

Costamare Inc.
Form 424B2
May 07, 2015

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Registration No. 333-191833

PROSPECTUS SUPPLEMENT
(To Prospectus dated November 27, 2013)

4,000,000 Shares

Costamare Inc.
8.75% SERIES D CUMULATIVE REDEEMABLE PERPETUAL
PREFERRED STOCK
(LIQUIDATION PREFERENCE \$25 PER SHARE)

We are offering 4,000,000 shares of our 8.75% Series D Cumulative Redeemable Perpetual Preferred Stock, par value \$0.0001 per share, liquidation preference \$25.00 per share (the Series D Preferred Stock).

Dividends on the Series D Preferred Stock are cumulative from the date of original issue and will be payable quarterly in arrears on the 15th day of January, April, July and October of each year, when, as and if declared by our board of directors. The initial dividend on the Series D Preferred Stock offered hereby will be payable on July 15, 2015. Dividends will be payable out of amounts legally available therefor at a rate equal to 8.75% per annum of the stated liquidation preference.

At any time on or after May 13, 2020, the Series D Preferred Stock 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 apply to have the Series D Preferred Stock listed on the New York Stock Exchange. Currently, there is no public market for the Series D Preferred Stock.

Investing in our Series D Preferred Stock involves a high degree of risk. Our Series D Preferred Stock has not been rated. See Risk Factors beginning on page S-18 of this prospectus supplement and page 3 of our Annual Report on Form 20-F filed with the Securities and Exchange Commission on March 5, 2015.

	Per Share	Total
Public offering price	\$ 25.00	\$ 100,000,000
Underwriting discount ⁽¹⁾	\$ 0.7875	\$ 3,150,000
Proceeds, before expenses, to Costamare Inc.	\$ 24.2125	\$ 96,850,000

(1) See Underwriting .

We have granted the underwriters an option to purchase up to an additional 600,000 shares of Series D Preferred Stock solely to cover over-allotments, if any. If the underwriters exercise the option in full, the total underwriting discounts and commissions payable by us will be \$3,622,500, and total proceeds to us before expenses will be \$111,377,500.

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 shares of Series D Preferred Stock against payment in New York, New York on or about May 13, 2015.

Joint Bookrunners

Morgan Stanley UBS Investment Bank Credit Suisse J.P. Morgan Stifel
May 6, 2015

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This document is in two parts. The first part is this prospectus supplement, which describes the specific terms of this offering and certain other matters. The second part, the prospectus, gives more general information about securities we may offer from time to time. Generally, when we refer to the prospectus, we are referring to both parts of this document combined. You should read both this prospectus supplement and the accompanying prospectus, together with additional information described under the headings "Where You Can Find Additional Information" and "Incorporation by Reference." To the extent the description of our securities in this prospectus supplement differs from the description of our securities in the accompanying prospectus, you should rely on the information in this prospectus supplement.

You should rely only on the information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus. We have not, and the underwriters have not, authorized anyone to provide you with different information. The distribution of this prospectus and sale of these securities in certain jurisdictions may be restricted by law. Persons in possession of this prospectus supplement or the accompanying prospectus are required to inform themselves about and observe any such restrictions. We are not making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus supplement is accurate as of the date on the front cover of this prospectus supplement only. Our business, financial condition, results of operations and prospects may have changed since that date.

It is expected that delivery of the shares of Series D Preferred Stock will be made on or about the closing date specified on the cover page of this prospectus supplement, which will be the fifth business day following the date of pricing of the Series D Preferred Stock (this settlement cycle being referred to as "T+5"). Under Rule 15c6-1 of the Securities Exchange Act of 1934, trades in the secondary market generally are required to settle in three business days, unless the parties to a trade expressly agree otherwise. Accordingly, purchasers who wish to trade the Series D Preferred Stock on the initial pricing date of the Series D Preferred Stock or the next succeeding business day will be required, by virtue of the fact that the Series D Preferred Stock initially will settle in T+5, to specify alternative settlement arrangements at the time of any such trade to prevent a failed settlement and should consult their own advisor.

PROSPECTUS SUMMARY

This summary highlights information contained elsewhere in this prospectus supplement and the accompanying prospectus and should be read together with the information contained in other parts of this prospectus supplement, the accompanying prospectus and the documents we incorporate by reference, including the risk factors on page S-18 of this prospectus supplement and beginning on page 3 of our Annual Report on Form 20-F filed with the U.S. Securities and Exchange Commission (the SEC), on March 5, 2015 (Annual Report on Form 20-F).

Unless we otherwise specify, when used in this prospectus supplement, the terms Costamare, the Company, we, our and us refer to Costamare Inc. and its subsidiaries and/or any one of them, except that when such terms are used in this prospectus supplement in reference to the common stock, the 7.625% Series B Cumulative Redeemable Perpetual Preferred Stock (the Series B Preferred Stock) or the 8.50% Series C Cumulative Redeemable Perpetual Preferred Stock (the Series C Preferred Stock) or the Series D Preferred Stock, they refer specifically to Costamare Inc.

We use the term twenty foot equivalent unit, or TEU, the international standard measure of containers, in describing the capacity of our containerships.

Before making your investment decision, you should carefully read the prospectus and the documents referred to in Where You Can Find Additional Information and Incorporation by Reference for information about us, including our financial statements.

Unless otherwise indicated, all references to currency amounts in this prospectus supplement and the accompanying prospectus are in U.S. dollars.

Unless otherwise indicated, all data regarding our fleet and the terms of our charters is as of May 5, 2015 and references to our fleet at future dates assume there have been no additional acquisitions pursuant to the Framework Deed (the Framework Agreement) between the Company and its wholly-owned subsidiary, Costamare Ventures Inc. (Costamare Ventures), on the one hand, and York Capital Management Global Advisors LLC and an affiliated fund (collectively, together with the funds it manages or advises, York), on the other, by vessel-owning joint venture entities in which we hold a minority equity interest (any such entity, referred to as a Joint Venture entity), and any such jointly-owned vessel, including any vessel under construction, referred to as a Joint Venture vessel) and no dispositions.

Our Company

We are an international owner of containerships, chartering our vessels to many of the world's largest liner companies. As of May 5, 2015, we had a fleet of 69 containerships aggregating approximately 458,000 TEU, including ten newbuilds on order, making us one of the largest public containership companies in the world, based on total TEU capacity. At that date, our fleet consisted of (i) 59 vessels in the water, aggregating approximately 331,000 TEU and (ii) 10 newbuild vessels aggregating approximately 127,000 TEU that are scheduled to be delivered to us through the fourth quarter of 2016, based on the current shipyard schedule. As of May 5, 2015, 14 of our containerships, including ten newbuilds, had been acquired pursuant to the Framework Agreement with York by vessel-owning Joint Venture entities in which we hold a minority equity interest.

