

Navigator Holdings Ltd.  
Form 6-K  
November 10, 2015

**UNITED STATES**  
**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**

**For the month of November 2015**

**Commission File Number: 001-36202**

**NAVIGATOR HOLDINGS LTD**

**(Translation of registrant's name into English)**

**21 Palmer Street, London, SW1H 0AD**

**United Kingdom**

**(Address of principal executive office)**

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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): .

**Note:** Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

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): .

**Note:** Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's home country), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

**INFORMATION CONTAINED IN THIS FORM 6-K REPORT**

Attached to this Report on Form 6-K as Exhibit 1 is a copy of the press release issued by Navigator Holdings Ltd. (the Company ) on November 10, 2015: Navigator Holdings Ltd. Preliminary Third Quarter 2015 Results.

NAVIGATOR HOLDINGS LTD. PRELIMINARY THIRD QUARTER 2015 RESULTS

**Highlights**

Navigator Holdings Ltd. (NYSE: NVGS) reports revenue of \$78.2 million for the three months ended September 30, 2015.

Net income was \$22.7 million for the three months ended September 30, 2015 or an earnings per share of \$0.41.

*Navigator Aries* was in dock for repairs throughout the entire quarter, following her collision in June 2015. Had *Navigator Aries* been operating at the contractual charter rate for the quarter, earnings would have been increased by \$0.05.

Successfully completed the sale of one of our older vessels, *Navigator Mariner*, on August 3, 2015 for \$32.6 million in cash.

EBITDA<sup>1</sup> increased 3.5% to \$44.0 million for the three months ended September 30, 2015 notwithstanding *Navigator Aries* being out of service, and the sale of *Navigator Mariner*.

During the quarter, we took delivery of further newbuilding vessel, *Navigator Centauri*, taking our total fleet to 28 vessels on the water at September 30, 2015. Since the quarter end, *Navigator Ceres* was delivered.

An existing order book of 8 semi-refrigerated gas carrier newbuildings, for delivery between January 2016 and March 2017.

A Form 6-K with detailed information on the third quarter 2015 financial results is being filed with the U.S. Securities and Exchange Commission simultaneous with this release.

<sup>1</sup> EBITDA represents net income before net interest expense, income taxes and depreciation and amortization. EBITDA does not represent and should not be considered as an alternative to consolidated net income or cash generated from operations, as determined by U.S. GAAP, and our calculation of EBITDA may not be comparable to that reported by other companies. EBITDA is not a recognized measurement under U.S. GAAP. See Appendix A below for a reconciliation of EBITDA to net income, our most directly comparable financial measure calculated accordance with U.S. GAAP.

**Conference Call Details:**

Tomorrow, Wednesday, November 11, 2015, at 9:00 A.M. ET, the Company's management team will host a conference call to discuss the financial results.

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Participants should dial into the call 10 minutes before the scheduled time using the following numbers: 1 (866) 819-7111 (US Toll Free Dial In), 0(800) 953-0329 (UK Toll Free Dial In) or +44 (0)1452-542-301 (Standard International Dial In). Please quote Navigator to the operator.

A telephonic replay of the conference call will be available until Wednesday, November 18, 2015 by dialing 1(866) 247-4222 (US Toll Free Dial In), 0(800) 953-1533 (UK Toll Free Dial In) or +44 (0)1452 550-000 (Standard International Dial In). Access Code: 11870348#

### **Audio Webcast:**

There will also be a live, and then archived, webcast of the conference call, available through the Company's website ([www.navigatorgas.com](http://www.navigatorgas.com)). Participants to the live webcast should register on the website approximately 10 minutes prior to the start of the webcast.

## Navigator Gas

### Attention: Investor Relations Department

New York: 399 Park Avenue, 38th Floor, New York, NY 10022. Tel: +1 212 355 5893

London: 21 Palmer Street, London, SW1H 0AD. Tel: +44 (0)20 7340 4850

### About Us

Navigator Gas is the owner and operator of the world's largest fleet of handysize liquefied gas carriers and provides international and regional seaborne transportation of liquefied petroleum gas, petrochemical gases and ammonia for energy companies, industrial users and commodity traders. Navigator's fleet consists of 37 semi- or fully-refrigerated liquefied gas carriers, including eight newbuildings scheduled for delivery by March 2017.

