

Edgar Filing: Navios Maritime Holdings Inc. - Form SC 13G

Navios Maritime Holdings Inc.  
Form SC 13G  
June 25, 2008

SECURITIES & EXCHANGE COMMISSION  
Washington, D.C. 20549  
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SCHEDULE 13G  
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO 13d-2(b)

(Amendment No. \_\_\_)\*

Navios Maritime Holdings, Inc.  
(Name of Issuer)

Common Stock, par value \$.0001 per share  
(Title of Class of Securities)

Y62196103  
(CUSIP Number)

May 30, 2008  
(Date of event which requires filing of this statement)

Check the appropriate box to designate the rule pursuant to which this  
Schedule 13G is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

(Page 1 of 11 Pages)

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\*The remainder of this cover page shall be filled out for a reporting  
person's initial filing on this form with respect to the subject class of  
securities, and for any subsequent amendment containing information which would  
alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be  
deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act  
of 1934 ("Act") or otherwise subject to the liabilities of that section of the  
Act but shall be subject to all other provisions of the Act (however, see the  
Notes).

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-----  
(1) NAMES OF REPORTING PERSONS

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I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSONS (ENTITIES ONLY)  
OCEANIC HEDGE FUND

-----

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\* (a)  [X]  
(b)  [ ]

-----

(3) SEC USE ONLY

-----

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Cayman Islands

-----

NUMBER OF (5) SOLE VOTING POWER -0-  
SHARES

-----

BENEFICIALLY (6) SHARED VOTING POWER 6,448,700  
OWNED BY

-----

EACH (7) SOLE DISPOSITIVE POWER -0-  
REPORTING

-----

PERSON WITH (8) SHARED DISPOSITIVE POWER 6,448,700

-----

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON 6,448,700

-----

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES \*\*  [ ]

-----

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9) 6.08%

-----

(12) TYPE OF REPORTING PERSON \*\* OO

-----

\*\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSONS (ENTITIES ONLY)  
OCEANIC INVESTMENT MANAGEMENT LIMITED

-----

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\* (a)  [X]  
(b)  [ ]

-----

(3) SEC USE ONLY

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-----  
(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Isle of Man  
-----  
NUMBER OF (5) SOLE VOTING POWER  
SHARES ----- -0-  
-----  
BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY ----- 6,448,700  
-----  
EACH (7) SOLE DISPOSITIVE POWER  
REPORTING ----- -0-  
-----  
PERSON WITH (8) SHARED DISPOSITIVE POWER  
----- 6,448,700  
-----  
(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
----- 6,448,700  
-----  
(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES \*\* [ ]  
-----  
(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
----- 6.08%  
-----  
(12) TYPE OF REPORTING PERSON \*\*  
----- OO  
-----

-----  
\*\* SEE INSTRUCTIONS BEFORE FILLING OUT!  
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-----  
(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSONS (ENTITIES ONLY)  
TUFTON OCEANIC (ISLE OF MAN) LIMITED  
-----  
(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\*  
(a) [X]  
(b) [ ]  
-----  
(3) SEC USE ONLY  
-----  
(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Isle of Man  
-----  
NUMBER OF (5) SOLE VOTING POWER  
SHARES ----- -0-  
-----  
BENEFICIALLY (6) SHARED VOTING POWER  
----- 6,448,700  
-----

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OWNED BY -----  
EACH (7) SOLE DISPOSITIVE POWER -0-  
REPORTING -----  
PERSON WITH (8) SHARED DISPOSITIVE POWER 6,448,700  
-----  
(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON 6,448,700  
-----  
(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES \*\* [ ]  
-----  
(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9) 6.08%  
-----  
(12) TYPE OF REPORTING PERSON \*\* OO  
-----

\*\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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-----  
(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSONS (ENTITIES ONLY) CATO BRAHDE  
-----  
(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\*  
(a) [X]  
(b) [ ]  
-----  
(3) SEC USE ONLY  
-----  
(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Norway  
-----  
NUMBER OF (5) SOLE VOTING POWER -0-  
SHARES -----  
BENEFICIALLY (6) SHARED VOTING POWER 6,448,700  
OWNED BY -----  
EACH (7) SOLE DISPOSITIVE POWER -0-  
REPORTING -----  
PERSON WITH (8) SHARED DISPOSITIVE POWER 6,448,700  
-----

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(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
6,448,700

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES \*\* [ ]

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
6.08%

(12) TYPE OF REPORTING PERSON \*\*  
IN

\*\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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Item 1(a). Name of Issuer:

The name of the issuer is Navios Maritime Holdings, Inc. (the "Company").

