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

SCHEDULE 13D
(Amendment No. 1)*
Under the Securities Exchange Act of 1934

Navios Maritime Containers L.P.

(Name of Issuer)

Common Units, representing limited partner interests
(Title of Class of Securities)

Y62151 108
(CUSIP Number)

Vasiliki Papaefthymiou
7 Avenue de Grande Bretagne, Office 11B2
Monte Carlo, MC 98000 Monaco
(011) +(377) 9798-2140

(Name, Address and Telephone Number of Persons Authorized to Receive Notices and Communications)

November 16, 2020
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13(1-1)(f) or 240.13d-1(g), check the following box.

* 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).

1	NAMES OF REPORTING PERSONS Navios Maritime Partners L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) N/A	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(D) OR 2(E) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Republic of the Marshall Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 11,592,276
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 11,592,276
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11,592,276	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 35.7%(1)	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) CO	

(1) Based on 32,445,577 common units issued and outstanding, as disclosed in the Report on Form 6-K filed by the issuer with the U.S. Securities and Exchange Commission on November 16, 2020. All amounts contained in this report do not reflect holdings of approximately 3.9% of the Issuer's common units held by Navios Maritime Holdings Inc., that owns approximately 18.2% of the equity interests of the Reporting Person.

Explanatory Note

Pursuant to Rule 13(d)-2 promulgated under the Securities Exchange Act of 1934, as amended, this Schedule 13D/A (this “Amendment No. 1”) filed on November 17, 2020 amends the Statement on Schedule 13D filed on December 11, 2018 (the “Original Schedule 13D”) and together with this Amendment No. 1, the “Schedule 13D”), relating to the common units of the Issuer. Capitalized terms used herein but not otherwise defined shall have the meaning ascribed to such terms in the Original Schedule 13D.

Item 4. Purpose of Transaction.

Item 4 of the Schedule 13D is hereby supplemented to include the following:

On November 16, 2020, the Reporting Person submitted a letter (the “Proposal Letter”) to the board of directors of the Issuer for the combination of the Issuer with the Reporting Person by means of a merger in which each common unit of the Issuer not held by the Reporting Person would be exchanged for 0.37 of a common unit of the Reporting Person. The Reporting Person does not intend to update the Schedule 13D by making further disclosure regarding the subject matter of the Proposal Letter until a definitive agreement has been reached, or unless disclosure is otherwise required under applicable securities laws. A copy of the Proposal Letter is attached hereto as Exhibit 99.1 and the information in the Proposal Letter is incorporated herein by reference.

In addition, on November 16, 2020, the Reporting Person issued a press release announcing the proposal set forth in the Proposal Letter. A copy of the press release issued by the Reporting Person is attached hereto as Exhibit 99.2 and the information in the press release is incorporated herein by reference.

Item 5. Interest in Securities of the Issuer.

Item 5 of the Schedule 13D is hereby amended to include the following:

- (a) As of the date of this Amendment No. 1, the Reporting Person holds 11,592,276, or approximately 35.7%, of the Issuer’s outstanding common units.
- (b) The Reporting Person has the sole power to vote or direct the vote and to dispose or direct the disposition of the Issuer’s common units owned by the Reporting Person.
- (c) Not applicable.
- (d) Not applicable.
- (e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

Item 6 of the Schedule 13D is hereby amended to incorporate by reference the information set forth in Item 4 of this Amendment No. 1.

Item 7. Material to be Filed as Exhibits.

Item 7 of the Schedule 13D is hereby amended to add the following:

[Exhibit 99.1 Letter dated November 16, 2020 from the Reporting Person to the Issuer.](#)

[Exhibit 99.2 Press release issued by the Reporting Person on November 16, 2020.](#)

SIGNATURES

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.

NAVIOS MARITIME PARTNERS L.P.

Date: November 17, 2020

By: /s/ Angeliki Frangou

Name: Angeliki Frangou

Title: Chief Operating Officer



Navios Maritime Partners L.P.

November 16, 2020

VIA EMAIL

Board of Directors
Navios Maritime Containers L.P.
7 Avenue de Grande Bretagne, Office 11B2
Monte Carlo, MC, 98000 Monaco

Dear Members of the Board:

The Board of Directors of Navios Maritime Partners L.P. ("NMM") has authorized us to propose a transaction in which Navios Maritime Containers L.P. ("NMCI") would be combined with NMM by means of a merger in which each common unit of NMCI not held by NMM would be exchanged for 0.37 newly issued common units of NMM.

We believe that our proposal should be well received by NMCI's unit holders. The proposal reflects a 15% premium to the NMCI unit holders, based on the respective closing prices of the NMCI units and NMM units on November 13, 2020 and a premium of 121.7% over Navios Containers' 60-day volume weighted average price. The unit-for-unit exchange would also provide NMCI unit holders with significant participation in the overall more diversified combined entity.

By combining the two companies, we would expand appeal to a broader range of investors by:

- Simplifying the capital and organizational structures
- Creating significant savings in public company costs
- Increasing trading liquidity, float and access to the capital markets
- Enhancing credit profile by increasing cash retention to support self-funded growth and deleveraging
- Building scale through a larger, diversified asset base capable of generating increased earnings capacity
- Increased collateral value to assist in refinancing debt maturities
- Reducing the cost of capital

Through these benefits, we believe that the investor appeal will be enhanced and the combined entity will have an opportunity to increase value to its unitholders. A merger of NMM and NMCI seems to be the most feasible option to enable NMCI to unlock value and establish a new growth trajectory for its unitholders.