We principally deploy our containerships on long-term, fixed-rate time charters to take advantage of the stable cash flows and high utilization rates typically associated with long-term time charters. Time-chartered containerships are generally employed on long-term charters to liner companies that charter-in vessels on a long-term basis as part of their business strategies. As of May 5, 2015, the average (weighted by TEU capacity) remaining time-charter duration

for our fleet of 69 containerships was approximately 4.0 years, based on the remaining fixed terms and assuming the exercise of any owner's options and the non-exercise of any charterer's options under our containerships' charters. As of March 31, 2015, our fixed-term charters represented an aggregate of \$1.9 billion of contracted revenue, assuming the earliest redelivery dates possible and 365 revenue days per annum per containership (which amount includes our ownership percentage of contracted revenue for the existing Joint Venture vessels). Ten of these charters include an option exercisable

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by either party to extend the term: five vessels for two one-year periods at the same charter rate, which represents an additional \$152.2 million of potential contracted revenue, and five Joint Venture vessels for a two-year period and a subsequent three-year period at the same charter rate, which represents an additional \$170.5 million of potential contracted revenue that is attributable to our share of the relevant vessel-owning entities.

Our company and its founders have a long history of operating and investing in the shipping industry. Members of the Konstantakopoulos family hold an aggregate of 64.8% of our common stock. Captain Vasileios Konstantakopoulos, the father of our chairman and chief executive officer, Konstantinos Konstantakopoulos, founded Costamare Shipping Company S.A. (Costamare Shipping) in 1974. We initially owned and operated drybulk carrier vessels, but in 1984 we became the first Greek owned company to enter the containership market and, since 1992, we have focused exclusively on containerships. After assuming management of our company in 1998, Konstantinos Konstantakopoulos has concentrated on building a large, modern and reliable containership fleet run and supported by highly-skilled, experienced and loyal personnel. He founded the management company Shanghai Costamare Ship Management Co., Ltd. (Shanghai Costamare) in 2005 and the manning agency C-Man Maritime, Inc. (C-Man Maritime) in 2006. Today, Konstantinos Konstantakopoulos remains focused on the provision of high quality and reliable service by our management companies and related manning agency. Under his leadership, we have continued to foster a company culture focusing on reliable customer service, industry leadership and innovation.

On January 7, 2013, Costamare Shipping entered into a Co-operation Agreement (the Co-operation Agreement) with V.Ships Greece Ltd. (V.Ships Greece), a member of V.Group, pursuant to which the two companies established a ship management cell (the Cell), within V.Ships Greece. The Cell provides technical, crewing, provisioning, bunkering, sale and purchase and accounting services, as well as certain commercial services, to 20 of our containerships that fly the Liberian and Maltese flags, including two of the Joint Venture vessels in the water. Costamare Shipping passes to the Company the net profit, if any, it receives pursuant to the Co-operation Agreement as a refund or reduction of the management fees payable by the Company to Costamare Shipping under the group management agreement between Costamare Shipping and the Company.

Consistent with our strategy, we have actively managed the size of our fleet through timely acquisitions and dispositions, and successfully navigated our company through strong and weak containership charter markets. Between 2006 and mid-2010, unlike other public competitors, we did not burden our balance sheet with secondhand acquisitions and newbuild commitments when vessel prices were relatively high, and our growth is not currently constrained by significant restrictions on debt incurrence. Together with York, our joint venture partner, we continually evaluate potential transactions and enter into relevant negotiations for the acquisition of newbuilds and secondhand vessels. However, there can be no assurance that we will complete any particular vessel acquisition.

In November 2010, we completed an initial public offering of our common stock in the United States and our common stock began trading on the New York Stock Exchange on November 4, 2010 under the ticker symbol CMRE . On March 27, 2012 and October 19, 2012, we completed two follow- on public offerings of our common stock. In August 2013, we completed a public offering of our Series B Preferred Stock and it began trading on the New York Stock Exchange on August 8, 2013 under the ticker symbol CMRE PR B . In January 2014, we completed a public offering of our Series C Preferred Stock and it began trading on the New York Stock Exchange on January 22, 2014 under the ticker symbol CMRE PR C .

In May 2013, we entered into the Framework Agreement with York to jointly invest in newbuild and secondhand container vessels through jointly held companies in which we hold a stake between 25% and 49%, thereby increasing our ability to expand our operations while diversifying our risk. The joint venture established by the Framework Agreement is expected to be each party s exclusive joint venture for the acquisition of vessels in the containership industry during the commitment period ending May 28, 2015, unless terminated earlier in certain circumstances (although we may acquire vessels outside the joint venture where York rejects a vessel acquisition opportunity). As of

May 5, 2015, the joint venture had executed transactions with capital

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expenditure commitments of approximately \$1.1 billion. As of the same date, Costamare and York had made total payments of \$303.9 million, out of which \$71.2 million had been financed based on debt financing arrangements. We are currently in discussions with York to extend the commitment period under the Framework Agreement.

We maintain our principal executive offices at 60 Zephyrou Street & Syngrou Avenue, 17564 Athens, Greece. Our telephone number at that address is +30-210-949-0050. Our registered address in the Marshall Islands is Trust Company Complex, Ajeltake Road, Ajeltake Island, Majuro, Marshall Islands MH96960. The name of our registered agent at such address is The Trust Company of the Marshall Islands, Inc.

As an established owner of containerships with a focus on reliability, a flexible and strong balance sheet, and significant experience and relationships in the containership sector, we believe we will have access to additional vessel acquisition opportunities from shipyards, our liner company customers, other shipowners, financial institutions and shipbrokers. In addition, we believe we are well-positioned to continue to obtain attractive chartering opportunities with leading liner companies. We plan to use the net proceeds of this offering for general corporate purposes, including vessel acquisitions or investments under the Framework Agreement or otherwise.

Our Fleet, Acquisitions and Newbuildings

Our Fleet

The tables below provide additional information, as of May 5, 2015, about our fleet of 69 containerships, including ten newbuilds on order. Fourteen of our containerships, including ten newbuilds, have been acquired pursuant to the Framework Agreement with York by vessel-owning Joint Venture entities in which we hold a minority equity interest.

