

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM F-3

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

NAVIOS MARITIME PARTNERS L.P.

(Exact name of registrant as specified in its charter)

Republic of the Marshall Islands
*(State or other jurisdiction of
incorporation or organization)*

4412
*(Primary Standard Industrial
Classification Code Number)*

N/A
*(I.R.S. Employer
Identification No.)*

85 Akti Miaouli Street
Piraeus, Greece 185 38
(011) +30 210 459 5000
(Address and telephone number of Registrant's principal executive offices)

Trust Company of the Marshall Islands, Inc.
Trust Company Complex, Ajeltake Island
P.O. Box 1405
Majuro, Marshall Islands MH96960
(011) +30 210 429 3223
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Kenneth R. Koch, Esq.
Todd E. Mason, Esq.
Mintz, Levin, Cohn, Ferris,
Glovsky and Popeo, P.C.
The Chrysler Center
666 Third Avenue
New York, New York 10017
(212) 935-3000 (telephone number)
(212) 983-3115 (facsimile number)

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this registration statement.

If only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are being offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-157000

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment pursuant to General Instruction I.C. or a post-effective amendment filed pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.C. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered⁽¹⁾ | Amount to be Registered⁽¹⁾ | Proposed Maximum Aggregate Offering Price Per Unit⁽¹⁾ | Proposed Maximum Aggregate Offering Price⁽¹⁾ | Amount of Registration Fee⁽²⁾ |
|---|--|---|--|---|
| Common units representing limited partnership interests | | | | |

| | | | | |
|-----------------|--|--|--------------|------------|
| Debt Securities | | | | |
| Total | | | \$19,000,000 | \$2,217.51 |

- (1) This registration statement relates to the registration statement on Form F-3 (Registration No. 333-157000) of the registrant, filed with the Securities and Exchange Commission on January 28, 2009, as amended (the "Prior Registration Statement"), pursuant to which the registrant registered such indeterminate number of common units and debt securities (collectively, "Securities"), as may be sold by the registrant from time to time, which collectively shall have an aggregate initial offering price not to exceed \$500,000,000. This registration statement is being filed to register additional Securities pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Securities Act").
- (2) Estimated solely for purposes of determining the registration fee pursuant to Rule 457(o) under the Securities Act of 1933, as amended. As of the date of this registration statement, the maximum aggregate offering price of securities which remain to be offered pursuant to the Prior Registration Statement is \$99,000,000. The maximum aggregate offering price of the additional securities being registered hereby pursuant to Rule 462(b) under the Securities Act is \$19,000,000, which represents almost 20% of the maximum aggregate offering price of securities remaining on the Prior Registration Statement.

This registration statement will become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act.

EXPLANATORY NOTE

This registration statement is being filed with the U.S. Securities and Exchange Commission (the "Commission"), pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and General Instruction IV.A. to Form F-3.

This registration statement relates to the shelf registration statement on Form F-3 (Registration No. 333-157000) of Navios Maritime Partners L.P. (the "Company"), filed with the Commission on January 28, 2009, as amended, and declared effective by the Commission on February 6, 2009 (the "Prior Registration Statement"), and is being filed for the purpose of increasing the dollar amount of the Company's common units and debt securities, registered under the Prior Registration Statement by \$19,000,000. The information set forth in the Prior Registration Statement, including the exhibits thereto and each of the documents incorporated by reference therein, is incorporated by reference herein.

The required opinions and consents are listed on the exhibit index attached hereto and filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-3 and has duly caused this Registration Statement on Form F-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Piraeus, Country of Greece on the 7th day of April, 2011.