Any combination between NMCI and NMM would be subject to receipt of the necessary approvals under NMCI's limited partnership agreement. In accordance with its legal obligations, NMM will file promptly an amendment to its Schedule 13D, including a copy of this letter.

We look forward to working with the Conflicts Committee and its independent legal and financial advisors to negotiate and complete a mutually acceptable transaction. We are available at your convenience to discuss any aspects of our proposal.

Please be aware that this proposal is an expression of interest only, and we reserve the right to withdraw or modify our proposal in any manner at any time for any reason or for no reason at all. No legal obligation with respect to a transaction will arise unless and until execution of mutually acceptable definitive documentation.

Should you have any questions, please do not hesitate to contact me.

Sincerely,

Navios Maritime Partners L.P.

By: /s/ Angeliki Frangou

Angeliki Frangou, Chairman &
Chief Executive Officer

**Navios Maritime Partners L.P. Announces
Offer to Acquire Outstanding Units of Navios Maritime Containers L.P.**

MONACO, November 16, 2020 -- Navios Maritime Partners L.P. (“Navios Partners”) (NYSE: NMM), an international owner and operator of dry cargo vessels, announced today that it has submitted a proposal to the board of directors of Navios Maritime Containers L.P. (“Navios Containers”) (NASDAQ:NMCI) to acquire the outstanding common units of Navios Containers not already owned by Navios Partners.

Subject to negotiation and execution of a definitive agreement, Navios Partners is proposing to issue in a merger transaction 0.37 of a common unit of Navios Partners for each outstanding common unit of Navios Containers. Based on the respective closing prices of the common units of the two companies on November 13, 2020, this exchange ratio represents a value of \$2.48 per common unit of Navios Containers and a premium of 15%. The exchange ratio represents a premium of 121.7% based on the 60-day volume weighted average price of Navios Containers.

The proposed transaction is subject to the negotiation and execution of a definitive agreement, approval of the board of directors of Navios Partners and the necessary approvals under Navios Containers’ limited partnership agreement. The consummation of the proposed transaction would be subject to customary closing conditions. There can be no assurance that any such approvals will be forthcoming, that a definitive agreement will be executed, or that any transaction will be consummated.

This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities. This communication is not a substitute for any documents that may be filed with the SEC or sent to equity holders in connection with the proposed transaction. Equity holders are urged to read those documents, which will contain important information.

About Navios Maritime Partners L.P.

Navios Maritime Partners L.P. (NYSE: NMM) is a publicly traded master limited partnership which owns and operates dry cargo vessels. For more information, please visit our website at www.navios-mlp.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 including Navios Partners’ expected cash flow generation, future contracted revenues, future distributions and its ability to have a dividend going forward, opportunities to reinvest cash accretively in a fleet renewal program or otherwise, potential capital gains, its ability to take advantage of dislocation in the market and Navios Partners’ growth strategy and measures to implement such strategy; including expected vessel acquisitions and entering into further time charters. Words such as “may,” “expects,” “intends,” “plans,” “believes,” “anticipates,” “hopes,” “estimates,” and variations of such words and similar expressions are intended to identify forward-looking statements.

These forward-looking statements are based on the information available to, and the expectations and assumptions deemed reasonable by Navios Partners at the time these statements were made. Although Navios Partners believes that the expectations reflected in such forward-looking statements are reasonable, no assurance can be given that such expectations will prove to have been correct. These statements involve risks and are based upon a number of assumptions and estimates that are inherently subject to significant uncertainties and contingencies, many of which are beyond the control of Navios Partners. Actual results may differ materially from those expressed or implied by such forward-looking statements.

Factors that could cause actual results to differ materially include, but are not limited to, risks relating to: global and regional economic and political conditions including the impact of the COVID-19 pandemic and efforts throughout the world to contain its spread, including effects on global economic activity, demand for seaborne transportation of the products we ship, the ability and willingness of charterers to fulfill their obligations to us and prevailing charter rates, shipyards performing scrubber installations, drydocking and repairs, changing vessel crews and availability of financing; potential disruption of shipping routes due to accidents, diseases, pandemics, political events, piracy or acts by terrorists, including the impact of the COVID-19 pandemic and the ongoing efforts throughout the world to contain it; uncertainty relating to global trade, including prices of seaborne commodities and continuing issues related to seaborne volume and ton miles, our continued ability to enter into long-term time charters, our ability to maximize the use of our vessels, expected demand in the dry cargo shipping sector in general and the demand for our Panamax, Capesize, Ultra-Handymax and Containerships in particular, fluctuations in charter rates for dry cargo carriers and container vessels, the aging of our fleet and resultant increases in operations costs, the loss of any customer or charter or vessel, the financial condition of our customers, changes in the availability and costs of funding due to conditions in the bank market, capital markets and other factors, increases in costs and expenses, including but not limited to: crew, insurance, provisions, port expenses, lube oil, bunkers, repairs, maintenance and general and administrative expenses, the expected cost of, and our ability to comply with, governmental regulations and maritime self-regulatory organization standards, as well as standard regulations imposed by our charterers applicable to our business, general domestic and international political conditions, competitive factors in the market in which Navios Partners operates; risks associated with operations outside the United States;

and other factors listed from time to time in Navios Partners' filings with the Securities and Exchange Commission, including its Form 20-Fs and Form 6-Ks. Navios Partners 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 Partners' expectations with respect thereto or any change in events, conditions or circumstances on which any statement is based. Navios Partners makes no prediction or statement about the performance of its common units.

Contacts

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