

Navios Maritime Holdings Inc.
Form 424B5
January 21, 2014
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Registration No. 333-189231

The information in this preliminary prospectus supplement is not complete and may be changed. This preliminary prospectus supplement and the accompanying prospectus is not an offer to sell these securities and is not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED JANUARY 21, 2014

PROSPECTUS SUPPLEMENT

(To Prospectus Dated September 23, 2013)

American Depositary Shares

NAVIOS MARITIME HOLDINGS INC.

Each Representing 1/100th of One Share of

% Series G Cumulative Redeemable Perpetual Preferred Stock

(Liquidation Preference: \$25.00 per American Depositary Share)

We are offering American Depositary Shares (the Depositary Shares), each of which represents 1/100th of one share of our % Series G Cumulative Redeemable Perpetual Preferred Stock, par value \$0.0001 per share, with a liquidation preference of \$2,500.00 per share (equivalent to \$25.00 per Depositary Share) (the Series G Preferred Stock). The Series G Preferred Stock represented by the Depositary Shares will be deposited with The Bank of New York Mellon, as Depositary. As a holder of a Depositary Share, you will be entitled, subject to the terms of the Deposit Agreement (the Deposit Agreement), to proportional rights and preferences as if you held 1/100th of one share of our Series G Preferred Stock.

Dividends on the Series G Preferred Stock are cumulative from the date of original issue and will be payable quarterly in arrears on the 15th day of January, April, July and October of each year, when, as and if declared by our board of directors. The initial dividend on the Series G Preferred Stock offered hereby will be payable on

April 15, 2014 in an amount equal to \$ _____ per share (equivalent to \$ _____ per Depositary Share). Dividends will be payable out of amounts legally available therefor at an initial rate equal to _____ % per annum of the stated liquidation preference.

At any time on or after _____, 2019, the Series G Preferred Stock may be redeemed (and the Depositary Shares can be caused to be redeemed), in whole or in part, out of amounts legally available therefor, at a redemption price of \$2,500.00 per share (equivalent to \$25.00 per Depositary Share) plus an amount equal to all accumulated and unpaid dividends thereon to the date of redemption, whether or not declared.

The Depositary Shares have been approved for listing on the New York Stock Exchange (the NYSE) under the symbol NMPrg, subject to official notice of issuance. Currently, there is no public market for the Depositary Shares or the Series G Preferred Stock.

Investing in the Depositary Shares or the Series G Preferred Stock involves a high degree of risk. The Depositary Shares and our Series G Preferred Stock have not been rated and are subject to the risks associated with unrated securities. Please read Risk Factors beginning on page S-17 of this prospectus supplement.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

	<i>Per Share</i>	<i>Per Depositary Share</i>	<i>Total</i>
Public Offering Price	\$	\$	\$
Underwriting Discount	\$	\$	\$
Proceeds to us (before expenses) ⁽¹⁾	\$	\$	\$

(1) We have granted the underwriters an option for a period of 30 days after the date of this prospectus supplement to purchase up to an additional _____ Depositary Shares solely to cover overallotments, if any. If the underwriters exercise the option in full, the total underwriting discount payable by us will be \$ _____, and total proceeds to us before expenses will be \$ _____.

Delivery of the Depositary Shares is expected to be made in book-entry form through the facilities of The Depository Trust Company on or about _____, 2014.

Joint Book-Running Managers

Morgan Stanley

*J.P. Morgan
Co-Manager*

Credit Suisse

S. Goldman Capital LLC

, 2014

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We are responsible for the information contained in or incorporated by reference in this prospectus supplement and the accompanying prospectus and any free-writing prospectus we prepare or authorize. We have not authorized anyone to provide you with different information, and we take no responsibility for any other information others may give you. We are not, and the underwriters are not, making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should not assume that the information contained in or incorporated by reference into this prospectus supplement and the accompanying prospectus is accurate as of any date other than its date.

