
**UNITED STATES
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: December 14, 2023

Commission File No. 001-33311

NAVIOS MARITIME HOLDINGS INC.

**Strathvale House, 90 N Church Street,
P.O. Box 309, Grand Cayman,
KY1-1104 Cayman Islands**
(Address of Principal Executive Offices)

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

Completion of the Merger

On December 14, 2023, Navios Maritime Holdings Inc. (the “Company”) completed the merger contemplated by the previously announced Agreement and Plan of Merger (the “Merger Agreement”), dated as of October 22, 2023, by and among the Company, N Logistics Holdings Corporation (“NLHC”), a company affiliated with the Company’s Chairwoman and Chief Executive Officer, Angeliki Frangou, Navigation Merger Sub Inc., a wholly owned subsidiary of NLHC (“Merger Sub”) and, for limited purposes, N Shipmanagement Acquisition Corp. (“NSC”), another company affiliated with Ms. Frangou. Pursuant to the Merger Agreement, Merger Sub was merged with and into the Company, with the Company continuing as the surviving corporation (the “Surviving Corporation”) and a subsidiary of NLHC (the “Merger”).

Under the terms of the Merger Agreement, at the effective time of the Merger (the “Effective Time”), each share of common stock, par value \$0.0001 per share, of the Company (such shares, the “Common Stock”) outstanding immediately prior to the Effective Time (other than shares of Common Stock held by (i) the Company or any of its subsidiaries or (ii) NLHC or Merger Sub) was converted into the right to receive \$2.28 per share in cash, without interest and subject to any applicable withholding taxes.

The Company’s outstanding shares of (i) 8.75% Series G Cumulative Redeemable Perpetual Preferred Stock (and the related American Depositary Shares), (ii) 8.625% Series H Cumulative Redeemable Perpetual Preferred Stock (and the related American Depositary Shares), and (iii) Series I Non-Economic Preferred Stock were not affected by the Merger and remain outstanding as identical securities of the Surviving Corporation.

The foregoing description of the Merger Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Merger Agreement, a copy of which was filed as Exhibit 2.1 to the Company’s Report on Form 6-K filed with the SEC on October 24, 2023.

Delisting from the New York Stock Exchange

In connection with the consummation of the Merger, on December 13, 2023, the Company notified the New York Stock Exchange (the “NYSE”) of the expected completion of the Merger at 8:00 a.m., Eastern Time, on December 14, 2023 and requested that trading in the Company Common Stock on the NYSE be suspended prior to the opening of trading on December 14, 2023. The Company also requested that the NYSE file a Form 25 with the SEC notifying the U.S. Securities and Exchange Commission (the “SEC”) of the delisting of the Company Common Stock on the NYSE and the deregistration of the Company Common Stock under Section 12(b) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). As a result, the shares of Company Common Stock will no longer be listed on the NYSE.

In addition, the Company intends to deregister the shares of Company Common Stock under Section 12(g) of the Exchange Act by filing a Form 15 with the SEC in approximately ten days following the filing of the Form 25.

Joint Press Release

On December 14, 2023, the Company and NLHC issued a joint press release announcing the completion of the Merger. A copy of this press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

<u>Exhibit No.</u>	<u>Exhibit</u>
99.1	Press Release, dated December 14, 2023.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

NAVIOS MARITIME HOLDINGS INC.

By: /s/ Angeliki Frangou
Angeliki Frangou
Chief Executive Officer

Date: December 14, 2023

Navios Maritime Holdings Inc. Announces Completion of Acquisition by N Logistics Holdings Corporation

GRAND CAYMAN, Cayman Islands and PIRAEUS, Greece, December 14, 2023 — Navios Maritime Holdings Inc. (the “Company”) (NYSE: NM) and N Logistics Holdings Corporation (“NLHC”), a company affiliated with the Company’s Chairwoman and Chief Executive Officer, Angeliki Frangou, announced today the completion of the transaction contemplated by the previously announced Agreement and Plan of Merger (the “Merger Agreement”), dated as of October 22, 2023, pursuant to which NLHC acquired all of the outstanding shares of common stock, \$0.0001 par value, of the Company not already owned by NLHC (“Common Shares”) for \$2.28 per share in cash, without interest (the “Merger”).

The closing of the Merger follows a special meeting of the Company’s stockholders held on December 13, 2023, at which the Company’s stockholders voted in favor of the proposal to authorize and approve the Merger Agreement, and the transactions contemplated thereby, including the Merger. In connection with the completion of the Merger, the Common Shares will cease to trade on the New York Stock Exchange and will be delisted.

Advisors

Latham & Watkins LLP acted as legal advisor and Jefferies LLC acted as financial advisor to the special committee of the Company’s Board of Directors, consisting solely of independent and disinterested directors. Fried, Frank, Harris, Shriver & Jacobson LLP acted as legal advisor and S. Goldman Advisors LLC acted as financial advisor to NLHC.

About Navios Maritime Holdings Inc.

Navios Maritime Holdings Inc. (NYSE: NM) owns a controlling equity stake in Navios South American Logistics Inc., one of the largest infrastructure and logistics companies in the Hidrovia region of South America and an interest in Navios Maritime Partners L.P., an international shipping company, listed on the New York Stock Exchange, that owns and operates dry cargo and tanker vessels. For more information, please visit our website: www.navios.com.

Forward-Looking Statements

This communication contains forward-looking statements. Statements in this communication that are not statements of historical fact are considered forward-looking statements, which are usually identified by the use of words such as “anticipates,” “believes,” “continues,” “could,” “estimates,” “expects,” “intends,” “may,” “plans,” “potential,” “predicts,” “projects,” “seeks,” “should,” “will,” and variations of such words or similar expressions. These forward-looking statements are neither forecasts, promises nor guarantees, and are based on the current beliefs of management of the Company as well as assumptions made by and information currently available to the Company. Such statements reflect the current views of the Company with respect to future events and are subject to known and unknown risks, including business, economic and competitive risks, uncertainties, contingencies and assumptions about the Company. More details about these and other risks that may impact the Company’s business are described under the heading “Risk Factors” in the reports the Company files with the SEC, including its Annual Report on Form 20-F and Reports on Form 6-K, which are available on the SEC’s website at www.sec.gov. The Company cautions you not to place undue reliance on any forward-looking statements, which speak only as of the date hereof. The Company does not undertake any duty to update any forward-looking statement or other information in this communication, except to the extent required by law.

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