

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Amendment No. 6

to

SCHEDULE TO

Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934

Navios Maritime Holdings Inc.

(Name of Subject Company (Issuer) and Filing Person (Offeror))

American Depositary Shares, each representing 1/100th of a Share of
8.75% Series G Cumulative Redeemable Perpetual Preferred Stock, par
value \$.0001 per share

63938Y 100

American Depositary Shares, each representing 1/100th of a Share of
8.625% Series H Cumulative Redeemable Perpetual Preferred Stock, par
value \$.0001 per share
(Title of Class of Securities)

63938Y 308
(CUSIP Number of Class of Securities)

Vasiliki Papaefthymiou
Executive Vice President - Legal and Director
7 Avenue de Grande Bretagne, Office 11B2
Monte Carlo, MC 98000 Monaco
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(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of Filing Persons)

Copy to:

Stuart Gelfond
Fried, Frank, Harris, Shriver & Jacobson LLP
One New York Plaza
New York, NY 10004
(212) 859-8272

Calculation of Filing Fee

Transaction Valuation(1)	Amount of Filing Fee(2)
\$35,960,000	\$3,622

- (1) Estimated solely for purpose of calculating the filing fee. This Tender Offer Statement on Schedule TO relates to an exchange offer (the "Exchange Offer") through which Navios Maritime Holdings Inc. seeks to acquire any and all outstanding American Depositary Shares ("Series G ADSs"), each representing 1/100th of a Share of 8.75% Series G Cumulative Redeemable Perpetual Preferred Stock (the "Series G Preferred") and any and all outstanding American Depositary Shares ("Series H ADSs"), each representing 1/100th of a Share of 8.625% Series H Cumulative Redeemable Perpetual Preferred Stock ("Series H Preferred" and, together with the Series G Preferred the "Preferred Shares"). The transaction valuation was calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), as follows:

The sum of the (a) the product of (i) \$5.38, the average of the high and low prices per Series G ADSs on the New York Stock Exchange on September 16, 2016, and (ii) 2,000,000, the maximum number of Series G ADSs that could be accepted for exchange in the Exchange Offer; and (b) the product of (i) \$5.25, the average of the high and low prices per Series H ADS on the New York Stock Exchange on September 16, 2016, and (ii) 4,800,000, the maximum number of Series H ADSs that could be accepted for exchange in the Exchange Offer.

- (2) Previously paid.

- Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and date of its filing.

Amount Previously Paid: \$3,622
Form or Registration No.: Schedule TO-I

Filing Party: Navios Maritime Holdings Inc.
Date Filed: September 19, 2016

- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer).
 - Rule 14d-1(d) (Cross-Border Third-Party Tender Offer).
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AMENDMENT NO. 6 TO SCHEDULE TO

This Amendment No. 6 (“Amendment No. 6”) amends and supplements the Tender Offer Statement on Schedule TO (as may be further supplemented or amended from time to time, the “Schedule TO”) originally filed with the Securities and Exchange Commission on September 19, 2016 relating to an offer (the “Exchange Offer”) by Navios Maritime Holdings Inc., a Republic of Marshall Islands corporation (the “Company”), to acquire any and all outstanding American Depositary Shares (“Series G ADSs”), each representing 1/100th of a share of 8.75% Series G Cumulative Redeemable Perpetual Preferred Stock (the “Series G Preferred”) and any and all outstanding American Depositary Shares (“Series H ADSs”), each representing 1/100th of a share of 8.625% Series H Cumulative Redeemable Perpetual Preferred Stock (the “Series H Preferred” and, together with the Series G Preferred, the “Preferred Shares”) from all tendering holders of Series G ADSs and Series H ADSs, pursuant to the terms and subject to the conditions described in the offer to exchange, dated September 19, 2016, as amended and supplemented by the supplement, dated September 29, 2016 (the “Offer to Exchange”), and the related letter of transmittal for each of the Series G ADSs and the Series H ADSs (collectively, the “Letters of Transmittal”), which, as amended or supplemented from time to time, together constitute the Exchange Offer.