Vessel Name	Charterer	Year Built	Capacity (TEU)	Time Charter Term ⁽¹⁾	Current Daily Charter Rate (U.S. dollars)	Expiration of Charter ⁽¹⁾	Average Daily Charter Rate Until Earliest Expiry of Charter (U.S. dollars) ⁽²⁾
COSCO							December
1 GUANGZHOU	COSCO	2006	9,469	12 years	36,400	2017	36,400
2 COSCO NINGBO	COSCO	2006	9,469	12 years	36,400	January 2018	36,400
3 COSCO YANTIAN	COSCO	2006	9,469	12 years	36,400	February 2018	36,400
4 COSCO BEIJING	COSCO	2006	9,469	12 years	36,400	April 2018	36,400
5 COSCO HELLAS	COSCO	2006	9,469	12 years	37,519	May 2018	37,519
							November
6 MSC AZOV ^(**)	MSC	2014	9,403	10 years	43,000	2023	43,000
7 MSC AJACCIO ^(**)	MSC	2014	9,403	10 years	43,000	February 2024	43,000
8 MSC AMALFI ^(**)	MSC	2014	9,403	10 years	43,000	March 2024	43,000
9 MSC ATHENS	MSC	2013	8,827	10 years	42,000	January 2023	42,000
10 MSC ATHOS	MSC	2013	8,827	10 years	42,000	February 2023	42,000
11 VALOR	Evergreen	2013	8,827	7.0 years ⁽ⁱ⁾	41,700	April 2020 ⁽ⁱ⁾	41,700
12 VALUE	Evergreen	2013	8,827	7.0 years ⁽ⁱ⁾	41,700	April 2020 ⁽ⁱ⁾	41,700

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13	VALIANT	Evergreen	2013	8,827	7.0 years ⁽ⁱ⁾	41,700	June 2020 ⁽ⁱ⁾	41,700
14	VALENCE	Evergreen	2013	8,827	7.0 years ⁽ⁱ⁾	41,700	July 2020 ⁽ⁱ⁾	41,700
15	VANTAGE	Evergreen	2013	8,827	7.0 years ⁽ⁱ⁾	41,700	September 2020 ⁽ⁱ⁾	41,700
16	NAVARINO MAERSK	MSC A.P.	2010	8,531	1.0 year		September 2015	
17	KAWASAKI ⁽ⁱⁱ⁾	Moller-Maersk A.P.	1997	7,403	10 years	37,000	December 2017	37,000
18	MAERSK KURE ⁽ⁱⁱ⁾ MAERSK	Moller-Maersk A.P.	1996	7,403	10 years	37,000	December 2017	37,000
19	KOKURA ⁽ⁱⁱ⁾	Moller-Maersk	1997	7,403	10 years	37,000	February 2018	37,000
20	MSC METHONI SEALAND NEW	MSC A.P.	2003	6,724	10 years	29,000	September 2021	29,000
21	YORK	Moller-Maersk A.P.	2000	6,648	11 years	26,100	March 2018	26,100
22	MAERSK KOBE SEALAND	Moller-Maersk A.P.	2000	6,648	11 years	26,100	May 2018	26,100
23	WASHINGTON SEALAND	Moller-Maersk A.P.	2000	6,648	11 years	26,100	June 2018	26,100
24	MICHIGAN SEALAND	Moller-Maersk A.P.	2000	6,648	11 years	26,100	August 2018	26,100
25	ILLINOIS MAERSK	Moller-Maersk A.P.	2000	6,648	11 years	26,100	October 2018	26,100
26	KOLKATA MAERSK	Moller-Maersk A.P.	2003	6,644	11 years	38,865 ⁽³⁾	November 2019	28,053
27	KINGSTON MAERSK	Moller-Maersk A.P.	2003	6,644	11 years	38,461 ⁽⁴⁾	February 2020	28,621
28	KALAMATA	Moller-Maersk	2003	6,644	11 years	38,418 ⁽⁵⁾	April 2020	28,852
29	VENETIKO ENSENADA	PIL	2003	5,928	2.0 years	12,250	May 2015	12,250
30	EXPRESS ^(*)	Hapag Lloyd	2001	5,576	2.0 years	19,000	May 2015	19,000

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Vessel Name	Charterer	Year Built	Capacity (TEU)	Time Charter Term ⁽¹⁾	Current Daily Charter Rate (U.S. dollars)	Expiration of Charter ⁽¹⁾	Average Daily Charter Rate Until Earliest Expiry of Charter (U.S. dollars) ⁽²⁾
31 MSC ROMANOS	MSC	2003	5,050	5.3 years	28,000	November 2016	28,000
32 ZIM NEW YORK	ZIM	2002	4,992	13 years	13,744	September 2015 ⁽⁶⁾	13,744
33 ZIM SHANGHAI	ZIM	2002	4,992	13 years	13,744	September 2015 ⁽⁶⁾	13,744
34 ZIM PIRAEUS OAKLAND	ZIM	2004	4,992	10 years	13,344	September 2015 ⁽⁶⁾	13,344
35 EXPRESS HALIFAX	Hapag Lloyd	2000	4,890	8.0 years	30,500	September 2016	30,500
36 EXPRESS SINGAPORE	Hapag Lloyd	2000	4,890	8.0 years	30,500	October 2016	30,500
37 EXPRESS	Hapag Lloyd	2000	4,890	8.0 years	30,500	July 2016	30,500
38 MSC MANDRAKI	MSC	1988	4,828	7.8 years	20,000	August 2017	20,000
39 MSC MYKONOS	MSC	1988	4,828	8.2 years	20,000	September 2017	20,000
40 MSC ULSAN	MSC	2002	4,132	5.3 years	16,500	March 2017	16,500
41 MSC KORONI	MSC	1998	3,842	9.5 years	13,500 ⁽⁷⁾	September 2018	13,500
42 MSC ITEA	MSC	1998	3,842	1.0 years	7,300	June 2015	7,300
43 KARMEN	Evergreen	1991	3,351	0.8 years	7,500	May 2015	7,500
44 MARINA MSC	Evergreen	1992	3,351	2.5 years	7,000	May 2015	7,000
45 CHALLENGER	MSC	1986	2,633	4.8 years	10,000	July 2015	10,000
46 LAKONIA	Evergreen A.P.	2004	2,586	2.0 years	8,600	February 2017	8,600
47 ELAFONISOS ^(*)	Moller-Maersk	1999	2,526	0.9 years	7,000	November 2015	7,000
48 AREOPOLIS	Evergreen	2000	2,474	0.9 years	7,200	July 2015	7,200
49 MESSINI	Evergreen	1997	2,458	3.3 years	7,900	February 2016	7,900
50 MSC REUNION	MSC	1992	2,024	8.0 years	7,600	July 2016	7,600
51 MSC NAMIBIA II	MSC	1991	2,023	8.8 years	7,600	July 2016	7,600
52 MSC SIERRA II	MSC	1991	2,023	7.7 years	7,600	June 2016	7,600
53 MSC PYLOS	MSC	1991	2,020	5.0 years	7,600	January 2016	7,600
54 X-PRESS PADMA ^(*)	Sea Consortium	1998	1,645	2.0 years	8,225	June 2015	8,225
55 NEAPOLIS	Yang Ming	2000	1,645	0.9 years	8,000	October 2015	8,000
56 PROSPER	Sea Consortium	1996	1,504	0.7 years	7,350 ⁽⁸⁾	August 2015	9,116
57 ZAGORA	MSC	1995	1,162	3.7 years	6,200	May 2015	6,200

58	PETALIDI(*)	CMA CGM	1994	1,162	2.0 years	6,800	August 2015	6,800
59	STADT LUEBECK	CMA CGM	2001	1,078	2.7 years	6,400	June 2015	6,400