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**ENFORCEABILITY OF CIVIL LIABILITIES AND
INDEMNIFICATION FOR SECURITIES ACT LIABILITIES**

We are incorporated under the laws of the Republic of the Marshall Islands, and our subsidiaries are incorporated under the laws of the Republic of the Marshall Islands, Malta, Belgium, Luxembourg, Liberia, Panama, Uruguay, Argentina, Brazil and certain other countries other than the United States, and we conduct operations in countries around the world. Several of our directors and officers reside outside the United States. In addition, a substantial portion of our assets and the assets of the directors, officers and experts are located outside the United States. As a result, it may not be possible for you to serve legal process within the United States upon us or any of these persons. See Risk Factors Risks Associated with the Shipping Industry and Our Drybulk Operations We, and certain of their officers and directors, may be difficult to serve with process, as we are incorporated in the Republic of the Marshall Islands and such persons may reside outside of the United States in our Annual Report on Form 20-F for the year ended December 31, 2012, filed on April 24, 2013 and amended on September 11, 2013 (the 2012 Form 20-F); incorporated herein by reference. It may also not be possible for you to enforce, both in and outside the United States, judgments you may obtain in United States courts against us or these persons in any action, including actions based upon the civil liability provisions of U.S. federal or state securities laws. Furthermore, there is substantial doubt that the courts of such jurisdictions would enter judgments in original actions brought in those courts predicated on U.S. federal or state securities laws.

Insofar as indemnification for liabilities arising under the Securities Act of 1933, as amended (the Securities Act), may be permitted to our directors, officers and controlling persons pursuant to the foregoing provisions, or otherwise, we have been advised that in the opinion of the Securities and Exchange Commission (the SEC) such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable.

We have obtained directors and officers liability insurance against any liability asserted against such person incurred in the capacity of director or officer or arising out of such status, whether or not we would have the power to indemnify such person.

ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part is this prospectus supplement, which describes the specific terms of this offering and certain other matters. The second part, the prospectus, gives more general information about securities we may offer from time to time. Generally, when we refer to the prospectus, we are referring to both parts of this document combined. To the extent the description of our securities in this prospectus supplement differs from the description of our securities in the accompanying prospectus, you should rely on the information in this prospectus supplement.

Unless otherwise indicated, all references in this prospectus supplement and the accompanying prospectus to dollars and \$ are to, and amounts are presented in, U.S. Dollars, and financial information presented in this prospectus supplement and the accompanying prospectus is prepared in accordance with accounting principles generally accepted in the United States (GAAP).

You should read carefully this prospectus supplement and the accompanying prospectus, any related free writing prospectus, and the additional information described under the headings Where You Can Find Additional Information and Incorporation of Documents by Reference in this prospectus supplement.

TRADEMARKS, SERVICE MARKS AND TRADE NAMES

This prospectus supplement and the accompanying prospectus contain our trademarks, service marks and trade names, including our proprietary logos and the domain name for our website, and also contain the trademarks, service marks and trade names of other companies.

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Table of Contents**SUMMARY**

This summary highlights certain information contained elsewhere in or incorporated by reference into this prospectus supplement. Because this is only a summary, it does not contain all of the information that may be important to you. For a more complete understanding of this offering, we encourage you to read the entire prospectus supplement and the accompanying prospectus, including the consolidated financial statements and the related notes incorporated by reference into this prospectus supplement and the Risk Factors included elsewhere in or incorporated by reference into this prospectus supplement. Unless otherwise specified or unless the context otherwise requires, in this prospectus supplement, references to the Company, Navios Holdings, we, our and us, refer to Navios Maritime Holdings Inc. and its subsidiaries. References to Navios Logistics are to Navios South American Logistics Inc., our South American subsidiary. We held a 63.8% equity interest in Navios Logistics as of January 15, 2014. References to Navios Partners are to Navios Maritime Partners L.P, a separate NYSE-listed limited partnership formed by us in August 2007. We held a 21.6% interest in Navios Partners as of January 15, 2014 which includes a 2% general partner interest. References to Navios Acquisition are to Navios Maritime Acquisition Corporation, a separate NYSE-listed company formed by us in March 2008. We held 47.8% of the outstanding voting stock of and a 50.5% economic interest in Navios Acquisition as of January 15, 2014. References to Navios Asia are to Navios Asia, LLC, our joint venture with a significant ship operator and owner based in Japan that was formed in May 2013. We held a 51.0% equity interest in Navios Asia as of January 15, 2014. We held a 47.5% interest in Navios Europe Inc. (Navios Europe) as of January 15, 2014. In addition, this prospectus supplement includes forward-looking information that involves issues and uncertainties. See Forward-Looking Statements.

