

Costamare Inc.
Form SC 13D/A
November 26, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13D
Under the Securities Exchange Act of 1934

(Amendment No. 2)*

Costamare Inc.
(Name of Issuer)

Common Stock, \$0.0001 Par Value
(Title of Class of Securities)

Y1771G102
(CUSIP Number)

Konstantinos Konstantakopoulos
c/o Costamare Shipping Company S.A.
60 Zephyrou Street and Syngrou Avenue
17564 Athens, Greece
+30(210)9490050

Copy to:
D. Scott Bennett, Esq.
Cravath, Swaine & Moore LLP
Worldwide Plaza
825 Eighth Avenue
New York, NY 10019
212-474-1000
(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

November 8, 2018
(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), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* 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 disclosures provided in a prior cover page.

The information required on 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).

CUSIP No. Y1771G10213D/A

NAMES OF REPORTING PERSONS

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Konstantinos Konstantakopoulos

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

- (a)
- (b)

3

SEC USE ONLY

4

SOURCE OF FUNDS (See Instructions)

SC, OO

5

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

Not Applicable

6

CITIZENSHIP OR PLACE OF ORGANIZATION

Greece

SOLE VOTING POWER

7

22,249,711

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8

SHARED VOTING POWER

9

SOLE DISPOSITIVE POWER

22,249,711

10

SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

22,249,711¹

12 CHECK IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (See Instructions)

NOT APPLICABLE

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

19.8%²

14 TYPE OF REPORTING PERSON (See
Instructions)

IN

¹ Konstantinos Konstantakopoulos personally owns 10,816,800 shares. Mr. Konstantakopoulos also controls all 10,327,127 shares owned by Kent Maritime Investments S.A. and all 108,292 shares owned by Costamare Shipping Company S.A. Mr. Konstantakopoulos also controls half of the shares (997,492 shares) of Costamare Shipping Services Ltd.

² The percent ownership is calculated based upon an aggregate of 112,314,630 outstanding shares of common stock of the Issuer.

CUSIP No. Y1771G10213D/A

NAMES OF REPORTING PERSONS

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Kent Maritime Investments S.A.

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

- (a)
- (b)

3

SEC USE ONLY

4

SOURCE OF FUNDS (See Instructions)

OO

5

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

Not applicable

6

CITIZENSHIP OR PLACE OF ORGANIZATION

Marshall Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7

SOLE VOTING POWER

10,327,127

8

SHARED VOTING POWER

9

SOLE DISPOSITIVE POWER

10,327,127

10

SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

10,327,127³

12 CHECK IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (See Instructions)

NOT APPLICABLE

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

9.2%⁴

14 TYPE OF REPORTING PERSON (See
Instructions)

CO

³ Kent Maritime Investments S.A. is controlled by Konstantinos Konstantakopoulos, resulting in his indirect ownership of all 10,327,127 shares of common stock of the Issuer.

⁴ The percent ownership is calculated based upon an aggregate of 112,314,630 outstanding shares of common stock of the Issuer.

CUSIP No. Y1771G10213D/A

NAMES OF REPORTING PERSONS

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Costamare Shipping Company S.A.

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

- (a)
- (b)

3

SEC USE ONLY

4

SOURCE OF FUNDS (See Instructions)

OO

5

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

Not Applicable

6

CITIZENSHIP OR PLACE OF ORGANIZATION

Panama

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7

SOLE VOTING POWER

108,292

8

SHARED VOTING POWER

9

SOLE DISPOSITIVE POWER

108,292

10

SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

108,292⁵

12 CHECK IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (See Instructions)

NOT APPLICABLE

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

0.1%⁶

14 TYPE OF REPORTING PERSON (See
Instructions)

CO

⁵ Costamare Shipping Company S.A. is controlled by Konstantinos Konstantakopoulos, resulting in his indirect ownership of all 108,292 shares of common stock of the Issuer.

⁶ The percent ownership is calculated based upon an aggregate of 112,314,630 outstanding shares of common stock of the Issuer.

CUSIP No. Y1771G10213D/A

NAMES OF REPORTING PERSONS

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Costamare Shipping Services Ltd.