Newbuilds

Vessel Name	Shipyard	Charterer	Expected Delivery (based on latest shipyard schedule)
1 NCP0113(*)	Hanjin Subic Bay		4th Quarter 2015
2 NCP0114(*)	Hanjin Subic Bay		1st Quarter 2016
3 NCP0115(*)	Hanjin Subic Bay		2nd Quarter 2016
4 NCP0116(*)	Hanjin Subic Bay		2nd Quarter 2016
5 NCP0152(*)	Hanjin Subic Bay		4th Quarter 2016
6 S2121(*)(***)	Samsung Heavy	Evergreen	2nd Quarter 2016
7 S2122(*)(***)	Samsung Heavy	Evergreen	2nd Quarter 2016
8 S2123(*)(***)	Samsung Heavy	Evergreen	3rd Quarter 2016
9 S2124(*)(***)	Samsung Heavy	Evergreen	3rd Quarter 2016
10 S2125(*)(***)	Samsung Heavy	Evergreen	3rd Quarter 2016

Our newbuilds on order have an aggregate capacity in excess of 125,000 TEU.

- (1) Charter terms and expiration dates are based on the earliest date charters could expire. Amounts set out for current daily charter rate are the amounts contained in the charter contracts.
- (2) This average rate is calculated based on contracted charter rates for the days remaining between April 28, 2015 and the earliest expiration of each charter. Certain of our charter rates change until their earliest expiration dates, as indicated in the footnotes below.
- (3) This charter rate changes on January 13, 2016 to \$26,100 per day until the earliest redelivery date.
- (4) This charter rate changes on April 28, 2016 to \$26,100 per day until the earliest redelivery date.

- (5) This charter rate changes on June 11, 2016 to \$26,100 per day until the earliest redelivery date.
- (6) Zim finalized the terms of its comprehensive financial restructuring plan with its shareholders and its creditors, including vessel and container lenders, shipowners, shipyards, unsecured lenders and bond holders. The amounts in the table reflect the current charter terms, giving effect to our agreement with Zim under the restructuring plan. Based on this agreement, we have been granted charter extensions and have been issued equity securities representing 1.2% of Zim's equity and approximately \$8.2 million in interest bearing notes maturing in 2023. The Company will have the option to extend the charters for two of the three vessels chartered to Zim for successive one year periods at market rate plus \$1,100 per day per vessel while the notes remain outstanding.
- (7) As from December 1, 2012 until redelivery, the charter rate is to be a minimum of \$13,500 per day plus 50% of the difference between the market rate and the charter rate of \$13,500. The market rate is to be determined annually based on the Hamburg ConTex type 3500 TEU index published on October 1 of each year until redelivery.
- (8) This charter rate changes on May 25, 2015 to \$9,500 per day until the earliest redelivery date.
- (i) Assumes exercise of owner's unilateral options to extend the charter of these vessels for two one year periods at the same charter rate. The charterer also has corresponding options to unilaterally extend the charter for the same periods at the same charter rate.
 - (ii) The charterer has a unilateral option to extend the charter of the vessel for two periods of 30 months each +/-90 days on the final period performed, at a rate of \$41,700 per day.
 - (*) Denotes vessels acquired pursuant to the Framework Agreement with York. The Company holds an equity interest ranging between 25% and 49% in each of the vessel-owning entities.
 - (**) Denotes a vessel which has been financed by means of a sale and leaseback transaction pursuant to which the Company holds a bareboat charter interest in the vessel (see Item 5. Operating and Financial Review and Prospects CEXIM Adele in our Annual Report on Form 20-F).
 - (***) Denotes a Joint Venture newbuild which has been financed by means of a sale and leaseback transaction. The Joint Venture will hold a bareboat charter interest in the vessel upon its delivery.

Our Competitive Strengths

We believe that we possess a number of competitive strengths that will allow us to capitalize on growth opportunities in the containership sector, including:

Track Record of Navigating Through Strong and Weak Containership Markets.

Consistent with our strategy of actively managing the size of our fleet through timely acquisitions and dispositions, we grew our fleet from 21 containerships with an aggregate capacity of 43,735 TEU in 2000 to a peak of 53 containerships of 227,778 TEU in 2008, followed by a proactive decrease in response to market conditions in 2009 and the first half of 2010 to a fleet of 42 containerships with a total capacity of 213,348 TEU as of June 30, 2010. Since the time of our initial public offering in November 2010, we have paid or committed to pay approximately \$1.8 billion in vessel acquisitions, including investments under our Framework Agreement. As a result, through the date of this prospectus supplement we have grown our fleet to 69 containerships with a total capacity of approximately 458,000 TEU, including 10 newbuilds on order. 14 of our containerships, including ten newbuilds, have been acquired pursuant to the Framework Agreement with York Capital Management by vessel-owning Joint Venture entities in which we hold a minority equity interest. We believe that the financial flexibility resulting from our strategic growth policy, together with our experience, reputation, quality of services and long-standing relationships with container shipping industry participants and major financial institutions, position us to continue to renew and

expand our fleet, including through our joint venture with York, with further acquisitions of newbuild and high-quality secondhand vessels at attractive prices.

Base of Contracted Cash Flows Through Multi-Year Charter Coverage and Staggered Charter Expiration Dates.

We believe that the multi-year fixed-rate nature of most of our charters, many of which were arranged at attractive points in the shipping cycle, will continue to provide us with a stable base of contracted future revenue. As of May 5, 2015, the average (weighted by TEU capacity) remaining time- charter duration for our fleet of 69 containerships was approximately 4.0 years, based on the remaining fixed terms and assuming the exercise of any owner's extension options and the non-exercise of any charterer's extension options under our containerships' charters. The staggered maturities of the charters for vessels that expire in the next several years will mean that we will likely conduct our re-chartering activity in varying rate environments and we will seek to tailor our charter terms accordingly. As of March 31, 2015, fixed-term charters represented an aggregate of \$1.9 billion of contracted revenue, assuming the earliest redelivery dates possible and 365 revenue days per annum per containership (which amount includes our ownership percentage of contracted revenue for the existing Joint Venture vessels). Ten of these charters include an option exercisable by either party to extend the term: five vessels for two one-year periods at the same charter rate, which represents an additional \$152.2 million of potential contracted revenue, and five Joint Venture vessels for a two-year period and a subsequent three-year period at the same charter rate, which represents an additional \$170.5 million of potential contracted revenue that is attributable to our participation in the relevant vessel-owning entities.

Large, Diversified High-Quality Fleet.

Our fleet of 69 containerships, including ten newbuilds on order (all of which are Joint Venture vessels) and the four Joint Venture vessels in the water, consists of containerships of various sizes and has been assembled to meet our customers' needs and is able to operate on East-West, North-South and Intra-regional trade routes, giving us increased flexibility in re-chartering our containerships. We believe our containerships are built to high standards by reputable shipyards and have been carefully maintained by our managers. We also believe that the reliability of our fleet has been a critical factor in retaining our active and long-standing relationships with the leading liner companies. We have also had success in chartering and operating our older vessels beyond their depreciable lives. We believe that owning a large, high-quality and diverse fleet provides us with a competitive advantage in securing future employment for our containerships.

