

Navios Maritime Acquisition CORP
Form 6-K
December 14, 2018

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
UNDER THE SECURITIES EXCHANGE ACT OF 1934

Date of Report: December 14, 2018

Commission File Number: 001-34104

NAVIOS MARITIME ACQUISITION CORPORATION

7 Avenue de Grande Bretagne, Office 11B2

Monte Carlo, MC 98000 Monaco

(Address of Principal Executive Offices)

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Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F

Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Yes

No

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Yes

No

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934:

Yes

No

This Report on Form 6-K is hereby incorporated by reference into the Navios Maritime Acquisition Corporation Registration Statements on Form F-3, File Nos. 333-170896 and 333-214739.

On December 13, 2018, Navios Maritime Acquisition Corporation (NNA) completed the merger (the Merger) contemplated by the previously announced Agreement and Plan of Merger, (the Merger Agreement), dated as of October 7, 2018, by and among NNA, its direct wholly-owned subsidiary NMA Sub LLC (Merger Sub), Navios Maritime Midstream Partners L.P. (NAP) and Navios Midstream Partners GP LLC (the NAP General Partner). Pursuant to the Merger Agreement, Merger Sub merged with and into NAP, with NAP surviving as a wholly-owned subsidiary of NNA.

Pursuant to the terms of the Merger Agreement, each outstanding common unit representing limited partner interests in NAP held by a common unit holder other than NNA, NAP or their respective subsidiaries (the NAP Public Units) was converted into the right to receive 0.42 shares of NNA common stock. As a result of the Merger, approximately 3,683,028 shares of NNA common stock were issued to former holders of NAP Public Units. More than eighty (80) percent of holders of NAP Public Units elected (or were deemed to have elected) to receive NNA common stock. As such, pursuant to the Merger Agreement, no NNA preferred stock was issued in connection with the Merger.

The issuance of NNA common stock in connection with the Merger was registered under the Securities Act of 1933 pursuant to the NNA s Registration Statement on Form F-4, which was filed with the U.S. Securities and Exchange Commission (the SEC) on October 30, 2018, as amended (the F-4). The F-4 was declared effective on November 14, 2018. The information statement/prospectus included with the F-4 contains additional information about the Merger.

On December 14, 2018, NNA issued a press release announcing the completion of the Merger. A copy of the press release is attached as Exhibit 99.1 to this Report of Foreign Private Issuer on Form 6-K and, other than the quote by Angeliki Frangou, is incorporated herein by reference.

Signatures

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

NAVIOS MARITIME ACQUISITION CORPORATION

Date: December 14, 2018

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

EXHIBIT INDEX

Exhibit

No.	Exhibit
99.1	Press Release, dated December 14, 2018.