price Range of Our Securities</u>	<u>19</u>
<u>Selected Consolidated Financial Data</u>	<u>21</u>
<u>Operating and Financial Review and Prospects</u>	<u>25</u>
<u>Business Information about Navios</u>	<u>52</u>
<u>Acquisition and Merger Pro Forma Financial Information</u>	<u>76</u>
<u>Management</u>	<u>81</u>
<u>Certain Relationships and Related Party Transactions</u>	<u>85</u>
<u>Description of Securities</u>	<u>87</u>
<u>Marshall Islands Company Considerations</u>	<u>88</u>
<u>Plan of Distribution</u>	<u>91</u>
<u>Taxation</u>	<u>92</u>
<u>Enforceability of Civil Liabilities and Indemnification for Securities Act Liabilities</u>	<u>96</u>
<u>Legal Matters</u>	<u>97</u>
<u>Experts</u>	<u>97</u>
<u>Where You Can Find More Information</u>	<u>97</u>
<u>Index</u>	<u>F-1</u>

Table of Contents

PROSPECTUS SUMMARY

This summary highlights the material information contained elsewhere in this prospectus. This summary may not contain all of the information that you should consider before exercising your warrants and buying shares of common stock pursuant to this offering. You should carefully read this entire prospectus, including “Risk Factors” and our consolidated financial statements, before making an investment decision.

Navios is a vertically integrated global seaborne shipping company, specializing in the worldwide carriage, trading, storing, and other related logistics of international dry bulk cargo transportation. For over 50 years, Navios has worked with raw materials producers, agricultural traders and exporters, industrial end-users, ship owners, and charterers. Navios also owns and operates a port/storage facility in Uruguay and has in-house technical ship management expertise. As of the date of this prospectus, the core fleet, the average age of which is approximately 4.4 years, consists of a total of 32 vessels aggregating to approximately 2.1 million deadweight tons or dwt. Navios owns ten modern Ultra-Handymax (50,000-55,000 dwt) and six Panamax (70,000-83,000 dwt) vessels and has sixteen Panamax and Ultra-Handymax vessels under long-term time charters, eight of which are currently in operation, with the remaining eight scheduled for delivery on various dates from May 2006 to May 2008. We have options, many of which are “in the money”, to acquire nine of the sixteen vessels in our long term charter fleet. The owned vessels have a substantial net asset value, and the vessels controlled under the in-charters are at rates well below the current market. In connection with the acquisition of Navios by ISE and the subsequent downstream merger, we have assigned a portion of the purchase price to our long term charter fleet and “in the money” options based on their fair value at August 25, 2005, the date of the acquisition. The amounts assigned are included in favorable lease terms on the balance sheet. Operationally, we have, at various times over the last two years, deployed over 50 vessels at any one time, including the core fleet.

At this time Navios has executed six exercisable purchase options on its chartered-in fleet out of a total of 15 vessels with purchase options. During September, October and November, 2005, Navios gave notice, to the owners of four Ultra-Handymax vessels and two Panamax vessels, of its intention to exercise the options to purchase the vessels at the option exercise price of approximately \$20 million each. The first of the option vessels, the Navios Meridian was delivered to Navios on November 30, 2005, the second, the Navios Mercator on December 30, 2005, the third, the Navios Arc on February 10, 2006, the fourth, the Navios Galaxy I on March 23, 2006, the fifth, the Navios Magellan on March 24, 2006 and the sixth vessel, the Navios Horizon, was delivered on April 10, 2006. The total acquisition cost of these six additional vessels is approximately \$115 million. Navios believes that the market value of such six vessels is approximately \$200 million.

