

Navios Maritime Partners L.P.
Form 6-K
February 12, 2010

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: February 3, 2010

Commission File No. 001-33811

NAVIOS MARITIME PARTNERS L.P.
85 Akti Miaouli Street, Piraeus, Greece 185 38
(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

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

On February 8, 2010, Navios Maritime Partners L.P. (Navios) issued a press release announcing the closing on February 8, 2010 of its follow-on offering of 4,025,000 common units at \$15.51 per common unit, which includes the full exercise of the underwriters' over-allotment option, raising gross proceeds of approximately \$62.4 million. A copy of the press release is furnished as Exhibit 99.1 to this Report and is incorporated herein by reference.

On February 3, 2010, Navios entered into an Underwriting Agreement with the underwriters identified therein in connection with its public offering. A copy of the executed Underwriting Agreement is filed as Exhibit 1.1 as part of this Report and is incorporated herein by reference. In addition, a copy of the opinion of Reeder & Simpson P.C. is filed as Exhibit 5.1 as part of this Report.

The information contained in this Report is hereby incorporated by reference into the Registration Statement on Form F-3,
File No. 333-157000.

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 PARTNERS L.P.

By: /s/ Angeliki Frangou

Angeliki Frangou

Chief Executive Officer

Date: February 12, 2010

EXHIBIT INDEX

| Exhibit No. | Exhibit |
|--------------------|---|
| 1.1 | Underwriting Agreement dated February 3, 2010 |
| 5.1 | Opinion of Reeder & Simpson P.C. dated February 8, 2010 |
| 99.1 | Press Release dated February 8, 2010 |