

Navios Maritime Holdings Inc.  
Form SC TO-I/A  
October 18, 2016

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**Amendment No. 4**

**to**

**SCHEDULE TO**

**Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)**

**of the Securities Exchange Act of 1934**

**Navios Maritime Holdings Inc.**

**(Name of Subject Company (Issuer) and Filing Person (Offeror))**

**American Depositary Shares, each representing 1/100<sup>th</sup>  
of a Share of 8.75% Series G Cumulative Redeemable  
Perpetual Preferred Stock, par value \$.0001 per share** **63938Y 100**

**American Depositary Shares, each representing 1/100<sup>th</sup>  
of a Share of 8.625% Series H Cumulative Redeemable  
Perpetual Preferred Stock, par value \$.0001 per share** **63938Y 308**  
**(Title of Class of Securities) (CUSIP Number of Class of Securities)**

**Vasiliki Papaefthymiou**

**Executive Vice President - Legal and Director**

**7 Avenue de Grande Bretagne, Office 11B2**

**Monte Carlo, MC 98000 Monaco**

+30-210-4595000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of Filing Persons)

*Copy to:*

**Stuart Gelfond**

**Fried, Frank, Harris, Shriver & Jacobson LLP**

**One New York Plaza**

**New York, NY 10004**

**(212) 859-8272**

#### **Calculation of Filing Fee**

**Transaction Valuation<sup>(1)</sup>**  
**\$35,960,000**

**Amount of Filing Fee<sup>(2)</sup>**  
**\$3,622**

(1) Estimated solely for purpose of calculating the filing fee. This Tender Offer Statement on Schedule TO relates to an exchange offer (the Exchange Offer) through which Navios Maritime Holdings Inc. seeks to acquire any and all outstanding American Depositary Shares (Series G ADSs), each representing 1/100th of a Share of 8.75% Series G Cumulative Redeemable Perpetual Preferred Stock (the Series G Preferred) and any and all outstanding American Depositary Shares (Series H ADSs), each representing 1/100th of a Share of 8.625% Series H Cumulative Redeemable Perpetual Preferred Stock (Series H Preferred) and, together with the Series G Preferred the Preferred Shares). The transaction valuation was calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended (the Exchange Act), as follows:

The sum of the (a) the product of (i) \$5.38, the average of the high and low prices per Series G ADSs on the New York Stock Exchange on September 16, 2016, and (ii) 2,000,000, the maximum number of Series G ADSs that could be accepted for exchange in the Exchange Offer; and (b) the product of (i) \$5.25, the average of the high and low prices per Series H ADS on the New York Stock Exchange on September 16, 2016, and (ii) 4,800,000, the maximum number of Series H ADSs that could be accepted for exchange in the Exchange Offer.

(2) Previously paid.

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Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and date of its filing.

Amount Previously Paid: \$3,622  
Form or Registration No.: Schedule TO-I

Filing Party: Navios Maritime Holdings Inc.  
Date Filed: September 19, 2016

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1.  
issuer tender offer subject to Rule 13e-4.  
going-private transaction subject to Rule 13e-3.  
amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

Rule 13e-4(i) (Cross-Border Issuer Tender Offer).  
Rule 14d-1(d) (Cross-Border Third-Party Tender Offer).

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**AMENDMENT NO. 4 TO SCHEDULE TO**

This Amendment No. 4 ( Amendment No. 4 ) amends and supplements the Tender Offer Statement on Schedule TO (as may be further supplemented or amended from time to time, the Schedule TO ) originally filed with the Securities and Exchange Commission on September 19, 2016 relating to an offer (the Exchange Offer ) by Navios Maritime Holdings Inc., a Republic of Marshall Islands corporation (the Company ), to acquire any and all outstanding American Depositary Shares ( Series G ADSs ), each representing 1/100<sup>th</sup> of a share of 8.75% Series G Cumulative Redeemable Perpetual Preferred Stock (the Series G Preferred ) and any and all outstanding American Depositary Shares ( Series H ADSs ), each representing 1/100<sup>th</sup> of a share of 8.625% Series H Cumulative Redeemable Perpetual Preferred Stock (the Series H Preferred and, together with the Series G Preferred, the Preferred Shares ) from all tendering holders of Series G ADSs and Series H ADSs, pursuant to the terms and subject to the conditions described in the offer to exchange, dated September 19, 2016, as amended and supplemented by the supplement, dated September 29, 2016 (the Offer to Exchange ), and the related letter of transmittal for each of the Series G ADSs and the Series H ADSs (collectively, the Letters of Transmittal ), which, as amended or supplemented from time to time, together constitute the Exchange Offer.

Except as set forth herein, this Amendment No. 4 does not modify any of the information previously reported on the Schedule TO or the Offer to Exchange. All information in the Offer to Exchange, including all exhibits and annexes thereto, which were previously filed with the Schedule TO, are hereby expressly incorporated by reference into this Amendment No. 4 in response to all items required in the Schedule TO. This Amendment No. 4 should be read in conjunction with the Schedule TO and Exhibits thereto. All capitalized terms used in this Amendment No. 4 and not otherwise defined have the respective meanings ascribed to them in the Offer to Exchange, as amended or supplemented.

**Items 1 and 4.**

The information set forth in the Offer to Exchange is hereby amended and supplemented by adding the following language thereto:

On October 18, 2016, the Company issued a press release announcing (i) an increase in the consideration offered to holders of Series G ADSs and Series H ADSs to \$7.18 in cash and/or 6.29 shares of Common Stock for each Series G ADS tendered and \$7.06 in cash and/or 6.19 shares of Common Stock for each Series H ADS tendered (provided that no more than 50% of the Series G ADSs, as a class, tendered will receive cash, and no more than 50% of Series H ADSs, as a class, tendered will receive cash), and (ii) an extension of the expiration date of the Exchange Offer to 11:59 p.m., New York City Time, on October 31, 2016. A copy of the press release is attached hereto as Exhibit (a)(5)(F) and is incorporated herein by reference.

**Item 7. Source and Amount of Funds or Other Consideration.**

Item 7(a) of the Schedule TO is hereby amended and supplemented to include the following:

(a) *Source of Funds* The information set forth in Offer to Purchase is hereby amended and supplemented by adding the following language thereto:

The maximum amount of cash that may be issued in exchange for all Series G ADSs and Series H ADSs tendered is \$7.2 million and \$16.9 million, respectively, and the maximum amount of Common Stock that could be issued if all holders of Series G ADSs and Series H ADSs elect to receive Common Stock is 12,588,158 shares and 29,707,958 shares, respectively.

**Item 12. Exhibits.**

Item 12 of the Schedule TO is hereby amended by adding the following exhibit:

<b>Exhibit No.</b>	<b>Description</b>
(a)(5)(F)	Press Release, dated October 18, 2016.

SIGNATURE

After due 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.

**NAVIOS MARITIME HOLDINGS INC.**

Date: October 18, 2016

By: /s/ Vasiliki Papaefthymiou

Name: Vasiliki Papaefthymiou

Title: Executive Vice President - Legal and Director