On December 19, 2005 Navios signed agreements to purchase four panamax vessels from Maritime Enterprises Management S.A. a company affiliated with the family of Angeliki Frangou, our Chairman and Chief Executive Officer. On December 22, 2005, Navios took delivery of the Navios Libra II and the Navios Alegria built in 1995 and 2004 respectively. The third vessel, the Navios Felicity built in 1997, was delivered on December 27, 2005 and the fourth vessel, the Navios Gemini S built in 1994, was delivered on January 5, 2006. The total acquisition cost for the four new vessels, including backlogs, was \$119.8 million and was funded (i) with \$13.0 million of Navios' available cash, (ii) with \$80.3 million from bank financing and (iii) through the issuance of 5,500,854 shares of Navios common stock at \$4.96 per share for Navios Alegria (1,840,923 shares) and Navios Libra II (1,227,282 shares), at \$4.82 per share for Navios Felicity (1,271,114 shares) and at \$4.42 per share for Navios Gemini S (1,161,535 shares). The values per share are based on quoted market prices at the respective delivery dates of the vessels.

On December 21, 2005, Navios entered into a senior secured credit facility with HSH Nordbank AG for \$649 million. This facility restructured the balance of Navios' senior secured credit facility dated July 12, 2005 with HSH Nordbank

AG of \$435 million while the additional \$214 million represented financing for the acquisition of the six vessels through the exercise of purchase options

1

Table of Contents

and the acquisition of the four additional vessels discussed above. Navios believes that the charter revenue, net of expenses, for these vessels will be sufficient to meet the principal and interest obligations on this new debt and, therefore, Navios' net cash flow will not be negatively impacted. However, the current portion of this new debt will cause current liabilities to exceed current assets.

On December 21, 2005, and in connection with the secured credit facility discussed above, Navios entered into an ISDA (International Swap Dealer Association, Inc.) Agreement with HSH Nordbank AG (dated October 3, 2005), providing for (a) interest rate swaps whereby Navios exchanges LIBOR with a fixed rate of 4.74% (this contract applies for the period March 2006 to March 2007 on notional amounts starting at \$171.0 million and de-escalating down to \$100.5 million in accordance with a loan repayment schedule), and (b) an interest rate collar with a cap of 5.00% and a floor of 4.45% (this contract applies for the period from March 2007 to June 2008 on notional amounts starting at \$82 million and de-escalating down to \$13.25 million following the loan repayment schedule).

Navios also owns and operates the largest bulk transfer and storage port facility in Uruguay. While a relatively small portion of our overall enterprise, Navios believes that this terminal is a stable business with strong growth and integration prospects.

As used above and throughout this prospectus, our core fleet means vessels owned or chartered-in on a long term basis: (1) the ten Ultra-Handymax and the six Panamax vessels that we own, (2) the seven Panamax and one Ultra-Handymax vessel that we, as a charterer, employ commercially under long-term charters, which are charters of more than 12 months in duration and (3) the three Ultra-Handymax and five Panamax long term chartered-in vessels to be delivered on various dates from May 2006 to May 2008. We also time charter-in vessels for periods of less than 12 months and charter-out vessels for various periods. Time chartered vessels are vessels that are placed at the charterers' disposal for a set period of time during which the charterer uses the vessels in return for the payment of a daily specified hire. Under time charters, operating costs such as crew, maintenance and insurance are typically paid by the owner of the vessel and fuel and port costs are paid by the time charterer.

On August 25, 2005, pursuant to a Stock Purchase Agreement dated February 28, 2005, as amended, by and among International Shipping Enterprises, Inc. ("ISE"), Navios and all the shareholders of Navios, ISE acquired Navios through the purchase of all of the outstanding shares of its common stock. As a result of such acquisition, Navios became a wholly-owned subsidiary of ISE. In addition, on August 25, 2005, simultaneously with the acquisition of Navios, 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 continued to be Navios. As a result of the reincorporation, ISE transitioned from a shell company to an operating business and the operations of Navios became those of a publicly traded company. Navios files its publicly available reports and is subject to the rules and regulations of the Securities and Exchange Commission pursuant to the rules for Foreign Private Issuers.

In accordance with Generally Accepted Accounting Principles in the United States of America, (GAAP), ISE is treated as the accounting acquiror and Navios is treated as the acquiree. This transaction was recorded in two steps. In step one, ISE recorded the \$594.4 million total cash purchase price, plus \$14.2 million in allocable transaction costs, by allocating such cost to the net assets acquired in accordance with their fair market value on the acquisition date.

