TSAKOS ENERGY NAVIGATION LTD
Form 424B5
April 24, 2015
Table of Contents

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Registration No. 333-196839

PROSPECTUS SUPPLEMENT

(To Prospectus dated August 1, 2014)

3,400,000 Shares

Tsakos Energy Navigation Limited

8.75% Series D Cumulative Redeemable Perpetual

Preferred Shares

(Liquidation Preference $25.00 Per Share)

We are offering 3,400,000 of our 8.75% Series D Cumulative Redeemable Perpetual Preferred Shares, par value $1.00 per share, liquidation preference $25.00 per share (the Series D Preferred Shares).

Dividends on the Series D Preferred Shares are cumulative from the date of original issue and will be payable quarterly in arrears on the 28th day of February, May, August and November of each year, commencing August 28, 2015, when, as and if declared by our board of directors. Dividends will be payable from cash available for dividends at a rate equal to 8.75% per annum of the stated liquidation preference.

At any time on or after April 29, 2020, the Series D Preferred Shares may be redeemed, in whole or in part, out of amounts available therefor, at a redemption price of $25.00 per share plus an amount equal to all accumulated and unpaid dividends thereon to the date of redemption, whether or not declared.

We intend to file an application to list the Series D Preferred Shares on The New York Stock Exchange under the symbol TNP PR D . Currently, there is no public market for the Series D Preferred Shares. If the application is approved, trading of the Series D Preferred Shares is expected to begin within 30 days after the original issue date of the Series D Preferred Shares.

We have granted the underwriters the right to purchase 510,000 additional Series D Preferred Shares within 30 days from the date of this prospectus supplement solely to cover overallotments, if any.

Investing in our Series D Preferred Shares involves a high degree of risk. Our Series D Preferred Shares have not been rated. Please read the section entitled Risk Factors on page S-17 of this prospectus supplement and beginning on page 5 of our Annual Report on Form 20-F filed with the Securities and Exchange Commission on April 8, 2015 before you make an investment in our Series D Preferred Shares.

	Per Share	***Total***
Public offering price	*$25.0000*	*$85,000,000*
Underwriting discount (1)	*$0.7875*	*$2,520,000*
Proceeds (before expenses) to us	*$24.2125*	*$82,480,000*

(1) The underwriting discount is not applicable to the sale of 200,000 Series D Preferred Shares to entities affiliated with the Tsakos Holdings Foundation. See Underwriting for additional information about total underwriter compensation.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying base prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The underwriters expect to deliver the Series D Preferred Shares on or about April 29, 2015.

Joint Bookrunners

Morgan Stanley *UBS Investment Bank*

Co-Managers

Evercore Partners *Seaport Global* *Brock Capital* *Axia*

April 22, 2015

TABLE OF CONTENTS

Prospectus Supplement

SUMMARY	S-1
RISK FACTORS	S-17
FORWARD-LOOKING STATEMENTS	S-23
USE OF PROCEEDS	S-25
CAPITALIZATION	S-26
DESCRIPTION OF SHARE CAPITAL	S-27
DESCRIPTION OF SERIES D PREFERRED SHARES	S-30
TAX CONSIDERATIONS	S-37
OTHER EXPENSES OF ISSUANCE AND DISTRIBUTION	S-47
UNDERWRITING	S-48
LEGAL MATTERS	S-52
EXPERTS	S-52
WHERE YOU CAN FIND ADDITIONAL INFORMATION	S-53
ENFORCEABILITY OF CIVIL LIABILITIES	S-54

Base Prospectus

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS	2
RISK FACTORS	3
SERVICE OF PROCESS AND ENFORCEMENT OF LIABILITIES	3
ABOUT THIS PROSPECTUS	3
PROSPECTUS SUMMARY	4
WHERE YOU CAN FIND ADDITIONAL INFORMATION	6
INCORPORATION OF CERTAIN INFORMATION BY REFERENCE	6
RATIO OF EARNINGS TO FIXED CHARGES	7
USE OF PROCEEDS	8
CAPITALIZATION	8
DESCRIPTION OF SECURITIES WE MAY OFFER	9
DEBT SECURITIES	9
WARRANTS	15
RIGHTS	16
DEPOSITARY SHARES	17
PURCHASE CONTRACTS	19
UNITS	20
CONVERTIBLE OR EXCHANGEABLE SECURITIES	20
DESCRIPTION OF SHARE CAPITAL	21
FORM, EXCHANGE AND TRANSFER	28
BOOK-ENTRY PROCEDURES AND SETTLEMENT	29
SELLING SHAREHOLDERS	31

PLAN OF DISTRIBUTION	32
LEGAL MATTERS	35
EXPERTS	35

Table of Contents

ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part is the prospectus supplement, which describes the specific terms of this offering. The second part is the accompanying base prospectus, which gives more general information, some of which may not apply to this offering. Generally, when we refer to the prospectus, we are referring to both parts combined. If information in the prospectus supplement conflicts with information in the accompanying base prospectus, you should rely on the information in this prospectus supplement.