Except as set forth herein, this Amendment No. 6 does not modify any of the information previously reported on the Schedule TO or the Offer to Exchange. All information in the Offer to Exchange, including all exhibits and annexes thereto, which was previously filed with the Schedule TO, is hereby expressly incorporated by reference into this Amendment No. 6 in response to all items required in the Schedule TO. This Amendment No. 6 should be read in conjunction with the Schedule TO and Exhibits thereto. All capitalized terms used in this Amendment No. 6 and not otherwise defined have the respective meanings ascribed to them in the Offer to Exchange as amended or supplemented.

Item 1. Summary Term Sheet.

The information set forth in Item 4 below is incorporated herein by reference.

Item 4. Terms of the Transaction.

Item 4(a) of the Schedule TO, which incorporates by reference the information contained in the Offer to Exchange, is hereby amended and supplemented as follows:

The Company is no longer seeking consents and is waiving the condition that at least 66 2/3% of the Series G ADSs and/or 66 2/3% of the Series H ADSs have been validly tendered and not properly withdrawn prior to the expiration date and extending the expiration date of the Exchange Offer until 11:59 p.m., New York City time, on November 7, 2016, unless further extended. The offer had been previously scheduled to expire at 11:59 p.m., New York City time, on October 31, 2016. Throughout the Schedule TO, the Offer to Exchange and the other offering materials (including the Letters of Transmittal), all references to the expiration date of the Exchange Offer are hereby amended to extend the expiration date of the Exchange Offer until 11:59 p.m., New York City time on November 7, 2016. In addition, throughout the Schedule TO, the Offer to Exchange and the other offering materials (including the Letters of Transmittal), all references to the Consent Solicitation, the Consent Solicitation Statement, the Consent Solicitation Period and soliciting consents are hereby deleted.

Following the expiration of the Exchange Offer, any and all of the outstanding Series G ADSs and Series H ADSs tendered will be acquired, regardless of the number of Series G ADSs and Series H ADSs tendered, unless a materially lower percentage of the Series G ADSs and/or Series H ADSs participates in the Exchange Offer than has been tendered through the date hereof such that in the reasonable judgment of the Company the benefits to the Company of acquiring the tendered Series G ADSs and/or Series H ADSs are not sufficient to acquire Series G ADSs and/or Series H ADSs in the Exchange Offer, provided that the remaining conditions to the Exchange Offer are satisfied or waived. If tendered Series G ADSs or Series H ADSs are withdrawn before the expiration date, the Company will reevaluate whether the benefits of the Exchange Offer are sufficiently material to allow the Company to close the Exchange Offer.

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended to add the following exhibit:

<u>Exhibit No.</u>	<u>Description</u>
(a)(5)(H)	Press Release, dated November 1, 2016.

SIGNATURE

After due 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.

NAVIOS MARITIME HOLDINGS INC.

Date: November 1, 2016

By: /s/ Vasiliki Papaefthymiou

Name: Vasiliki Papaefthymiou

Title: Executive Vice President - Legal and Director

**Navios Maritime Holdings Inc.
Extends Exchange Offer &
Waives Condition**

Monaco, November 1, 2016 — Navios Maritime Holdings Inc. (“Navios Holdings” or the “Company”) today announced that, in connection with its previously launched exchange offer and consent solicitation (the “Exchange Offer”) to exchange cash and/or newly issued shares of common stock of Navios Holdings (“Common Stock”) for any and all outstanding American Depositary Shares, each representing 1/100th of a share of 8.75% Series G Cumulative Redeemable Perpetual Preferred Stock (the “Series G ADSs”) and 8.625% Series H Cumulative Redeemable Perpetual Preferred Stock (the “Series H ADSs”), it extended the expiration date of the Exchange Offer through 11:59 p.m. (New York City time) on Monday, November 7, 2016 (“Extended Expiration”) and is no longer seeking consents and is waiving the Exchange Offer’s minimum tender condition (“Minimum Tender Condition”).

The Company previously announced its offer to exchange \$7.18 in cash and/or 6.29 shares of Common Stock for each Series G ADS or \$7.06 in cash and/or 6.19 shares of Common Stock for each Series H ADS, provided that no more than 50% of the Series G ADSs, and Series H ADSs, each as a class, will receive cash, and any Series G ADSs or Series H ADSs tendered in excess of the 50% limitation will be allocated shares of Common Stock instead.