Experienced Management Team.

Our company and founders have a long history of operating and investing in the container shipping industry beginning in 1984. Our managers' senior management teams have a combined average of approximately 38 years of experience in the shipping industry. We believe that we are able to secure attractive multi-year charters with leading liner companies because of, among other things, our operating track record and our high level of service and support.

Long-Standing Relationships with Leading, Financially Sound Charterers.

Though our business is affected by changes in global and regional economic activity, we believe that by chartering our containerships to leading liner companies, including those we perceive to be most financially and operationally sound, we have reduced our potential charter counterparty risk. We currently charter containerships to A.P. Moller-Maersk A/S, Mediterranean Shipping Company, S.A., members of the Evergreen Group, Hapag Lloyd Aktiengesellschaft, Zim Integrated Shipping Services, Sea Consortium Pts Ltd., CMA CGM, Yang Ming, Pacific International Lines and Cosco Container Lines Co., Ltd.

Access to Capital to Meet Existing Capital Requirements for our Newbuilds and to Pursue Our Growth Strategy.

Since the time of our initial public offering in November 2010, we have arranged debt financing of approximately \$1.8 billion to fund our newbuilding program and vessel acquisitions, including the investments under the Framework Agreement with York.

As of May 5, 2015, the Joint Venture entities had committed financing for five of the newbuild contracts, while they intend to seek debt financing for the remaining newbuild contracts.

In addition, as of March 31, 2015, we had (a) \$141.4 million of cash liquidity, consisting of cash, cash equivalents and restricted cash and (b) six unencumbered containerships, excluding the existing Joint Venture vessels which are also free of debt, aggregating approximately 23,500 TEU, with an average age (weighted by TEU capacity) of 10.5 years.

We believe that our available liquidity will allow us to make additional vessel acquisitions as they become available through our joint venture with York or otherwise. In addition, through the Framework Agreement we have access to additional capital for investments.

Our Business Strategies

Our primary objectives are to profitably grow our business, increase earnings and distributable cash flow per share and maximize value to our stockholders by pursuing the following strategies:

Invest in Vessels at an Attractive Point in the Container Shipping Cycle.

Given our broad and established customer relationships and financial flexibility, we believe we are well-positioned to take advantage of the significant opportunities created by the recent economic downturn and developments in the container shipping industry to acquire newbuild and secondhand vessels at attractively low prices. As an established owner of containerships with significant experience and relationships in the containership sector, we believe we will have ready access to vessel acquisition opportunities from shipyards, our liner company customers, other shipowners, financial institutions and shipbrokers; chartering opportunities with leading liner companies; and available financing alternatives that will facilitate the further renewal and expansion of our fleet. We have arranged for long-term time charters with terms up to 10 years for five newbuilds that will be delivered aggregating in excess of 70,000 TEU in total capacity. The Joint Venture entities will seek to arrange long-term time charters for the remaining newbuilds currently on order. We intend to continue expanding our fleet by acquiring additional containerships at favorable prices through our joint venture with York or on our own using our available resources, which include cash, the net proceeds of this offering and, as necessary and available, borrowings under new credit facilities. To this end we continually evaluate potential transactions and enter into relevant negotiations for the acquisition of newbuilds and secondhand vessels. However, there can be no assurance that we will complete any particular vessel acquisition.

Actively Manage Portfolio of Charters Through the Shipping Cycle.

We believe that a focus on high-quality charterers and a carefully managed charter expiry profile are critical to our business strategy. Our largest customers through March 31, 2015, were A.P. Moller-Maersk, MSC, Evergreen and COSCO, which we perceive to be among the more creditworthy liner companies. As the global economy improves, we will continue to charter our containerships to high-quality charterers and further expand the number of leading liner companies chartering our vessels in order to diversify further our portfolio of time charters from customer, geographic and maturity perspectives. While we believe that diversifying our customer base is important in order to reduce our revenue concentration and moderate our exposure to any one customer, we will also continue to focus our chartering on high quality, financially strong counterparties. We expect that our strategy will also allow us to

re-charter our containerships during various points in the charter market cycle.

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Continue to Manage Our Balance Sheet and Access to Capital.

We believe that management of our balance sheet, including management of cash and capital commitments, will continue to give us financial flexibility. Unlike many of our public competitors, we are not burdened with acquisition and newbuild commitments that were incurred when vessel prices were relatively high, and we believe that we have taken advantage of opportunities at attractive points of the container shipping cycle and that we are well-positioned to continue to do so. As of March 31, 2015, we had \$141.4 million of cash liquidity, consisting of cash, cash equivalents and restricted cash, and six unencumbered vessels, excluding six Joint Venture vessels which are also free of debt. As of May 5, 2015, we had outstanding commitments relating to our ten contracted newbuilds, which have been ordered under the Framework Agreement with York, aggregating approximately \$307.6 million payable in installments until the vessels are delivered, out of which \$185.0 million will be funded through committed financing. The amounts represent our interest in the relevant jointly-owned entities.

Provide High-Quality Customer Service.

We seek to provide high-quality customer service that allows our customers to implement integrated logistics solutions in the marketplace. Our managers' ship management approach is to tailor their services by vessel type and age, which we believe has helped to differentiate us with our charterers and extend our charters and the useful lives of our containerships. We believe that having both affiliated and third-party management companies allows us to have a deep pool of operational management in multiple locations with market-specific experience and relationships, as well as the geographic flexibility needed to manage and crew our large and diverse fleet so as to provide a high level of service, while remaining cost-effective. We also believe that our focus on customer service and reliability enhances our relationships with our charterers. In the past decade, we have had successful chartering relationships with the majority of the top 20 liner companies by TEU capacity.

Corporate Information

Costamare Inc. was incorporated on April 21, 2008, under the laws of the Republic of the Marshall Islands and conducts its operations through various subsidiaries. Each of our containerships, other than the Joint Venture vessels, is owned by one of our subsidiaries. Our participation in the Joint Venture vessels is held through our wholly-owned Marshall Islands subsidiary, Costamare Ventures. We maintain our executive offices at 60 Zephyrou Street & Syngrou Avenue, 17564 Athens, Greece. Our telephone number at that address is +30-210-949-0050. We maintain a website at www.costamare.com. The information contained on or linked to or from our website is not incorporated herein by reference.

