

Navios Maritime Holdings Inc.  
Form 424B3  
August 15, 2006  
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NAVIOS MARITIME HOLDING INC.

49,571,720 Shares of Common Stock  
Issuable Upon Exercise of Outstanding Publicly Traded Warrants

Navios Maritime Holdings Inc. is registering 49,571,720 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 August 11, 2006, the last reported sale prices of the warrants and common stock were \$0.47 and \$4.58, 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.

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

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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.

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The date of this prospectus is August 14, 2006.

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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 req

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## 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, nine of which are currently in operation, with the remaining seven scheduled for delivery on various dates up 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

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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.

On June 6, 2006, Navios issued 15,978,280 shares of common stock upon exercise of 15,978,280 of its 65,550,000 outstanding warrants. Under a warrant exercise agreement entered into with certain qualifying shareholders the exercise price of the previously outstanding warrants was reduced from \$5.00 to \$4.10 per share. This warrant exercise agreement was a new agreement and no prior understandings or arrangements existed with respect to the reduction of the warrant exercise price. The warrant exercise agreement solely provided for the reduced exercise price and the execution of a registration rights agreement as discussed below. The gross proceeds from the exercise of warrants were approximately \$65.5 million. To comply with securities laws, including the tender offer rules and securities laws which might otherwise have required an effective registration statement to be in place before the warrant exercise transaction could be consummated, the transaction was limited to certain institutional holders and Navios' Chairman and principal stockholder.

Ms. Angeliki Frangou, Navios chairman and principal stockholder, participated in this transaction and paid approximately \$27.3 million to the Company to exercise 6,666,280 warrants. Ms. Angeliki Frangou's unregistered shares will not be registered in the registration statement referred to below.

Pursuant to a registration rights agreement, Navios has agreed to file a registration statement registering the resale of such common stock by August 25, 2006 and have such registration statement declared effective depending upon certain conditions within 120 days of the filing, subject to certain penalties for failure to meet this deadline.

It is intended that a portion of the proceeds from the warrant exercise transaction will be used to partially finance Navios' previously announced intent to build a South American logistics business by acquiring and building assets complementary to Navios' port terminal and storage facilities in Nueva Palmira in Uruguay. Navios intends to initially focus on the area extending from Brazil to Uruguay on the Paraguay and Parana rivers. Navios intends to expand the capacities and capabilities of its existing port terminal and storage facilities. Navios' strategy is to capitalize on the region's growing agricultural and mineral exports, the cost effectiveness of river transport as compared to available alternatives and Navios' existing transportation infrastructure.

Giving effect to the warrant exercise transaction and the 1,161,535 shares issued in connection with the acquisition of vessel Gemini S (see notes 17 and 23 to the December 31, 2005 consolidated financial statements), Navios currently has 62,088,127 shares of common stock outstanding and 49,571,720 warrants outstanding. The shares outstanding include 708,993 shares of common stock which Navios issued to Navios' financial advisors. These shares will be included in the registration statement described above.

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 two 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 two Ultra-Handymax and five Panamax long term chartered-in vessels to be delivered on various dates up 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 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.

The financial statements included in this prospectus are for the three month period ended March 31, 2006 (successor), for the periods August 26, 2005 to December 31, 2005 (successor), January 1, 2005 to August 25, 2005 (predecessor), for the three month period ended March 31, 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.

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The Offering

Shares of Common Stock which may be issued by us	49,571,720 shares of Common Stock issuable upon exercise of our currently outstanding, publicly traded warrants.
Shares of Common Stock outstanding after the offering	62,088,127 shares of Common Stock, excluding 49,571,720 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 \$247,858,600. 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.

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## Summary Consolidated Financial Data

The Navios historical successor information is derived from the unaudited consolidated financial statements as of and for the three month period ended March 31, 2006 and 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 unaudited consolidated financial statements for the three month period ended March 31, 2005 and 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 with and 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.

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	Successor Three Month Period ended March 31, 2006  (unaudited)	Predecessor Three Month Period ended March 31, 2005  (unaudited)	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	Year ended December 31, (Predecessor)				
						2004	2003	2002	2001	
										(unaudited)
Statement of Operations Data										
Revenue	49,169	61,365	235,006	76,376	158,630	279,184	179,734	26,759	21,45	
Gains and (losses) from forward freight agreements	1,662	(4,567)	103	(2,766)	2,869	57,746	51,115	494		
Time charter, voyage and port terminal	(20,767)	(37,469)	(131,336)	(39,530)	(91,806)	(180,026)	(136,551)	(6,139)	(1,77	

(Expressed in thousands of US Dollars – except per share data)

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expense										
Direct vessel expense	(4,164)	(2,110)	(8,787)	(3,137)	(5,650)	(8,224)	(10,447)	(8,192)	(7,43)	
General and administrative expense	(3,596)	(3,644)	(14,842)	(4,582)	(9,964)	(12,722)	(11,628)	(2,263)	(1,23)	
Depreciation and amortization expense	(10,120)	(1,489)	(31,029)	(13,582)	(3,872)	(5,925)	(8,857)	(6,003)	(5,27)	
Gain (loss) on sale of assets	—	—	—	—	—	61	(2,367)	(127)	(43)	
Interest income	468	302	2,513	1,163	1,350	789	134	41	19	
Interest expense	(9,206)	(475)	(28,195)	(11,892)	(1,677)	(3,450)	(5,278)	(3,950)	(6,10)	
Other income	1,425	971	1,478	52	1,426	374	1,102	72	24	
Other expense	(43)	(222)	(1,162)	(226)	(757)	(1,438)	(553)	(6,070)	(2,77)	
Income (loss) before minority interest	4,828	12,622	23,749	1,876	50,549	126,369	56,404	(5,378)	(3,12)	
Minority interest	—	—	—	—	—	—	(1,306)	(324)		
Equity in net earnings of affiliate companies	154	302	1,073	285	788	763	403	68	9	
Net income (loss)	4,982	12,964	24,822	2,161	51,337	127,132	55,501	(5,634)	(3,03)	
Basic earnings per share	0.11	14.82	0.62	0.05	58.70	139.83	55.70	(5.63)	(4.3)	
Diluted earnings per share	0.11	14.82	0.59	0.05	58.70	139.83	55.70	(5.63)	(4.3)	
Balance Sheet Data (at period end)										
Current assets, including cash	88,966			114,539		187,944	179,403	31,020	4,72	
Total assets	831,665			789,383		333,292	361,533	215,800	161,61	
Current liabilities, including current portion of long-term debt	114,199			133,604		103,527	136,902	38,460	12,20	
Total long-term debt, including current portion	556,342			493,400		50,506	98,188	129,615	115,97	
Mandatory redeemable preferred stock, including current portion	—			—		—	15,189	9,435		
Shareholders' equity	214,851			207,758		174,791	96,292	41,641	38,27	

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