NAVIOS MARITIME PARTNERS L.P.,

By: /s/ Angeliki Frangou

Name: Angeliki Frangou

Title: Chairman of the Board of Directors and
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|---|--|---------------|
| <u>/s/ Angeliki Frangou</u> Angeliki Frangou | Chairman of the Board of Directors and Chief Executive Officer (Principal Executive Officer) | April 7, 2011 |
| <u>/s/ Efstratios Desypris</u> Efstratios Desypris | Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer) | April 7, 2011 |
| <u>*</u> George Achniotis | Director | April 7, 2011 |

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|--|--------------|---------------|
| * Shunji Sasada | Director | April 7, 2011 |
| /s/ Serafeim Kriempardis Serafeim Kriempardis | Director | April 7, 2011 |
| /s/ Michael Sarris Michael Sarris | Director | April 7, 2011 |
| * Robert Pierot | Director | April 7, 2011 |
| * John Karakadas | Director | April 7, 2011 |

* By executing her name hereto, Angeliki Frangou is signing this document on behalf of the persons indicated above pursuant to the power of attorney duly executed by such persons and filed with the Securities and Exchange Commission.

By: /s/ Angeliki Frangou
Angeliki Frangou

SIGNATURE OF AUTHORIZED REPRESENTATIVE OF THE REGISTRANT

Pursuant to the Securities Act of 1933, as amended, the undersigned, a duly authorized representative of Navios Maritime Partners L.P. in the United States, has signed the Registration Statement in the City of Newark, State of Delaware on the 7th day of April, 2011.

By: /s/ Donald J. Puglisi
Name: Donald J. Puglisi
Title: Managing Director Authorized Representative in the
United States

INDEX TO EXHIBITS

| Exhibit Number | Description of Document |
|---------------------------|---|
| 5.1 | Opinion of Reeder and Simpson, P.C. regarding the validity of securities being registered |
| 23.1 | Consent of PricewaterhouseCoopers S.A., Independent Registered Public Accounting Firm |
| 23.2 | Consent of Reeder and Simpson, P.C. (included in Exhibit 5.1) |

REEDER & SIMPSON P.C.
Attorneys-at-Law

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Mobile phone: +30 6945 465 173

April 7, 2011

Navios Maritime Partners L.P.
Attention: Angeliki Frangou
85 Akti Miaouli Street
Piraeus, Greece 185 38

Re: Navios Maritime Partners L.P. Registration Statement on Form F-3

Ladies and Gentlemen:

We have acted as Marshall Islands counsel to Navios Maritime Partners L.P., a Marshall Islands limited partnership (the "Partnership"), in connection with the preparation and filing with the Securities and Exchange Commission of a Registration Statement on Form F-3 pursuant to Rule 462(b) thereunder (the "462(b) Registration Statement"). The 462(b) Registration Statement is being filed in connection with and incorporates by reference the information contained in the Registration Statement on Form F-3 (File No. 333-157000) declared effective on February 6, 2009 (the "Registration Statement"), pursuant to which the Partnership registered under the Securities Act of 1933, as amended (the "Securities Act"), the following:

- (i) common units, representing limited partnership interests ("Common Units"); and
- (ii) debt securities ("Debt Securities"); with the offer and sale by the Partnership;

some or all of which may be issued, in any combination of the above, separately or as units, from time to time on a delayed or continuous basis pursuant to Rule 415 under the Securities Act, at an aggregate public offering price not to exceed \$500,000,000. The Common Units and the Debt Securities are collectively referred to herein as the "Offered Securities."

The 462(b) Registration Statement amends the Shelf Registration Statement by increasing the dollar amount of Offered Securities that may be sold by the Partnership pursuant to the Shelf Registration Statement by \$19,000,000. Accordingly, for purposes of this opinion, the terms "Common Units," "Debt Securities," and "Offered Securities" refer to the additional \$19,000,000 aggregate amount of Offered Securities that may be offered from time to time pursuant to the Shelf Registration Statement as so amended by the 462(b) Registration Statement.

The Debt Securities may be issued pursuant to an Indenture between the Partnership and a trustee to be named in such Indenture (the "Indentures").

