

Edgar Filing: Navios Maritime Partners L.P. - Form SC 13G

Navios Maritime Partners L.P.
Form SC 13G
February 11, 2019

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. ____)*

Navios Maritime Partners L.P.

(Name of Issuer)

Common Units, representing limited partner interests

(Title of Class of Securities)

Y62267102

(CUSIP Number)

December 31, 2018

(Date of Event Which Requires Filing of this Statement)

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

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*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 the purpose 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).

CUSIP NO. Y62267102 13G Page 2 of 6 Pages

NAME OF REPORTING PERSON

1

Evermore Global Advisors, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(see instructions)

2
(a) ..

(b) x

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

5

NUMBER OF

10,792,588 (See Item 4)

SHARES

SHARED VOTING POWER

BENEFICIALLY⁶

OWNED BY

0 (See Item 4)

SOLE DISPOSITIVE POWER

EACH

7

REPORTING

10,792,588 (See Item 4)

PERSON

SHARED DISPOSITIVE POWER

WITH

8

0 (See Item 4)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,792,588

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ..
(see instructions)
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9¹

11

6.4%

TYPE OF REPORTING PERSON
(see instructions)

12

IA

¹ This percentage is based on 167,589,764 common units outstanding as of September 30, 2018 as set forth in the issuer's Form 6-K filed on November 15, 2018.

CUSIP NO. Y62267102 13G Page 3 of 6 Pages

Item 1.

(a) Name of Issuer.

Navios Maritime Partners L.P.

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

7 Avenue de Grande Bretagne, Office 11B2

Monte Carlo, MC 98000 Monaco

Item 2.

(a) Name of Person Filing.

Evermore Global Advisors, LLC

(b) Address of Principal Business Office or, if none, Residence.

89 Summit Avenue

Summit, NJ 07901

(c) Citizenship.

Delaware

(d) Title of Class of Securities.

Common Units

(e) CUSIP Number.

Y62267102

CUSIP NO. Y62267102 13G Page 4 of 6 Pages

Item 3. If this statement is filed pursuant to §240.13d-1(b), or §240.13d-2(b) or (c), check whether the person filing is
a:

- (a) " Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) " Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) " Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) " Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f) " An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g) " A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) " A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) " A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) " a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
- (k) " Group, in accordance with § 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution: _____

Item 4. Ownership.

The securities reported herein are beneficially owned by the Evermore Global Value Fund, a series of Evermore Funds Trust ("EGVF"), an investment company registered under the Investment Company Act of 1940, and other managed account clients of Evermore Global Advisors, LLC ("EGA"). EGA is an investment adviser registered under the Investment Advisers Act of 1940. Pursuant to the investment advisory agreements entered into by EGA and each of Evermore Funds Trust (of which EGVF is a series) and its other managed account clients, sole investment discretion and voting power over the securities held by such persons has been delegated to EGA, although these agreements and the authority granted to EGA thereunder may be terminated without penalty upon proper notice.

(a) Amount Beneficially Owned.

10,792,588

CUSIP NO. Y62267102 13G Page 5 of 6 Pages

(b) Percent of Class.

6.4%

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

(i) sole power to vote or to direct the vote: 10,792,588

(ii) shared power to vote or to direct the vote: 0

(iii) sole power to dispose or to direct the disposition of: 10,792,588

(iv) shared power to dispose or to direct the disposition of: 0

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.

EGVF and other managed account clients of EGA have the right to receive or power to direct the receipt of dividends from, as well as proceeds from the sale of, such securities reported herein. EGVF and other accounts managed by EGA collectively had an interest in 10,792,588 shares, or 6.4%, of the class of securities reported herein as of December 31, 2018. Neither EGVF, nor any of EGA's other managed account clients, held more than five percent of such securities.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Not Applicable.

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

Not Applicable.

Item 9.

Notice of Dissolution of Group.

Not Applicable.

Item 10.

Certifications.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and 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.

CUSIP NO. Y62267102 13G Page 6 of 6 Pages

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.

February 11, 2019

Evermore Global
Advisors, LLC

By: /s/Eric LeGoff
Eric LeGoff
President