Any statement made in this prospectus or in a document incorporated or deemed to be incorporated by reference into this prospectus will be deemed to be modified or superseded for purposes of this prospectus to the extent that a statement contained in this prospectus supplement or in any other subsequently filed document that is also incorporated by reference into this prospectus modifies or supersedes that statement. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this prospectus.

You should rely only on the information contained in or incorporated by reference in this prospectus. We have not authorized anyone to provide you with different information. We are not making an offer of the Series D Preferred Shares in any state or jurisdiction where the offer is not permitted. You should not assume that the information contained in this prospectus or the information that is incorporated by reference herein is accurate as of any date other than its respective date.

Acting pursuant to the Exchange Control Act of 1972 (and its related regulations), the Bermuda Monetary Authority has given general permission for the issue and transfer of any of our securities, including our Series D Preferred Shares, to and between persons non-resident of Bermuda for exchange control purposes provided our shares are listed on an appointed stock exchange, which includes the New York Stock Exchange. In granting such permission, the Bermuda Monetary Authority does not accept any responsibility for our financial soundness or the correctness of any of the statements made or opinions expressed in this prospectus.

We expect that delivery of Series D Preferred Shares will be made to investors on April 29, 2015, which will be the fifth business day following the date of pricing of the Series D Preferred Shares (such settlement being referred to as T+5). Under Rule 15c6-1 under the Exchange Act, trades in the secondary market are required to settle in three business days, unless the parties to any such trade expressly agree otherwise. Accordingly, purchasers who wish to trade their Series D Preferred Shares on the initial pricing date of the Series D Preferred Shares or the succeeding business day will be required, by virtue of the fact that the Series D Preferred Shares initially will settle in T+5, to specify an alternate settlement arrangement at the time of any such trade to prevent a failed settlement and should consult their advisors.

Table of Contents

SUMMARY

This summary highlights important information contained elsewhere in this prospectus supplement and the accompanying base prospectus. You should carefully read this prospectus supplement, the accompanying base prospectus and the documents incorporated by reference to understand fully our business and the terms of our Series D Preferred Shares, as well as the tax and other considerations that are important to you in making your investment decision. You should consider carefully the Risk Factors section beginning on page S-17 this prospectus supplement, page 3 of the accompanying base prospectus and the Risk Factors starting on page 5 of our Annual Report on Form 20-F for the year ended December 31, 2014, which was filed with the SEC on April 8, 2015 and incorporated herein by reference to determine whether an investment in our Series D Preferred Shares is appropriate for you. Unless otherwise indicated, all references in this prospectus supplement to dollars and $ are to, and amounts are presented in, U.S. Dollars, and financial information presented in this prospectus supplement is prepared in accordance with generally accepted accounting principles in the United States, or GAAP.

Unless we otherwise specify, when used in this prospectus supplement, the terms Tsakos, the Company, we, our and refer to Tsakos Energy Navigation Limited and its subsidiaries, except that when such terms are used in this prospectus supplement in reference to the Series D Preferred Shares, they refer specifically to Tsakos Energy Navigation Limited.

OUR COMPANY

Tsakos Energy Navigation Limited is a leading provider of international seaborne petroleum product and crude oil transportation services and, as of April 20, 2015, operated a fleet of 47 modern crude oil and petroleum product tankers that provide world-wide marine transportation services for national, major and other independent oil companies and refiners under long, medium and short-term charters. Our fleet also includes one 2007-built LNG carrier and two 2013-built shuttle suezmax tankers with advanced dynamic positioning technology (DP2), bringing our total operating fleet to 50 vessels. We have also under construction a 174,000 cbm LNG carrier with expected delivery in 2016, nine crude aframaxes with expected deliveries in 2016 and 2017, two LR1 product carriers with expected deliveries in 2016 and one shuttle suezmax tanker with expected delivery in 2017. The resulting fleet (assuming no further sales or acquisitions) would comprise 63 vessels representing approximately 6.5 million dwt.