### FORWARD LOOKING STATEMENTS

Statements included in this press release concerning plans and objectives of management for future operations or economic performance, or assumptions related thereto, including our financial forecast, contain forward-looking statements. In addition, we and our representatives may from time to time make other oral or written statements that are also forward-looking statements. Such statements include, in particular, statements about our plans, strategies, business prospects, changes and trends in our business and the markets in which we operate as described in this press release. In some cases, you can identify the forward-looking statements by the use of words such as may, could, should, would, expect, plan, anticipate, intend, forecast, believe, estimate, predict, propose, or other negative of these terms or other comparable terminology. These risks and uncertainties include, but are not limited to:

future operating or financial results;

pending acquisitions, business strategy and expected capital spending;

operating expenses, availability of crew, number of off-hire days, drydocking requirements and insurance costs;

general market conditions and shipping market trends, including charter rates and factors affecting supply and demand;

our financial condition and liquidity, including our ability to obtain additional financing in the future to fund capital expenditures, acquisitions and other corporate activities;

estimated future capital expenditures needed to preserve our capital base;

our expectations about the receipt of our eight newbuildings and the timing of the receipt thereof;

our expectations about the availability of vessels to purchase, the time that it may take to construct new vessels, or the useful lives of our vessels;

our continued ability to enter into long-term, fixed-rate time charters with our customers;

changes in governmental rules and regulations or actions taken by regulatory authorities;

potential liability from future litigation;

our expectations relating to the payment of dividends; and

other factors discussed in other periodic filings with the U.S. Securities and Exchange Commission.

We expressly disclaim any obligation to update or revise any of these forward-looking statements, whether because of future events, new information, a change in our views or expectations, or otherwise. We make no prediction or statement about the performance of our common stock.

**Navigator Holdings Ltd.**

**Consolidated Balance Sheets**

**(Unaudited)**

|  | December 31,<br>2014 | September 30,<br>2015 |
|--|----------------------|-----------------------|
| (in thousands)                                       |                      |                       |
| <b>Assets</b>  |                      |                       |
| <b>Current assets</b>                                |                      |                       |
| Cash and cash equivalents                            | \$ 62,526            | \$ 107,360            |
| Accounts receivable, net                             | 7,195                | 10,214                |
| Accrued income                                       | 3,642                | 2,376                 |
| Prepaid expenses and other current assets            | 6,323                | 8,001                 |
| Inventories  | 4,811                | 3,766                 |
| Insurance recoverable                                |                      | 10,806                |
| <b>Total current assets</b>                          | <b>84,497</b>        | <b>142,523</b>        |
| <b>Non-current assets</b>                            |                      |                       |
| Long-term accounts receivable                        | 198                  | 198                   |
| Vessels in operation, net                            | 1,145,066            | 1,223,311             |
| Vessels under construction                           | 131,345              | 141,384               |
| Property, plant and equipment, net                   | 284                  | 269                   |
| Deferred finance costs, net                          | 9,066                | 7,382                 |
| <b>Total assets</b>                                  | <b>\$ 1,370,456</b>  | <b>\$ 1,515,067</b>   |
| <b>Liabilities and stockholders equity</b>           |                      |                       |
| <b>Current liabilities</b>                           |                      |                       |
| Current portion of long-term debt                    | \$ 58,350            | \$ 59,754             |
| Accounts payable                                     | 6,448                | 4,226                 |
| Accrued expenses and other liabilities               | 5,312                | 6,732                 |
| Accrued interest                                     | 3,012                | 5,978                 |
| Deferred income                                      | 7,095                | 5,602                 |
| <b>Total current liabilities</b>                     | <b>80,217</b>        | <b>82,292</b>         |
| <b>Non-current liabilities</b>                       |                      |                       |
| Secured term loan facilities, net of current portion | 359,509              | 429,885               |
| Senior unsecured bond                                | 125,000              | 125,000               |
| <b>Total non-current liabilities</b>                 | <b>484,509</b>       | <b>554,885</b>        |
| <b>Total liabilities</b>                             | <b>564,726</b>       | <b>637,177</b>        |