Item 1(b). Address of Issuer's Principal Executive Offices:

The Company's principal executive office is located at 85 Akti Miaouli Street, Piraeus, Greece, 185 38

Item 2(a). Name of Person Filing:

This statement is filed by:

- (i) Oceanic Hedge Fund, a Cayman Island Open Ended Investment Company ("Oceanic"), with respect to shares of Common Stock (as defined in Item 2(d) below) directly owned by it;
- (ii) Oceanic Investment Management Limited, an Isle of Man Company (the "Manager"), with respect to shares of Common Stock (as defined in Item 2(d) below) directly owned by Oceanic;
- (iii) Tufton Oceanic (Isle of Man) Limited, an Isle of Man Company ("TOL (Isle of Man)"), with respect to the shares of Common Stock (as defined in Item 2(d) below) directly owned by Oceanic;
- (iv) Cato Brahde ("Mr. Brahde"), who serves as the fund manager to Oceanic and the managing director of TOL (Isle of Man), with respect to shares of Common Stock (as defined in Item 2(d) below) directly owned by Oceanic;

Oceanic, the Manager, TOL (Isle of Man) and Mr. Brahde are hereinafter sometimes collectively referred to as the "Reporting Persons." Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

Item 2(b). Address of Principal Business Office or, if None, Residence:

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The address of the business office of each of the Reporting Persons except Oceanic is St. George's Court, 2nd Floor, Upper Church Street Limited, Douglas, Isle of Man IM1 1EE. The address of the business office of Oceanic is c/o HSBC Securities Services (Isle of Man) Limited, 12/13 Hill Street, Douglas, Isle of Man IM1 1EF.

Item 2(c). Citizenship:

Oceanic is organized under the laws of the Cayman Islands. The Manager and TOL (Isle of Man) are organized under the laws of the Isle of Man. Mr. Brahde is a citizen of Norway.

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Item 2(d). Title of Class of Securities:

Common Stock, par value \$.0001 per share (the "Common Stock")

Item 2(e). CUSIP Number:

Y62196103

Item 3. If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:

- (a)  Broker or dealer registered under Section 15 of the Act,
- (b)  Bank as defined in Section 3(a)(6) of the Act,
- (c)  Insurance Company as defined in Section 3(a)(19) of the Act,
- (d)  Investment Company registered under Section 8 of the Investment Company Act of 1940,
- (e)  Investment Adviser in accordance with Rule 13d-1(b)(1)(ii)(E),
- (f)  Employee Benefit Plan or Endowment Fund in accordance with Rule 13d-1(b)(1)(ii)(F),
- (g)  Parent Holding Company or control person in accordance with Rule 13d-1(b)(1)(ii)(G),
- (h)  Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act,
- (i)  Church Plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940,
- (j)  Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to 13d-1(c), check this box: [X]

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Item 4. Ownership.

A. Oceanic Hedge Fund

(a) Amount beneficially owned: 6,448,700

(b) Percent of class: 6.08%

The percentages used herein and in the rest of this Schedule 13G are calculated based upon the 106,070,225 shares of Common Stock issued and outstanding on March 31, 2008, as reflected in the Company's Form 6-K filed on June 4, 2008.

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 6,448,700

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 6,448,700

B. Oceanic Investment Management Limited

(a) Amount beneficially owned: 6,448,700

(b) Percent of class: 6.08%

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 6,448,700

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 6,448,700

C. Tufton Oceanic (Isle of Man) Limited

(a) Amount beneficially owned: 6,448,700

(b) Percent of class: 6.08%

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 6,448,700

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 6,448,700

D. Cato Brahde

(a) Amount beneficially owned: 6,448,700

(b) Percent of class: 6.08%

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: 6,448,700

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition: 6,448,700

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Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

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The Manager, as manager of Oceanic, which directly owns the Common Stock to which this filing relates, has voting and dispositive authority over such Common Stock. As such, the Manager may be deemed to be the beneficial owner of such Common Stock. TOL (Isle of Man), as majority shareholder in the Manager (the minority shareholders are comprised of the Manager's employees), may be deemed to control the Manager and therefore, may be deemed to be the beneficial owner of the Common Stock to which this filing relates. Mr. Brahde is the managing director of TOL (Isle of Man) and the manager of Oceanic. As such, he may be deemed to be the beneficial owner of the Common Stock to which this filing relates.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

See Item 2.

Item 9. Notice of Dissolution of Group.

Not applicable.

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Item 10. Certification.

Each of the Reporting Persons hereby makes the following certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable 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.

DATED: June 25, 2008

/s/ Cato Brahde

-----  
Cato Brahde, (1) individually; (2) as  
managing director of  
(a) Tufton Oceanic (Isle of Man) Limited,  
and (b) Oceanic Investment Management  
Limited; and (3) as authorized signatory  
of Oceanic Hedge Fund



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EXHIBIT 1

JOINT ACQUISITION STATEMENT  
PURSUANT TO RULE 13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G, is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G, shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

DATED: June 25, 2008

/s/ Cato Brahde

-----  
Cato Brahde, (1) individually; (2) as  
managing director of  
(a) Tufton Oceanic (Isle of Man) Limited,  
and (b) Oceanic Investment Management  
Limited; and (3) as authorized signatory  
of Oceanic Hedge Fund