We believe that we have strong contracted coverage for our vessels, including our nine aframax crude oil tanker newbuildings, each of which is chartered to Statoil for a period of five to twelve years (including the charterer s options for extension), 4.5 year charters (with charterer options for extensions for a further two years) for our two LR1 newbuildings, and an 8 year charter (with charterer options for extension for up to three years) for our shuttle tanker newbuilding. Our vessels on period employment have an average remaining charter length of approximately 2.3 years. We have charter coverage for approximately 45% of available days for the remainder of 2015 and approximately 31% of available days for 2016. We intend to increase our charter coverage over time as attractive charter rates become available, while maintaining a presence in the spot market to seek to take immediate advantage of market peaks. Since the latter part of 2014, we have increased the percentage of the fleet that is in employed at variable rates, or rates with a variable component, to approximately 73% currently, in order to take advantage of the recovery in market rates for vessels operating in the crude carrying sector. However, we are prepared to re-employ any number of these vessels on time-charters should hire rates improve. We believe that our fleet deployment strategy and flexibility provides us with the ability to benefit from increases in tanker rates while at the same time maintaining a measure of stability through cycles in the industry.

We believe that we have established a reputation as a safe, high quality, cost efficient operator of modern and well-maintained tankers. We also believe that these attributes, together with our strategy of proactively

Table of Contents

working towards meeting our customers chartering needs, has contributed to our ability to attract world-class energy producers as customers and to our success in obtaining charter renewals generating strong fleet utilization.

Our fleet is managed by Tsakos Energy Management Limited, or Tsakos Energy Management, an affiliated company owned by our chief executive officer. Tsakos Energy Management provides us with strategic advisory, financial, accounting and administrative services, while subcontracting the commercial management of our business to Tsakos Shipping & Trading, S.A., or Tsakos Shipping. In its capacity as commercial manager, Tsakos Shipping manages vessel purchases and sales and identifies and negotiates charter opportunities for our fleet. Until June 30, 2010, Tsakos Shipping also provided technical and operational management for the majority of our vessels.

Tsakos Energy Management subcontracts the technical and operational management of our fleet to Tsakos Columbia Shipmanagement, or TCM. TCM was formed in February 2010 by Tsakos family interests and a German private company, the owner of the ship management company Columbia Shipmanagement Ltd., or CSM, as a joint-venture ship management company on an equal partnership basis to provide technical and operational management services to owners of vessels, primarily within the Greece-based market. TCM, which formally commenced operations on July 1, 2010, now manages the technical and operational activities of all of our vessels apart from the LNG carrier *Neo Energy*, the VLCC *Millennium* and the Suezmax tanker *Eurochampion 2004,* which are technically managed by a non-affiliated ship manager. TCM is based in Athens, Greece. TCM and CSM cooperate in the purchase of certain supplies and services on a combined basis. By leveraging the purchasing power of CSM, which currently provides full technical management services for 190 vessels and crewing services for an additional 129 vessels, we believe TCM is able to procure services and supplies at lower prices than Tsakos Shipping could alone, thereby reducing overall operating expenses for us. In its capacity as technical manager, TCM manages our day-to-day vessel operations, including provision of supplies, maintenance and repair, and crewing. Members of the Tsakos family are involved in the decision-making processes of Tsakos Energy Management, Tsakos Shipping and TCM.

Table of Contents

OUR FLEET

As of April 20, 2015, our fleet consisted of the following 50 vessels:

Vessel	Year Built	Deadweight Tons	Year Acquired	Charter Type[1]	Expiration of Charter	Hull Type[2] (all double hull)	Cargoes
VLCC							
1. Millennium	1998	301,171	1998	time charter	August 2015		Crude
SUEZMAX							
1. Silia T[3]	2002	164,286	2002	time charter	August 2015		Crude
2. Triathlon	2002	164,445	2002	spot			Crude
3. Eurochampion 2004	2005	164,608	2005	spot		ice-class 1C	Crude
4. Euronike[3]	2005	164,565	2005	time charter	September 2016	ice-class 1C	Crude
5. Archangel	2006	163,216	2006	spot		ice-class 1A	Crude
6. Alaska	2006	163,250	2006	spot		ice-class 1A	Crude
7. Arctic	2007	163,216	2007	time charter	October 2015	ice-class 1A	Crude
8. Antarctic	2007	163,216	2007	spot		ice-class 1A	Crude
9. Spyros K[4]	2011	157,740	2011	time charter	May 2022		Crude
10. Dimitris P[4]	2011	157,648	2011	time charter	August 2023		Crude
11. Euro	2012	157,539	2014	time charter	November 2015		Crude
12. Eurovision	2013	157,803	2014	spot			Crude
SUEZMAX DP2 SHUTTLE							
1. Rio 2016	2013	157,000	2013	time charter	May 2028		Crude/Products
2. Brasil 2014	2013	157,000	2013	time charter	June 2028		Crude/Products
AFRAMAX							
1. Proteas	2006	117,055	2006	spot		ice-class 1A	Crude/Products
2. Promitheas	2006	117,055	2006	spot		ice-class 1A	Crude/Products
3. Propontis	2006	117,055	2006	time charter	May 2015	ice-class 1A	Crude
4. Izumo Princess	2007	105,374	2007	spot		DNA	Crude
5. Sakura Princess	2007	105,365	2007	pool		DNA	Crude
6. Maria Princess	2008	105,346	2008	spot		DNA	Crude
7. Nippon Princess	2008	105,392	2008	spot		DNA	Crude
8. Ise Princess	2009	105,361	2009	spot		DNA	Crude
9. Asahi Princess	2009	105,372	2009	spot		DNA	Crude
10. Sapporo Princess	2010	105,354	2010	spot		DNA	Crude
11. Uraga Princess	2010	105,344	2010	spot		DNA	Crude
PANAMAX							
1. Andes[5]	2003	68,439	2003	time charter	November 2016		Crude/Products
2. Maya[5][6]	2003	68,439	2003	time charter	September 2016		Crude/Products
3. Inca[5][6]	2003	68,439	2003	time charter	May 2016		Crude/Products
4. Selecao	2008	74,296	2008	time charter	October 2016		Crude/Products
5. Socrates	2008	74,327	2008	time charter	November 2016		Crude/Products
6. World Harmony[5]	2009	74,200	2010	time charter	April 2016		Crude/Products
7. Chantal[5]	2009	74,329	2010	time charter	June 2016		Crude/Products

8. Selini[3]	2009	74,296	2010	time charter	October 2017		Crude/Products
9. Salamina[3]	2009	74,251	2010	time charter	April 2017		Crude/Products
HANDYMAX							
1. Artemis	2005	53,039	2006	time charter	December 2017	ice-class 1A	Products
2. Afrodite	2005	53,082	2006	time charter	June 2015	ice-class 1A	Products
3. Ariadne[3]	2005	53,021	2006	time charter	May 2015	ice-class 1A	Products
4. Aris	2005	53,107	2006	time charter	May 2017	ice-class 1A	Products
5. Apollon	2005	53,149	2006	time charter	July 2015	ice-class 1A	Products
6. Ajax	2005	53,095	2006	time charter	May 2015	ice-class 1A	Products

Table of Contents

Vessel	Year Built	Deadweight Tons	Year Acquired	Charter Type(1)	Expiration of Charter	Hull Type(2) (all double hull)	Cargoes
HANDYSIZE							
1. Didimon	2005	37,432	2005	time charter	July 2015		Products
2. Arion	2006	37,061	2006	spot		ice-class 1A	Products
3. Delphi	2004	37,432	2006	spot			Products
4. Amphitrite	2006	37,061	2006	spot		ice-class 1A	Products
5. Andromeda	2007	37,061	2007	spot		ice-class 1A	Products
6. Aegeas	2007	37,061	2007	spot		ice-class 1A	Products
7. Byzantion	2007	37,275	2007	spot		ice-class 1B	Products
8. Bosporos	2007	37,275	2007	spot		ice-class 1B	Products
LNG							
1. Neo Energy	2007	85,602(7)	2007	time charter	March 2016	Membrane	LNG
Total Vessels	**50**	**5,102,253**					

(1) Certain of the vessels are operating in the spot market under contracts of affreightment.

(2) Ice-class classifications are based on ship resistance in brash ice channels with a minimum speed of 5 knots for the following conditions ice-1A: 1m brash ice, ice-1B: 0.8m brash ice, ice-1C: 0.6m brash ice. DNA- design new aframax with shorter length overall allowing greater flexibility in the Caribbean and the United States.

(3) The charter rate for these vessels is based on a fixed minimum rate for the Company plus different levels of profit sharing above the minimum rate, determined and settled on a calendar month basis.

(4) These vessels are chartered under fixed and variable hire rates. The variable portion of hire is recognized to the extent the amount becomes fixed and determinable at the reporting date. Determination is every six months.

(5) Charterers have the option to terminate the charter party after at least 12 months with a three months notice.