Following the expiration of the Exchange Offer, any and all of the outstanding ADSs tendered will be acquired, regardless of the number of ADSs tendered, unless a materially lower percentage of the ADSs participates in the Exchange Offer than has been tendered through the date hereof such that in the reasonable judgment of the Company the benefits to the Company of acquiring the tendered ADSs are not sufficient to acquire ADSs in the Exchange Offer, provided that the remaining conditions to the Exchange Offer are satisfied or waived. If tendered Series G ADSs or Series H ADSs are withdrawn before the Extended Expiration, the Company will reevaluate whether the benefits of the Exchange Offer are sufficiently material to allow the Company to close the Exchange Offer.

Only whole shares of Common Stock will be delivered. You will receive cash in lieu of any fraction of a share of Common Stock. If you have already tendered your ADSs in the Exchange Offer you do not need to take further action to receive the consideration.

As of 11:59 p.m. New York City time on October 31, 2016, there were 551,623 of Series G ADSs and 1,969,091 of Series H ADSs validly tendered for exchange for cash and/or newly issued shares of common stock in the Exchange Offer and were not validly withdrawn. Holders who wish to tender their Series G ADSs and Series H ADSs must deliver, or cause to be delivered, their ADSs and other required documents to the exchange agent before the expiration date.

Complete Terms and Conditions

Georgeson LLC is acting as the Information Agent for the Exchange Offer.

Bank of New York Mellon is acting as the Exchange Agent and Depository for the Exchange Offer.

The complete terms and conditions of the Exchange Offer is set forth in the offers to exchange and related letters of transmittal that are being sent to holders of the Series G ADSs and Series H ADSs.

Copies of the offer to exchange and letters of transmittal may also be obtained from the Information Agent:

Georgeson LLC

Telephone: (888) 607-9252

E-mail: Navios@georgeson.com

Copies of the offer to exchange and letters of transmittal may be found on the Company's website at www.navios.com/exchangeoffer

THIS PRESS RELEASE IS NEITHER AN OFFER TO PURCHASE NOR A SOLICITATION TO BUY ANY OF THE EXISTING SERIES G ADSs OR SERIES H ADSs OR THE UNDERLYING PREFERRED STOCK NOR IS IT A SOLICITATION FOR ACCEPTANCE OF THE EXCHANGE OFFER. THE COMPANY IS MAKING THE EXCHANGE OFFER ONLY BY, AND PURSUANT TO THE TERMS OF, THE OFFER TO EXCHANGE AND THE LETTERS OF TRANSMITTAL. THE EXCHANGE OFFER ARE NOT BEING MADE IN ANY JURISDICTION IN WHICH THE MAKING OR ACCEPTANCE THEREOF WOULD NOT BE IN COMPLIANCE WITH THE SECURITIES, BLUE SKY OR OTHER LAWS OF SUCH JURISDICTION. NONE OF THE COMPANY, THE INFORMATION AGENT OR THE EXCHANGE AGENT FOR THE EXCHANGE OFFER MAKES ANY RECOMMENDATION IN CONNECTION WITH THE EXCHANGE OFFER. THIS ANNOUNCEMENT IS NEITHER AN OFFER TO SELL NOR A SOLICITATION OF AN OFFER TO BUY ANY OF THESE SECURITIES AND SHALL NOT CONSTITUTE AN OFFER, SOLICITATION OR SALE IN ANY JURISDICTION IN WHICH SUCH OFFER, SOLICITATION OR SALE IS UNLAWFUL.

About Navios Maritime Holdings Inc.

Navios Maritime Holdings Inc. (NYSE:NM) is a global, vertically integrated seaborne shipping and logistics company focused on the transport and transshipment of drybulk commodities including iron ore, coal and grain. For more information about Navios Holdings please visit our website: www.navios.com.

Forward-Looking Statements

This press release contains forward-looking statements (as defined in Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended) concerning future events and expectations including with respect to the completion of the Exchange Offer. Although Navios Holdings believes that the expectations reflected in such forward-looking statements are reasonable at the time made, no assurance can be given that such expectations will prove to have been correct. These statements involve known and unknown risks and are based upon a number of assumptions and estimates which are inherently subject to significant uncertainties and contingencies, many of which are beyond the control of Navios Holdings. Actual results may differ materially from those expressed or implied by such forward-looking statements. Navios Holdings expressly disclaims any obligations or undertaking to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in Navios Holdings' expectations with respect thereto or any change in events, conditions or circumstances on which any statement is based.

Contact

Exchange Offer Investor Relations

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