**Commitments and contingencies****Stockholders equity**

|  |              |              |
|--|--------------|--------------|
| Common stock \$ .01 par value; 400,000,000 shares authorized; 55,363,467 shares issued and outstanding, (2014: 55,346,613) | 553          | 554          |
| Additional paid-in capital   | 584,808      | 586,031      |
| Accumulated other comprehensive loss   | (254)        | (330)        |
| Retained earnings  | 220,623      | 291,635      |
| Total stockholders equity  | 805,730      | 877,890      |
| Total liabilities and stockholders equity  | \$ 1,370,456 | \$ 1,515,067 |

**Navigator Holdings Ltd.**

**Consolidated Statements of Income**

**(Unaudited)**

|   | Three months ended<br>September 30, |            | Nine months ended<br>September 30, |            |
|---|-------------------------------------|------------|------------------------------------|------------|
|   | (in thousands except share data)    |            | (in thousands except share data)   |            |
|   | 2014                                | 2015       | 2014                               | 2015       |
| <b>Revenues</b>   |                                     |            |                                    |            |
| Operating revenue   | \$ 80,612                           | \$ 78,215  | \$ 226,501                         | \$ 236,553 |
| <b>Expenses</b>   |                                     |            |                                    |            |
| Address and brokerage commissions                         | 1,765                               | 1,655      | 5,011                              | 5,191      |
| Voyage expenses   | 13,818                              | 9,187      | 35,875                             | 27,362     |
| Charter-in costs  | 2,097                               |            | 6,297                              |            |
| Vessel operating expenses                                 | 17,623                              | 20,379     | 52,717                             | 57,692     |
| Depreciation and amortization                             | 11,532                              | 12,949     | 33,727                             | 38,860     |
| General and administrative costs                          | 2,415                               | 2,742      | 7,699                              | 8,096      |
| Other corporate expenses                                  | 367                                 | 781        | 1,749                              | 2,314      |
| Profit from sale of vessel                                |                                     | (550)      |                                    | (550)      |
| <b>Total operating expenses</b>                           | 49,617                              | 47,143     | 143,075                            | 138,965    |
| <b>Operating income</b>                                   | 30,995                              | 31,072     | 83,426                             | 97,588     |
| <b>Other income/(expense)</b>                             |                                     |            |                                    |            |
| Interest expense  | (7,274)                             | (8,302)    | (22,943)                           | (24,258)   |
| Write off of deferred financing costs                     |                                     |            |                                    | (1,797)    |
| Interest income   | 10                                  | 59         | 227                                | 89         |
| <b>Income before income taxes</b>                         | 23,731                              | 22,829     | 60,170                             | 71,622     |
| Income taxes  | (72)                                | (160)      | (505)                              | (610)      |
| <b>Net income</b>   | \$ 23,659                           | \$ 22,669  | \$ 60,205                          | \$ 71,012  |
| <b>Earnings per share:</b>                                |                                     |            |                                    |            |
| Basic:  | \$ 0.43                             | \$ 0.41    | \$ 1.09                            | \$ 1.28    |
| Diluted:  | \$ 0.43                             | \$ 0.41    | \$ 1.09                            | \$ 1.28    |
| <b>Weighted average number of shares<br/>outstanding:</b> |                                     |            |                                    |            |
| Basic:  | 55,339,113                          | 55,363,467 | 55,334,454                         | 55,358,837 |
| Diluted:  | 55,566,168                          | 55,741,907 | 55,475,844                         | 55,694,039 |