The Offering

Issuer	Costamare Inc.
Securities Offered	4,000,000 shares of our 8.75% Series D Cumulative Redeemable Perpetual Preferred Stock, par value \$0.0001 per share, liquidation preference \$25.00 per share, plus up to an additional 600,000 shares if the underwriters exercise their option to purchase additional shares in full. For a detailed description of the Series D Preferred Stock, see Description of Series D Preferred Stock.
Price per Share	\$25.00
Conversion; Exchange and Preemptive Rights	The Series D Preferred Stock will not have any conversion or exchange rights or be subject to preemptive rights.
Dividends	Dividends on Series D Preferred Stock will accrue and be cumulative from the date that the Series D Stock is originally issued and will be payable on each Dividend Payment Date (as defined below) when, as and if declared by our board of directors out of legally available funds for such purpose.
Dividend Payment Dates	January 15, April 15, July 15 and October 15 (each, a Dividend Payment Date), commencing July 15, 2015. If any Dividend Payment Date would otherwise fall on a date that is not a Business Day, declared dividend will be payable on the immediately succeeding Business Day without the accumulation of additional dividends. Dividends will not bear interest.
Dividend Rate	The dividend rate for the Series D Preferred Stock will be 8.75% per annum per \$25.00 of liquidation preference per share (equal to \$2.18750 per annum per share). The dividend rate is not subject to adjustment.
Ranking	The Series D Preferred Stock will represent perpetual equity interests in us and, unlike our indebtedness, will not give rise to a claim for payment of a principal amount at a particular date. The Series D Preferred Stock will rank: senior to our common stock and, if issued, our Series A Participating Preferred Stock, (the Series A Preferred Stock), and to each other class or series of capital stock established after the original issue date of the Series D Preferred Stock that is expressly made junior to the Series D Preferred Stock or any Parity Stock as to the payment of dividends and amounts payable upon liquidation, dissolution or winding up, whether voluntary or involuntary (Junior Stock);

pari passu with our existing Series B Preferred Stock, existing Series C Preferred Stock and any other class or series of capital stock established after the original issue date of the Series D Preferred Stock that is not expressly subordinated or senior to the Series D Preferred Stock as to the payment of dividends and amounts payable upon liquidation, dissolution or winding up, whether voluntary or involuntary (Parity Stock); and

junior to all of our indebtedness and other liabilities with respect to assets available to satisfy claims against us and each other class or series of capital stock expressly made senior to the Series D Preferred Stock as to the payment of dividends and amounts payable upon liquidation, dissolution or winding up, whether voluntary or involuntary (Senior Stock).

Payment of Dividends No dividend may be declared or paid or set apart for payment on any Junior Stock (other than a dividend payable solely in shares of Junior Stock) unless full cumulative dividends have been or contemporaneously are being paid or provided for on all outstanding Series D Preferred Stock and any Parity Stock through the most recent respective dividend payment dates. Accumulated dividends in arrears for any past dividend period may be declared by our board of directors and paid on any date fixed by our board of directors, whether or not a Dividend Payment Date, to holders of the Series D Preferred Stock on the record date for such payment, which may not be more than 60 days, nor less than 5 days, before such payment date. Subject to the next succeeding sentence, if all accumulated dividends in arrears on all outstanding Series D Shares and any Parity Stock have not been declared and paid, or sufficient funds for the payment thereof have not been set apart, payment of accumulated dividends in arrears will be made in order of their respective dividend payment dates, commencing with the earliest such payment date. If less than all dividends payable with respect to all Series D Preferred Stock and any Parity Stock (including the Series B Preferred Stock and Series C Preferred Stock) are paid, any partial payment will be made pro rata with respect to the Series D Preferred Stock and any Parity Stock entitled to a dividend payment at such time in proportion to the aggregate amounts remaining due in respect of such shares at such time. Holders of the Series D Preferred Stock will not be entitled to any dividend, whether payable in cash, property or stock, in excess of full cumulative

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dividends. The holders of Series D Preferred Stock will not receive interest on unpaid dividends.

Optional Redemption At any time on or after May 13, 2020, we may redeem, in whole or from time to time in part, the Series D Preferred Stock 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. Any such redemption would be effected out of any funds available for such purpose. We must provide not less than 30 days and not more than 60 days written notice of any such redemption.

Voting Rights Holders of the Series D Preferred Stock

generally have
no voting
rights.

However, if
and whenever
dividends
payable on the
Series D
Preferred Stock
are in arrears
for six or more
quarterly
periods,
whether or not
consecutive,
holders of
Series D
Preferred Stock
(voting
together as a
class with all
other classes or
series of Parity
Stock upon
which like
voting rights
have been
conferred and
are exercisable,
including
holders of our
Series B
Preferred Stock
and Series C
Preferred
Stock) will be
entitled to elect
one additional
director to
serve on our
board of
directors, and
the size of our
board of
directors will
be increased as
needed to
accommodate
such change
(unless the size
of our board of

directors
already has
been increased
by reason of
the election of
a director by
holders of
Parity Stock
upon which
like voting
rights have
been conferred
and with which
the Series D
Preferred Stock
voted as a class
for the election
of such
director). The
right of such
holders of
Series D
Preferred Stock
to elect a
member of our
board of
directors will
continue until
such time as all
accumulated
and unpaid
dividends on
the Series D
Preferred Stock
have been paid
in full.
Unless we have
received the
affirmative
vote or consent
of the holders
of at least
two-thirds of
the outstanding
Series D
Preferred
Stock, voting
as a single
class, we may
not adopt any
amendment to

our Second Amended and Restated Articles of Incorporation (Articles of Incorporation), that adversely alters the preferences, powers or rights of the Series D Preferred Stock.

In addition, unless we have received the affirmative vote or consent of the holders of at least two-thirds of the outstanding Series D Preferred Stock, voting as a class together with holders of any other Parity Stock upon which like voting rights have been conferred and are exercisable, we may not (i) issue any Parity Stock if the cumulative dividends payable

on outstanding Series D Preferred Stock are in arrears or (ii) create or issue any Senior Stock.

Except as noted above, no vote or consent of the holders of Series D

Preferred Stock is required for (i) creation or incurrence of any

indebtedness, (ii)

authorization or issuance of any common stock or other Junior Stock or (iii)

authorization or issuance of any preferred stock of any series.

Fixed Liquidation Price In the event of any liquidation, dissolution or winding up of our affairs, whether voluntary or involuntary, holders of the Series D Preferred Stock will have the right to receive the liquidation preference of \$25.00 per share plus an amount equal to all accumulated and unpaid

dividends
thereon to the
date of
payment,
whether or not
declared, before
any payments
are made to
holders of our
common stock
or any other
Junior Stock.
Sinking Fund The Series D
Preferred Stock
will not be
subject to any
sinking fund
requirements.

Use of Proceeds We estimate
that the net
proceeds from
this offering,
after deducting
underwriting
discounts and
estimated
expenses
payable by us,
will be
approximately
\$96,540,000
(assuming the
underwriters
option to
purchase
additional
shares is not
exercised). We
plan to use the
net proceeds of
this offering for
general
corporate
purposes,
including vessel
acquisitions or
investments
under the
Framework
Agreement or
otherwise.

Ratings

The Series D Preferred Stock will not be rated by any Nationally Recognized Statistical Rating Organization.