The data related to our fleet reflected in this prospectus supplement, including without limitation, the number of our owned vessels, the number of our chartered-in vessels and deadweight tons (dwt), is as of January 15, 2014, unless otherwise indicated.

Business Overview

We are a large global, vertically integrated seaborne shipping and logistics company focused on the transport and transshipment of drybulk commodities, including iron ore, coal and grain. We manage the technical and commercial operations of our owned fleet, Navios Acquisition s, Navios Partners and Navios Europe s fleet, and commercially manage our chartered-in fleet. Our in-house ship management expertise allows us to oversee every step of ship management of our owned fleet, and Navios Partners , Navios Acquisition s and Navios Europe s fleet, including the shipping operations throughout the life of the vessels and the superintendence of maintenance, repairs and drydocking.

We charter our vessels to a diversified group of high-quality companies or their affiliate entities, such as Mitsui O.S.K. Lines Ltd., GIIC, Louis Dreyfus Commodities, Hanjin Shipping Corporation, Baosteel, Mansel Ltd, Swiss Marine, Cargill International S.A. and Dampskibsselskabet Norden. The Navios business was established by the United States Steel Corporation in 1954, and we believe that we have built strong brand equity through 58 years of experience working with raw materials producers, agricultural traders and exporters, industrial end-users, ship owners, and charterers. We control, through a combination of vessel ownership and long-term time chartered-in vessels, approximately 5.8 million dwt in drybulk tonnage, making us one of the largest independent drybulk operators in the world.

Our current core fleet refers to drybulk vessel operations (excluding Navios Logistics) including the newbuilds to be delivered. The current core fleet consists of 60 vessels totaling 5.8 million dwt. The employment profile of the fleet as of January 15, 2014 is reflected in the tables under Our Fleet below. The 53 vessels currently in operation aggregate to approximately 5.2 million dwt and have an average age of 6.8 years. We also control a total of 40 owned vessels, comprised of 14 Ultra Handymax vessels, ten Capesize vessels, 15 Panamax vessels and one Handysize vessel, which

have an average age of approximately 7.3 years.

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The vessels in our core fleet are significantly younger than the world drybulk fleet and have an average age of approximately 6.8 years. We believe our large, modern fleet, coupled with our long operating history, allows us to charter-out our vessels for longer periods of time and to high quality counterparties. In addition to the 40 owned vessels, we control a fleet of seven Capesize, six Panamax, six Ultra Handymax, and one Handysize vessels under long-term charter-in-contracts, which have an average age of approximately 5.7 years. Of the 20 chartered-in vessels, 18 are currently in operation and two are scheduled for delivery at various times through April 2016. We have currently fixed 38.8% and 8.3% of the 2014 and 2015 available days, respectively, of our fleet (excluding vessels which are utilized to fulfill contracts of affreightment (CoAs)), representing contracted fees (net of commissions), based on contracted charter rates from our current charter agreements of \$98.5 million, and \$28.7 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 that are utilized to fulfill CoAs) is \$15,219 and \$20,056 for 2014 and 2015, respectively.

Our Fleet

The following tables present certain information related to our fleet as of January 15, 2014.