## Navigator Holdings Ltd.

## Consolidated Statements of Cash Flows

(Unaudited)

|   | Nine months ended<br>September 30,<br>2014<br>(in thousands) | Nine months ended<br>September 30,<br>2015<br>(in thousands) |
|---|--|--|
| <b>Cash flows from operating activities</b>   |  |  |
| Net income  | \$ 60,205  | \$ 71,012  |
| <b>Adjustments to reconcile net income to net cash provided by operating activities</b> |  |  |
| Depreciation and amortization   | 33,727   | 38,860   |
| Payment of drydocking costs   | (5,117)  | (7,023)  |
| Amortization of share-based compensation  | 782  | 1,223  |
| Amortization of deferred financing costs  | 2,130  | 4,083  |
| Unrealized foreign exchange   | (11)   | (69)   |
| Profit on sale of vessel  |  | (550)  |
| <b>Changes in operating assets and liabilities</b>                                      |  |  |
| Accounts receivable   | 5,639  | (3,018)  |
| Inventories   | (22)   | 1,044  |
| Accrued income and prepaid expenses and other current assets                            | (1,313)  | (935)  |
| Accounts payable, accrued interest and other liabilities                                | (2,273)  | 672  |
| <b>Net cash provided by operating activities</b>  | <b>93,747</b>  | <b>105,299</b>   |
| <b>Cash flows from investing activities</b>   |  |  |
| Payment to acquire vessels  | (648)  | (2,076)  |
| Payment for vessels under construction  | (93,462)   | (161,300)  |
| Purchase of other property, plant and equipment   | (113)  | (94)   |
| Receipt of shipyard penalty payments  |  | 1,276  |
| Insurance recoveries  |  | 391  |
| Proceeds from sale of vessel net of costs   |  | 31,958   |
| <b>Net cash used in investing activities</b>  | <b>(94,223)</b>  | <b>(129,845)</b>   |
| <b>Cash flows from financing activities</b>   |  |  |
| Proceeds from secured term loan facilities  | 30,000   | 126,550  |
| Direct financing costs of secured term loan facilities                                  | (450)  | (2,399)  |
| Repayment of secured term loan facilities   | (166,188)  | (54,771)   |
| Issuance costs of stock   | (338)  |  |
| <b>Net cash (used in) / provided by financing activities</b>                            | <b>(136,976)</b>   | <b>69,380</b>  |

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|   |           |            |
|---|-----------|------------|
| <b>Net (decrease) / increase in cash and cash equivalents</b> | (137,452) | 44,834     |
| <b>Cash and cash equivalents at beginning of period</b>       | 194,740   | 62,526     |
| <b>Cash and cash equivalents at end of period</b>             | \$ 57,288 | \$ 107,360 |

**Supplemental Information**

|   |           |           |
|---|-----------|-----------|
| Total interest paid during the period, net of amounts capitalized | \$ 19,184 | \$ 18,925 |
| Total tax paid during the period                                  | \$ 396    | \$ 491    |

**Appendix A**

The following table sets forth a reconciliation of net income to EBITDA for the periods presented:

|                               | Three months ended<br>September 30,<br>(in thousands) |                  | Nine months ended<br>September 30,<br>(in thousands) |                   |
|-------------------------------|---|------------------|--|-------------------|
|                               | 2014  | 2015             | 2014   | 2015              |
| Net income                    | \$ 23,659   | \$ 22,669        | \$ 60,205  | \$ 71,012         |
| Net interest expense          | 7,264   | 8,243            | 22,176   | 25,966            |
| Income taxes                  | 72  | 160              | 505  | 610               |
| Depreciation and amortization | 11,532  | 12,949           | 33,727   | 38,860            |
| <b>EBITDA</b>                 | <b>\$ 42,527</b>                                      | <b>\$ 44,021</b> | <b>\$ 117,153</b>                                    | <b>\$ 136,448</b> |

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.

**NAVIGATOR HOLDINGS LTD.**

Date: November 10, 2015

By: /s/ Niall Nolan  
Name: Niall Nolan  
Title: Chief Financial Officer