Listing

We intend to file an application to list the Series D Preferred Stock on The New York Stock Exchange (the NYSE). If the application is approved, trading of the Series D Preferred Stock on the NYSE is expected to begin within 30 days after the original issue date of the Series D Preferred Stock. The underwriters have advised us that they intend to make a market in the Series D Preferred Stock prior to commencement of any trading on the NYSE. However, the underwriters will have no obligation to do so, and no assurance can be given that a market for the

Series D
Preferred Stock
will develop
prior to
commencement
of trading on the
NYSE or, if
developed, that
it will be
maintained.

Form

The Series D
Preferred Stock
will be issued
and maintained
only in
book-entry form
registered in the
name of the
nominee of The
Depository
Trust Company
(DTC), except
under limited
circumstances.

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Settlement Delivery of the Series D Preferred Stock offered hereby will be made against payment therefor on or about May 13, 2015.

Risk Factors An investment in our Series D Preferred Stock involves risks. You should consider carefully the factors set forth in the section of this prospectus entitled Risk Factors beginning on page S-18 of this prospectus supplement and on page 3 of our Annual Report on Form 20-F filed with the Securities and Exchange Commission on March 5, 2015 to determine whether an investment in our Series D Preferred Stock is appropriate for you.

Tax Considerations We believe that under current U.S. Federal income tax law, all or a portion of the distributions you receive

from us will constitute dividends and, if you are an individual citizen or resident of the United States or a U.S. estate or trust and meet certain holding period requirements, such dividends are expected to be taxable as qualified dividend income subject to a maximum 20% U.S. Federal income tax rate. Any portion of your distribution that is not treated as a dividend will be treated first as a non-taxable return of capital to the extent of your tax basis in your Series D Preferred Stock and, thereafter, as capital gain. See Material U.S. Federal Income Tax Considerations.

Summary Combined and Consolidated Financial and Other Data

The following table presents summary combined and consolidated financial and other data of Costamare Inc. for each of the five years in the five-year period ended December 31, 2014 and for the three months ended March 31, 2015 and March 31, 2014.

The summary combined and consolidated financial data for each of the five years in the five-year period ended December 31, 2014 is a summary of, is derived from, and is qualified by reference to, our audited consolidated financial statements and notes thereto, which have been prepared in accordance with U.S. generally accepted accounting principles (U.S. GAAP or GAAP). Our audited consolidated statements of income, comprehensive income, stockholders' equity and cash flows for the years ended December 31, 2012, 2013 and 2014 and the consolidated balance sheets at December 31, 2013 and 2014, together with the notes thereto, are included in our Annual Report on Form 20-F, incorporated by reference herein, and should be read in their entirety.

The summary consolidated financial data for the three months ended March 31, 2015 and 2014 and as of March 31, 2015 and 2014, is derived from, and is qualified by reference to, our unaudited consolidated financial statements incorporated by reference in this prospectus. The results of operations for the three months ended March 31, 2015 may not be indicative of the results that may be expected for the entire year ending December 31, 2015.

	2010	Year Ended December 31,				2014	Three Months Ended March 31, 2015 (unaudited)	
		2011	2012	2013		2014	2015	
(Expressed in thousands of U.S. dollars, except for share and per share data)								
STATEMENT OF INCOME								
Revenues:								
Voyage revenue	\$ 353,151	\$ 382,155	\$ 386,155	\$ 414,249	\$ 483,995	\$ 114,898	\$ 120,898	
Expenses:								
Voyage expenses	2,076	4,218	5,533	3,484	3,608	685	6,000	
Voyage expenses related parties	410	2,877	2,873	3,139	3,629	862	9,000	
Charter agreement early termination fee	9,500							
Vessels operating expenses	102,771	110,359	112,462	115,998	120,815	29,384	29,500	
General and administrative expenses	1,224	4,958	4,045	8,517	7,708	1,097	3,900	
Management fees related parties	11,256	15,349	15,171	16,580	18,469	4,471	4,800	
Amortization of dry-docking and special survey costs	8,465	8,139	8,179	8,084	7,814	1,898	1,800	
					4,024	410	1,200	

Amortization of prepaid lease rentals							
Depreciation	70,887	78,803	80,333	89,958	105,787	25,208	25,0
(Gain) loss on sale/disposal of vessels, net	(9,588)	(13,077)	2,796	(518)	(2,543)		
Foreign exchange (gains)/losses	273	(133)	(110)	(8)	(7)	63	(2
Other income/(expenses)							
Operating income	\$ 155,877	\$ 170,662	\$ 154,873	\$ 169,015	\$ 214,691	\$ 50,820	\$ 53,1
Other Income (Expenses):							
Interest income	\$ 1,449	\$ 477	\$ 1,495	\$ 543	\$ 815	\$ 150	\$ 4
Interest and finance costs	(71,949)	(75,441)	(74,734)	(74,533)	(95,562)	(25,796)	(27,9
Swaps breakage costs					(10,192)	(6,712)	
Equity gain (loss) on investments				692	(3,428)	(2,278)	(1
Other, net	306	603	(43)	822	3,294	875	2
Gain (loss) on derivative instruments, net	(4,459)	(8,709)	(462)	6,548	5,469	2,774	5
Total other expenses	\$ (74,653)	\$ (83,070)	\$ (73,744)	\$ (65,928)	\$ (99,604)	\$ (30,987)	\$ (26,8
Net Income	\$ 81,224	\$ 87,592	\$ 81,129	\$ 103,087	\$ 115,087	\$ 19,833	\$ 26,2

	Year Ended December 31,						Thru
	2010	2011	2012	2013	2014	2014	M
	(Expressed in thousands of U.S. dollars, except for share and per share data)						(ur
Earnings allocated to preferred stock				(1,536)	(11,909)		(2,606)
Net Income available to common stockholders	\$ 81,224	\$ 87,592	\$ 81,129	\$ 101,551	\$ 103,178	\$	17,227
Earnings per common share, basic and diluted	\$ 1.65	\$ 1.45	\$ 1.20	\$ 1.36	\$ 1.38	\$	0.23
Weighted average number of shares, basic and diluted	49,113,425	60,300,000	67,612,842	74,800,000	74,800,000		74,800,000
OTHER FINANCIAL DATA							
Net cash provided by operating activities	\$ 127,946	\$ 195,179	\$ 168,114	\$ 186,681	\$ 243,270	\$	53,871
Net cash used in investing activities	(23,850)	(283,758)	(236,509)	(621,056)	(119,263)		(65,138)
Net cash (used in) provided by financing activities	43,396	26,801	237,720	260,433	(104,297)		101,507
Net increase (decrease) in cash and cash equivalents	147,492	(61,778)	169,325	(173,942)	19,710		90,240
Dividends and distributions paid	(10,000)	(61,506)	(73,089)	(81,515)	(93,074)		(21,149)
EBITDA ⁽¹⁾	231,076	249,498	242,880	275,119	327,459		72,995
	\$ 223,609	\$ 274,669	\$ 253,097	\$ 282,414	\$ 343,195	\$	82,082