The excess of the purchase price over the fair value of the assets acquired was recorded as goodwill. In step two, which immediately followed, ISE effected a “downstream merger” with and into Navios. The assets and liabilities of ISE, which reflected the the acquisition of Navios, became the assets and liabilities of Navios. The stockholders’ equity of ISE became the stockholders’ equity of Navios. The results of operations of Navios to August 25, 2005, are labeled as “Predecessor” and remain as historically reported. The results of operations from August 26, 2005 forward are labeled a “Successor” and reflect the combined operations of Navios and ISE.

2

Table of Contents

The financial statements included in this prospectus are for the periods August 26, 2005 to December 31, 2005 (successor), January 1, 2005 to August 25, 2005 (predecessor), and for the years ended December 31, 2004 and 2003 (predecessor). The purchase of the assets of Navios, through the purchase of all of its outstanding shares of common stock, and the subsequent downstream merger of ISE with and into Navios, took place on August 25, 2005. Accordingly, the December 31, 2005 historical balance sheet included in this prospectus reflects the acquisition and downstream merger. In addition, an unaudited pro forma consolidated statement of operations for the year ended December 31, 2005 which gives effect to the purchase and related financing of Navios by ISE as if it had occurred on January 1, 2005, is included in this prospectus.

In this prospectus, all references to Navios, we, or our, refer to Navios Maritime Holdings Inc., the accounting acquiree. References to ISE refer to International Shipping Enterprises, Inc., the accounting acquiror, from its inception to its merger into Navios on August 25, 2005.

Our executive offices are located at 85 Akti Miaouli, Piraeus Greece 185 38 and our telephone number is (011) +30-210-459-5000. Our website is located at <http://www.navios.com>. The information contained on our website is not intended to be a part of this prospectus.

3

Table of Contents

The Offering

Shares of Common Stock which may be issued by us	65,550,000 shares of Common Stock issuable upon exercise of our currently outstanding, publicly traded warrants
Shares of Common Stock outstanding after the offering	39,900,000 (45,400,854 as of the date of this prospectus) shares of Common Stock, excluding 65,550,000 shares of Common Stock issuable upon effectiveness of the registration statement of which this prospectus forms a part and upon exercise of the outstanding, publicly traded warrants.

Use of proceeds

Upon exercise of the publicly traded warrants, if any, if at all, Navios will receive the exercise price of \$5.00 per share in proceeds from the sales described in this prospectus. If all of the outstanding publicly traded warrants were exercised Navios would receive proceeds upon such exercise of \$327,750,000. However, Navios cannot predict the timing or the amount of the exercise of the warrants. Accordingly, we have not allocated any portion of the potential proceeds to any particular use and any proceeds received will be added to working capital. The company will pay the costs related to the registration of the issuance of the shares of common stock underlying our publicly traded warrants.

Nasdaq National Market Symbol of Common Stock	BULK
Nasdaq National Market Symbol of Warrants	BULKW
Nasdaq National Market Symbol of Units	BULKU

There are no currently issued and outstanding options or warrants, other than our currently outstanding, publicly traded warrants.

Our common stock, the warrants and units commenced trading on the Nasdaq National Market System on November 3, 2005. Prior to such time, our securities traded on the OTC Bulletin Board.

On August 25, 2005, pursuant to a Stock Purchase Agreement dated February 28, 2005, as amended, by and among ISE, Navios and all the shareholders of Navios, ISE acquired Navios through the purchase of all of the outstanding shares of common stock of Navios. As a result of such acquisition, Navios became a wholly-owned subsidiary of ISE. In addition, on August 25, 2005, simultaneously with the acquisition of Navios, ISE effected a reincorporation from the State of Delaware to the Republic of Marshall Islands through a downstream merger with and into its newly acquired wholly-owned subsidiary, Navios. As a result of the reincorporation, ISE transitioned from a shell company to an operating business and the operations of Navios became those of a publicly traded company. For purposes of the federal securities laws and its public filings, Navios qualifies as a "foreign private issuer" as that term is defined in Rule 3b-4 under the Securities Exchange Act of 1934.

