

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: May 5, 2009

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 of 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

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b):

N/A

On May 5, 2009, Navios Maritime Partners L.P. issued a press release announcing the pricing of its follow-on offering. A copy of the press release is furnished as Exhibit 99.1 to this Report and is incorporated herein by reference.

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: May 5, 2009

Exhibit Index

<u>Exhibit No.</u>	<u>Exhibit</u>
99.1	Press Release dated May 5, 2009

**NAVIOS MARITIME PARTNERS L.P. ANNOUNCES
PRICING OF FOLLOW-ON OFFERING**

Piraeus, Greece, May 5, 2009 - Navios Maritime Partners L.P. ("Navios Partners") (NYSE: NMM) announced today that it has priced its follow-on public offering of 3,500,000 common units, which represent limited partnership interests, at \$10.32 per unit. Navios Partners has granted the underwriters a 30-day option to purchase up to an additional 525,000 common units to cover over-allotments, if any. Navios Partners expects to use the proceeds from the offering to fund its fleet expansion and/or for general partnership purposes. The offering is expected to close on May 8, 2009.

Navios Maritime Partners L.P. is an international owner and operator of Capesize and Panamax vessels formed by Navios Maritime Holdings Inc., a vertically integrated seaborne shipping and logistics company with over 50 years of operating history in the dry bulk shipping industry.

Navios Partners' common units trade on the New York Stock Exchange under the symbol "NMM".

The joint book running managers for this offering are Citi, J.P.Morgan and Merrill Lynch & Co. and the co-managers are S. Goldman Advisors LLC and DVB Capital Markets.

When available, copies of the prospectus supplement and accompanying base prospectus related to this offering may be obtained from: Citi, Brooklyn Army Terminal, 140 58th Street, 8th Floor, Brooklyn, NY 11220 (tel: 718-765-6732); J.P.Morgan, Attention: Prospectus Department, J.P. Morgan Securities Inc., 4 Chase Metrotech Center, CS Level, Brooklyn, NY 11425, Attention: Prospectus Library, (tel: 718-242-8002); Merrill Lynch & Co., c/o Merrill Lynch & Co., Prospectus Department, 4 World Financial Center, New York, New York 10080, (tel: 212-449-1000).

This news release does not constitute an offer to sell or a solicitation of an offer to buy the securities described herein, nor shall there be any sale of these securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. This offering may be made only by means of a prospectus supplement and accompanying base prospectus.

ABOUT NAVIOS MARITIME PARTNERS L.P.

Navios Maritime Partners L.P. (NYSE: NMM), a publicly traded master limited partnership formed by Navios Maritime Holdings Inc. (NYSE: NM) is an owner and operator of Capesize and Panamax vessels.

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 Navios Partners' growth strategy and measures to implement such strategy; including expected vessel acquisitions and entering into further time charters. Words such as "expects," "intends," "plans," "believes," "anticipates," "hopes," "estimates," and variations of such words and similar expressions are intended to identify forward-looking statements. Such statements include comments regarding expected revenue and time charters. Although the 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 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 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 changes in the demand for dry bulk vessels, 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 the Navios Partners' filings with the Securities and Exchange Commission. 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.

Contacts

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