In connection with this opinion, we have examined such documents as may be required to issue this opinion including the Partnership's operational documentation and certain resolutions adopted by the Partnership's Board of Directors (the "Board of Directors") relating to the registration of the Offered Securities and such other documents or records of the proceedings of the Partnership as we have deemed relevant, and the Registration Statement, the 462(b) Registration Statement and the exhibits thereto.

In our examination, we have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, photostatic or facsimile copies and the authenticity of the originals of such copies.

Based upon the foregoing, we are of the opinion:

1. With respect to the Common Units, including those duly issued upon due conversion or exchange of any Debt Securities, when (i) specifically authorized for issuance by the Partnership's Board of Directors or an authorized committee thereof (the "Common Units Authorizing Resolutions"), (ii) the Registration Statement and the 462(b) Registration Statement has become effective under the Securities Act, (iii) the terms of the sale of the Common Units have been duly established in conformity with the Partnership's Second Amended and Restated Agreement of Limited Partnership of the Partnership (the "Partnership Agreement") and do not violate any applicable law or result in a default under or breach of any agreement or instrument binding on the Partnership and comply with any requirement or restriction imposed by any court or governmental body having jurisdiction over the Partnership, (iv) the Common Units have been issued and sold as contemplated by the Registration Statement, and (v) the Partnership has received the consideration provided for in the Common Units Authorizing Resolutions, the Common Units will be validly issued, fully paid and non-assessable.

2. With respect to the Debt Securities, when (i) specifically authorized for issuance by the Partnership's Board of Directors or an authorized committee thereof (the "Debt Securities Authorizing Resolutions"), (ii) the Registration Statement and the 462(b) Registration Statement has become effective under the Securities Act, (iii) the terms of the Debt Securities and of their issue and sale have been duly established in conformity with the applicable Indenture and do not violate any applicable law or result in a default under or breach of any agreement or instrument binding upon the Partnership and comply with any requirement or restriction imposed by any court or governmental body having jurisdiction over the Partnership, (iv) such Debt Securities have been duly executed and authenticated in accordance with the applicable Indenture and issued and sold as contemplated in the Registration Statement, and (v) the Partnership has received the consideration provided for in the Debt Securities Authorizing Resolutions, such Debt Securities will constitute valid and legally binding obligations of the Partnership, subject to bankruptcy, insolvency, fraudulent transfer, reorganization, moratorium and similar laws of general applicability relating to or affecting creditors' rights and to general equity principles.

Our opinion is limited to the Limited Partnership laws of the Republic of the Marshall Islands, and we express no opinion with respect to the laws of any other jurisdiction. To the extent that any applicable document is stated to be governed by the laws of another jurisdiction, we have assumed for purposes of this opinion that the laws of such jurisdiction are identical to the laws of the Republic of the Marshall Islands.

We have relied as to certain matters on information obtained from public officials, officers of the Partnership, and other sources believed by us to be responsible and we have assumed that the Indentures will be duly authorized, executed, and delivered by the respective trustees thereunder, an assumption which we have not independently verified.

It is understood that this opinion is to be used only in connection with the offer and sale of Common Units and Debt Securities while the Registration Statement and 462(b) Registration Statement is in effect.

Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters. This opinion is based upon currently existing statutes, rules, regulations and judicial decisions, and we disclaim any obligation to advise you of any change in any of these sources of law or subsequent legal or factual developments which might affect any matters or opinions set forth herein.

We understand that you wish to file this opinion as an exhibit to the 462(b) Registration Statement, and we hereby consent thereto.

Very truly yours,

By /s/ Raymond E. Simpson

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form F-3 of our report dated March 1, 2011, relating to the consolidated financial statements, and the effectiveness of internal control over financial reporting, which appears in Navios Maritime Partners L.P.'s Annual Report on Form 20-F for the year ended December 31, 2010. We also consent to the reference to us under the heading "Experts" in such Registration Statement.

PricewaterhouseCoopers S.A.
Athens, Greece
April 7, 2011