4

Table of Contents

Summary Consolidated Financial Data

The Navios historical successor information is derived from the audited consolidated financial statements of Navios as of December 31, 2005 and for the period from August 26, 2005 to December 31, 2005. The Navios historical predecessor information is derived from the audited consolidated financial statements as of December 31, 2004 and for the period from January 1, 2005 to August 25, 2005 and for each of the two years in the period ended December 31, 2004 included elsewhere in this prospectus. Navios' balance sheet data as of December 31, 2003, 2002, and 2001, and the historical information for the two years ended December 31, 2002 is derived from the financial statements

which are not included in this prospectus. The purchase of the net assets of Navios by ISE, through the purchase of all of its outstanding shares of common stock, and the subsequent downstream merger of ISE into Navios took place on August 25, 2005. On December 11, 2002, Navios Corporation completed a business combination with Anemos Maritime Holdings Inc. (Anemos) and Anemos was considered the accounting acquirer in the business combination. The financial statements for the two year period January 1, 2001 to December 31, 2002 include the accounts of Anemos and its wholly-owned subsidiaries for the full year and Navios Corporation for December 11, 2002 through December 31, 2002. The information is only a summary and should be read in conjunction with the historical consolidated financial statements and related notes, to the extent contained elsewhere herein.

The historical successor and predecessor results included below and elsewhere in this prospectus are not necessarily indicative of the future performance of Navios.

5

Table of Contents

	Pro Forma Combined Year ended December 31, 2005 (unaudited)	Successor August 26, 2005 to December 31, 2005	Predecessor January 1, 2005 to August 25, 2005 (Expressed in thousands of US Dollars, except per share data)	Year ended December 31, (Predecessor)			
				2004	2003	2002	2001 (unaudited)
Statement of Operations Data							
Revenue	\$ 235,006	\$ 76,376	\$ 158,630	\$ 279,184	\$ 179,734	\$ 26,759	\$ 21,454
Gains and losses from forward freight agreements	103	(2,766)	2,869	57,746	51,115	494	—
Time charter voyage and port terminal expense	(131,336)	(39,530)	(91,806)	(180,026)	(136,551)	(6,139)	(1,774)
Direct vessel expense	(8,787)	(3,137)	(5,650)	(8,224)	(10,447)	(8,192)	(7,439)
General and administrative expense	(14,842)	(4,582)	(9,964)	(12,722)	(11,628)	(2,263)	(1,234)
Depreciation and amortization expense	(31,029)	(13,582)	(3,872)	(5,925)	(8,857)	(6,003)	(5,274)
Gain (loss) on sale of assets	—	—	—	61	(2,367)	(127)	(430)
Interest income	2,513	1,163	1,350	789	134	41	195
Interest expense	(28,195)	(11,892)	(1,677)	(3,450)	(5,278)	(3,950)	(6,104)
Other income	1,478	52	1,426	374	1,102	72	248
Other expense	(1,162)	(226)	(757)	(1,438)	(553)	(6,070)	(2,770)

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Income (loss) before minority interest	23,749	1,876	50,549	126,369	56,404	(5,378)	(3,128)
Minority interest	—	—	—	—	(1,306)	(324)	—
Equity in net earnings of affiliate companies	1,073	285	788	763	403	68	96
Net income (loss)	\$ 24,822	\$ 2,161	\$ 51,337	\$ 127,132	\$ 55,501	\$ (5,634)	\$ (3,032)
Basic earnings per share	\$ 0.62	\$ 0.05	\$ 58.70	\$ 139.83	\$ 55.70	\$ (5.63)	\$ (4.38)
Diluted earnings per share	\$ 0.59	\$ 0.05	\$ 58.70	\$ 139.83	\$ 55.70	\$ (5.63)	\$ (4.38)
Balance Sheet Data (at period end)							