Owned Vessels

Vessels	Type	Built	DWT	Charter-out Rate ⁽¹⁾	Profit Share ⁽⁵⁾	Expiration Date ⁽²⁾
Navios Serenity	Handysize	2011	34,690	9,025	No	01/15/2014
Navios Ionian	Ultra Handymax	2000	52,067	8,788	No	02/07/2014
Navios Celestial	Ultra Handymax	2009	58,063	11,426	70% in excess of \$8,000	07/16/2015
Navios Vector	Ultra Handymax	2002	50,296	13,925 ⁽¹²⁾	No	09/20/2014
Navios Horizon	Ultra Handymax	2001	50,346	9,500	No	03/26/2014
Navios Herakles	Ultra Handymax	2001	52,061	8,788	No	03/28/2014
Navios Achilles	Ultra Handymax	2001	52,063	12,825	No	05/03/2014
Navios Meridian	Ultra Handymax	2002	50,316	11,400	No	04/15/2014
Navios Mercator	Ultra Handymax	2002	53,553	11,163	No	05/15/2014
Navios Arc	Ultra Handymax	2003	53,514	11,400	No	03/26/2014
Navios Hios	Ultra Handymax	2003	55,180	13,925	100% in excess of \$8,500	08/07/2015
Navios Kypros	Ultra Handymax	2003	55,222	8,550	No	03/20/2014
Navios Ulysses	Ultra Handymax	2007	55,728	9,975	No	04/30/2014
Navios Vega	Ultra Handymax	2009	58,792	9,025	No	01/15/2014
Navios Astra	Ultra Handymax	2006	53,468	19,000	No	01/21/2014
Navios Magellan	Panamax	2000	74,333	8,313	No	03/15/2014
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 Galileo	Panamax	2006	76,596	8,835	No	03/15/2014
Navios Northern Star	Panamax	2005	75,395	11,400	No	05/16/2014
Navios Amitie	Panamax	2005	75,395	9,263	No	03/27/2014

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Navios Taurus	Panamax	2005	76,596	9,263	No	04/03/2014
Navios Bonavis	Capesize	2009	180,022	47,400	No	06/29/2014
Navios Happiness	Capesize	2009	180,022	14,488	No	10/12/2015
Navios Lumen	Capesize	2009	180,661	10,450 ⁽⁷⁾	No	01/18/2014
Navios Stellar	Capesize	2009	169,001	20,425	No	05/28/2014
Navios Phoenix	Capesize	2009	180,242	45,500	No	05/06/2014 ⁽⁶⁾
Navios Antares	Capesize	2010	169,059	12,350	No	02/28/2014
Navios Etoile	Capesize	2010	179,234	29,356	50% in excess of \$38,500	12/02/2020
Navios Bonheur	Capesize	2010	179,259	22,000	No	03/04/2014
Navios Altamira	Capesize	2011	179,165	23,440	No	01/28/2016
Navios Azimuth	Capesize	2011	179,169	9,738	No	01/15/2014

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Vessels	Type	Built	DWT	Charter-out Rate⁽¹⁾	Profit Share⁽⁵⁾	Expiration Date⁽²⁾
N Amalthia	Panamax	2006	75,318	12,113	No	12/23/2014

Navios Asia Vessels to be Delivered⁽⁸⁾

Vessels	Type	Built	Delivery Date
Navios TBN	Panamax	2007	Q1 2015
Navios TBN	Panamax	2007	Q1 2015
Navios TBN	Panamax	2007	Q1 2015
Navios TBN	Panamax	2007	Q1 2015
N Bonanza	Panamax	2006	Q1 2014