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

- (a)
- (b)

3

SEC USE ONLY

4

SOURCE OF FUNDS (See Instructions)

SC, OO

5

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

Not applicable

6

CITIZENSHIP OR PLACE OF ORGANIZATION

Marshall Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7

SOLE VOTING POWER

1,994,984

8

SHARED VOTING POWER

9

SOLE DISPOSITIVE POWER

1,994,984

10

SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

1,994,984⁷

12 CHECK IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (See Instructions)

NOT APPLICABLE

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

1.8%⁸

14 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

CO

⁷ Konstantinos Konstantakopoulos owns 50% of the outstanding equity of Costamare Shipping Services Ltd., resulting in his indirect ownership of half of the stock (997,492 shares) owned by Costamare Shipping Services Ltd.

⁸ The percent ownership is calculated based upon an aggregate of 112,314,630 outstanding shares of common stock of the Issuer.

AMENDMENT NO. 2 TO
STATEMENT ON SCHEDULE 13D

This Amendment No. 2 (this “Amendment”) amends and restates certain portions of the Schedule 13D/A filed by Konstantinos Konstantakopoulos, Kent Maritime Investments S.A., Costamare Shipping Company S.A. and Costamare Shipping Services Ltd. dated March 14, 2017, as amended on January 18, 2018 (the “Schedule 13D/A”), relating to shares of common stock, par value \$0.0001 per share (the “Shares”) of Costamare Inc. (the “Issuer”), whose principal executive office is located at 7 rue du Gabian, MC98000 Monaco.

Except as set forth below, all Items in the Schedule 13D/A remain unchanged. Capitalized terms used but not defined herein have the meanings ascribed to them in the Schedule 13D/A.

- ITEM 1. Security and Issuer
- ITEM 2. Identity and Background
- ITEM 3. Source and Amount of Funds or Other Consideration:
- ITEM 4. Purpose of Transaction:
- ITEM 5. Interest in Securities of the Issuer:

Item 5 to this Amendment is hereby amended and restated as follows:

- (a) See Items 11 and 13 on the cover pages to this Schedule 13D/A for the aggregate number and percentage of the class of securities identified pursuant to Item 1 owned by each Reporting Person.
- (b) Number of shares as to which each Reporting Person has:
 - i. Sole power to vote or to direct the vote: See Item 7 on cover pages to this Amendment.
 - ii. Shared power to vote or to direct the vote: See Item 8 on cover pages to this Amendment.
 - iii. Sole power to dispose or direct the disposition: See Item 9 on cover pages to this Amendment.
 - iv. Shared power to dispose or direct the disposition: See Item 10 on cover pages to this Amendment.
- (c) The information provided in Item 3 to the Schedule 13D/A is hereby incorporated by reference herein and supplemented as follows for the past 60 days.

Konstantinos Konstantakopoulos

Konstantinos Konstantakopoulos received 205,615 shares of Common Stock on November 8, 2018 under the Issuer’s Dividend Reinvestment Program.

Kent Maritime Investments S.A.

Kent Maritime Investments S.A. received 196,307 shares of Common Stock on November 8, 2018 under the Issuer’s Dividend Reinvestment Program.

Costamare Shipping Company S.A.

Costamare Shipping Company S.A. disposed of 14,960 shares of Common Stock on September 28, 2018 for no consideration pursuant to a private share transfer, received 2,971 shares of Common Stock on November 8, 2018 under the Issuer's Dividend Reinvestment Program and disposed of 48,000 shares of Common Stock on November 23, 2018 pursuant to a private share transfer.

Costamare Shipping Services Ltd.

Costamare Shipping Services Ltd. received 149,600 shares of Common Stock on September 28, 2018 pursuant to a service agreement with the Issuer's vessel-owning subsidiaries in exchange for services provided to them and 37,922 shares of Common Stock on November 8, 2018 under the Issuer's Dividend Reinvestment Program.

(d) Not applicable.

(e) Not applicable.

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

Item 7. Material to Be Filed as Exhibits:

SIGNATURE

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.

Date: November 26, 2018

By: /s/ Konstantinos Konstantakopoulos
Name: Konstantinos Konstantakopoulos

KENT MARITIME INVESTMENTS S.A.

By: /s/ Konstantinos Konstantakopoulos
Name: Konstantinos Konstantakopoulos

COSTAMARE SHIPPING COMPANY S.A.

By: /s/ Konstantinos Konstantakopoulos
Name: Konstantinos Konstantakopoulos

COSTAMARE SHIPPING
SERVICES LTD.

By: /s/ Athanasios Beis
Name: Athanasios Beis