Long-term Chartered-in Vessels

Vessels	Type	Built	DWT	Purchase Option⁽³⁾	Charter-out Rate⁽¹⁾	Expiration Date⁽²⁾
Navios Lyra	Handysize	2012	34,718	Yes ⁽⁴⁾	8,438	01/25/2014
Navios Primavera	Ultra Handymax	2007	53,464	Yes	10,450	02/15/2014
Navios Armonia	Ultra Handymax	2008	55,100	No	11,875	04/17/2014
Navios Apollon	Ultra Handymax	2000	52,073	No	12,505 ⁽⁹⁾	08/14/2014
Navios Oriana	Ultra Handymax	2012	61,442	Yes	13,452 ⁽¹¹⁾	10/13/2014
Navios Mercury	Ultra Handymax	2013	61,393	Yes	14,209 ⁽¹¹⁾	09/25/2014
Navios Libra II	Panamax	1995	70,136	No	10,213	04/11/2014
Navios Altair	Panamax	2006	83,001	No	11,400	09/05/2014
Navios Esperanza	Panamax	2007	75,356	No	10,070	01/28/2014
Navios Marco Polo	Panamax	2011	80,647	Yes	7,838	04/29/2014
Navios Southern Star	Panamax	2013	82,224	Yes	14,930 ⁽¹⁰⁾	10/14/2014
Navios Koyo	Capesize	2011	181,415	Yes	11,970	03/05/2014
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		

Long-term Chartered-in Vessels to be Delivered

Vessels	Type	Delivery Date	Purchase Option	DWT
Navios Felix	Capesize	04/2016	Yes	180,000
Navios Venus	Ultra Handymax	02/2015	Yes	61,000

- (1) Daily rate net of commissions or net insurance rates. These rates do not include insurance proceeds received upfront in November 2012.
- (2) Expected redelivery basis midpoint of full redelivery period.
- (3) Generally, we may exercise its purchase option after three to five years of service.

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- (4) We hold the initial 50% purchase option on the vessel.
- (5) Profit share based on applicable Baltic routes exceeding \$/day rates listed.
- (6) Subject to CoA of \$45,500 per day for the remaining period until first quarter of 2015.
- (7) Amount represents daily rate of mitigation proceeds following the restructuring of the original charter.
- (8) 51% ownership of Navios Holdings.
- (9) Profit sharing 100% in excess of \$8,000.
- (10) Based on weighted average Panamax Index routes +17%.
- (11) Based on weighted average Supramax Index routes +10%.
- (12) Based on weighted average Supramax Index routes.

Competitive Advantages

We believe that the following strengths allow us to maintain a competitive advantage within the drybulk segment of the international shipping market.

Large, Diverse Fleet of Modern Vessels. Our fleet consists of 53 active vessels, plus seven vessels that are contracted for future delivery, bringing our total controlled fleet to 60 vessels aggregating approximately 5.8 million dwt and making us one of the largest independent drybulk operators in the world. Our core fleet is comprised of modern Handysize, Ultra-Handymax, Panamax and Capesize vessels with an average age of 6.8 years. We believe our modern and diverse fleet provides us with certain operational advantages, including more efficient cargo operations, lower insurance and vessel maintenance costs, higher levels of fleet productivity and an efficient operating cost structure. The diversity of our fleet profile enables us to serve our customers in both major and minor bulk trades and ensures that we are not overly exposed to any one drybulk asset class for our revenues. Our modern fleet provides us a competitive advantage in the time charter market, where vessel age and quality are of significant importance in competing for business.

Operating Visibility Through Contracted Revenues. As of January 15, 2014, we have fixed 38.8% and 8.3% of the 2014 and 2015 available days, respectively, of our fleet (excluding vessels which are utilized to fulfill CoAs), representing contracted fees (net of commissions), based on contracted charter rates from Navios Holdings' current charter agreements of \$98.5 million, and \$28.7 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 \$15,219 and \$20,056 for 2014 and 2015, respectively. Certain of our charters have been insured through a AA rated insurance company in the European Union, which provides that if the charterer goes into payment default, the insurer will reimburse us for the charter payments under the terms of the policy (subject to applicable deductibles and other customary limitations for such insurance). Depending on market conditions, we seek to enter into long-term time charters as vessels become available for employment while allowing exposure to any upside of the market through profit sharing arrangements in our charters based on indices. Additionally, we establish visibility into worldwide commodity flows through physical shipping operations and port terminal operations in South America.

Proven Access to Low-Cost, Long-Term Charter-In Vessels and Purchase Options. Our core fleet includes vessels that have been chartered-in (some through 2026, assuming minimum available charter extension periods are exercised) on attractive terms that allow us to charter-out the vessels at an attractive spread during strong markets and to weather down cycles in the market while maintaining low cost. Given our long history and brand recognition, we have developed relationships with many of the largest trading houses in Japan, such as Marubeni Corporation and Mitsui & Co. Through these relationships, we have historically obtained low-cost, long-term charter-in contracts. Many of these contracts have historically contained options to extend time charters as well as options to purchase the vessel. The purchase options require no initial outlay of capital to build the vessel and shift the construction risk to the charter

counterparty. Since these options can be exercised over a number of

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years, they provide us the flexibility of purchasing a vessel if market conditions are attractive. In addition, chartering-in vessels is a low-cost alternative for expanding our fleet and, historically, we have been able to charter-in vessels at attractive rates relative to our charter-out rates. The average daily charter-in rate for the active long-term charter-in vessels (excluding vessels that are utilized to fulfill CoAs) for 2014 is estimated at \$13,759. The current spot rate, the 20 year average of the one year time charter and the ten year average of the one year time charter applicable to our fleet is \$12,595, \$20,559, and \$30,036, respectively, as of January 15, 2014.

Low-Cost, Efficient Operation with In-House Technical Management. We believe our operating efficiencies allow us to maintain operating expenses that are approximately 35% below the industry average for vessels of a similar type. We employ our own in-house technical management team which oversees every step of technical management, from the construction of the vessels in Japan and South Korea to subsequent shipping operations throughout the life of a vessel, including the superintendence of maintenance, repairs, drydocking and crewing, thereby providing efficiency and transparency in our owned fleet operation. This allows us to proactively monitor our vessels' performance and conduct in-transit repairs to lower our operational costs.

Experienced Management Team and Strong Brand. Our management team is well respected in the drybulk sector and the shipping industry, and has a strong track record of operational experience. The key members of our management team have on average over 20 years of experience in the shipping industry. Since August 25, 2005, our management team has grown our owned fleet by 566.7% to 40 vessels as of January 15, 2014. In addition, the Navios brand has 59 years of history in the drybulk sector and has a well established reputation for reliability and performance. We believe that our well respected management team and strong brand present us with market opportunities not afforded to other drybulk carriers.

Business Strategy

Our strategy is to generate predictable and growing cash flow through the following:

Operation of a High Quality, Modern Fleet. We own and charter in a modern, high quality fleet, having an average age of approximately 6.8 years that provides numerous operational advantages including more efficient cargo operations, lower insurance and vessel maintenance costs, higher levels of fleet productivity, and an efficient operating cost structure.

Pursue an Appropriate Balance Between Vessel Ownership and a Long-Term Chartered-in Fleet. We control, through a combination of vessel ownership and long-term time chartered vessels, approximately 5.8 million dwt in tonnage, making us one of the largest independent drybulk operators in the world. Our ability, through our long-standing relationships with various shipyards and trading houses, to charter-in vessels at favorable rates allows us to control additional shipping capacity without the capital expenditures required by new vessel acquisition. In addition, having purchase options on 11 of the 20 time chartered vessels (including those to be delivered) permits us to determine when is the most commercially opportune time to own or charter-in vessels. We intend to monitor developments in the sales and purchase market to maintain the appropriate balance between owned and long-term time chartered vessels.

Capitalize on Our Established Reputation. We believe our reputation and commercial relationships enable us to obtain favorable long-term time charters, enter into the freight market and increase our short-term tonnage capacity to complement the capacity of our core fleet, as well as to obtain access to cargo freight opportunities through CoA arrangements not readily available to other industry participants. This reputation has also enabled us to obtain favorable vessel acquisition terms as reflected in the purchase options contained in some of our long-term charters.

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Utilize Industry Expertise to Take Advantage of Market Volatility. The drybulk shipping market is cyclical and volatile. We use our experience in the industry, sensitivity to trends, and knowledge and expertise as to risk management and forward freight agreements (FFAs) to hedge against, and in some cases, to generate profit from, such volatility.