Adjusted
EBITDA⁽¹⁾Ratio of
earnings to
fixed
charges⁽²⁾

2.18

2.16

2.00

2.19

2.25

1.75

Ratio of
earnings to
fixed charges
and preferred
stock
dividends⁽²⁾

2.18

2.16

2.00

2.14

1.99

1.58

BALANCE SHEET DATA (at period end)Total current
assets

\$ 211,212

\$ 138,851

\$ 299,924

\$ 136,563

\$ 157,975

\$ 223,346

Total assets

1,828,782

1,982,545

2,311,334

2,685,842

2,714,740

2,807,905

Total current
liabilities

184,788

226,589

249,411

294,980

290,376

290,157

Total
long-term
debt,
including
current
portion

1,341,737

1,443,420

1,561,889

1,867,576

1,519,941

1,720,097

Total
stockholders
equity

362,142

329,986

520,452

656,949

802,642

765,840

	Average for the Year Ended December 31,					Average, for the Three Months Ended	
	2010	2011	2012	2013	2014	March 31, 2014	2015

FLEET DATA

Number of vessels

42.4

47.8

46.8

49.6

54.5

53.1

55.0

TEU capacity

211,185

231,990

237,975

263,899

317,006

305,797

320,407

(1) EBITDA and Adjusted EBITDA are non-GAAP measures. The Company reports its financial results in accordance with U.S. GAAP. However, management believes that certain non-GAAP financial measures used in managing the business may provide users of these financial measures additional meaningful comparisons between current results and results in prior operating periods. Management believes that these non-GAAP financial measures can provide additional meaningful reflection of underlying trends of the business because they provide a comparison of historical information that excludes certain items that impact the overall comparability. Management also uses these non-GAAP financial measures in making financial, operating and planning decisions and in evaluating the Company's performance. The table below sets out supplemental financial data and corresponding reconciliations to GAAP financial measures for the years ended December 31, 2014, 2013, 2012, 2011, 2010 and the three months ended March 31, 2015 and March 31, 2014. Non-GAAP financial measures should be viewed in addition to, and not as an alternative for, the Company's reported results prepared in accordance with GAAP.

	Year Ended December 31,					Three Months Ended March 31,	
	2010	2011	2012	2013	2014	2014	2015
	(Expressed in thousands of U.S. dollars)						
Reconciliation of Net Cash from Operating Activities to EBITDA							
Net Cash provided by operating activities	\$ 127,946	\$ 195,179	\$ 168,114	\$ 186,681	\$ 243,270	\$ 53,871	\$ 54,906
Net increase (decrease) in operating assets	5,701	(27,623)	(8,750)	10,260	(15,527)	(7,045)	89
Net (increase) decrease in operating liabilities	10,124	(4,159)	(106)	(7,740)	(3,259)	(230)	28
Interest and finance cost net	70,500	74,964	73,239	73,990	94,747	25,646	27,505
Amortization of financing costs	(1,827)	(2,747)	(1,157)	(1,569)	(4,107)	(1,872)	(472)
Gain (loss) on sale/disposal of vessels, net	9,588	13,077	(2,796)	518	2,543		
Gain (loss) on derivative instruments, net	(4,459)	(8,709)	(462)	6,548	5,469	2,774	544
Amortization of debt discount							335
Payments for dry-dockings and special survey costs	12,705	6,122	11,171	6,189	10,150	1,642	1,802
Equity based payments							(2,634)
Amortization and write-off of unearned	650	650	431				

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revenue								
Net settlements on interest rate swaps qualifying for cash flow hedge		2,752	3,196	3,253	489	487		
Equity gain (loss) on investment				692	(3,428)	(2,278)	(195)	
Allowance for doubtful amounts				(3,703)	(2,888)			
Gain (loss) on sale of investments	148	(8)						
EBITDA	\$ 231,076	\$ 249,498	\$ 242,880	\$ 275,119	\$ 327,459	\$ 72,995	\$ 81,908	
Reconciliation of Net Income to EBITDA								
Net Income	\$ 81,224	\$ 87,592	\$ 81,129	\$ 103,087	\$ 115,087	\$ 19,833	\$ 26,284	
Interest and finance costs	71,949	75,441	74,734	74,533	95,562	25,796	27,943	
Interest income	(1,449)	(477)	(1,495)	(543)	(815)	(150)	(438)	
Depreciation	70,887	78,803	80,333	89,958	105,787	25,208	25,066	
Amortization of dry-docking and special survey costs	8,465	8,139	8,179	8,084	7,814	1,898	1,825	
Amortization of prepaid lease rentals					4,024	410	1,228	
EBITDA	\$ 231,076	\$ 249,498	\$ 242,880	\$ 275,119	\$ 327,459	\$ 72,995	\$ 81,908	
Accrued charter revenue	(13,596)	30,313	6,261	14,976	7,023	2,646	627	
(Gain) loss on sale/disposal of vessels, net	(9,588)	(13,077)	2,796	(518)	(2,543)			
Realized gain (loss) on Euro/USD forward contracts	1,758	(1,971)	698	(615)	451		1,030	
	9,500							

Charter agreement early termination fee								
(Gain) loss on derivative instruments	4,459	8,709	462	(6,548)	(5,469)	(2,774)	(544)	
Swaps breakage costs					10,192	6,712		
Unrealized loss from swap option agreement held by a jointly owned company with York included in equity gain (loss) on investments						6,082	2,503	380
Equity based payments								2,634
Initial purchases of consumable stores for newly acquired vessels		1,197						
Adjusted EBITDA	\$ 223,609	\$ 274,669	\$ 253,097	\$ 282,414	\$ 343,195	\$ 82,082	\$ 86,035	

EBITDA represents net income before interest and finance costs, interest income, amortization of prepaid lease rentals, depreciation and amortization of deferred dry-docking and special survey costs. Adjusted EBITDA represents net income before interest and finance costs, interest income, amortization of prepaid lease rentals, depreciation, (gain) loss on sale/disposal of vessels, amortization of deferred dry-docking and special survey costs, non-cash accrued charter revenue recorded under charters with escalating charter rates, realized gain / (loss) on Euro / USD forward contracts, swaps breakage costs, unrealized loss from swap option agreement held by a jointly owned company with York, which is included in equity gain (loss) on investments, equity based payments, early termination fee on charter agreement, initial purchases of consumable stores for newly acquired vessels and non-cash changes in fair value of derivatives. Accrued charter revenue is attributed to the time difference between the revenue recognition and the cash collection. However, EBITDA and Adjusted EBITDA are not recognized measurements under U.S. GAAP. We believe that the presentation of EBITDA and Adjusted EBITDA are useful to investors because they are frequently used by securities analysts, investors and other interested parties in the evaluation of companies in our industry. We also believe that EBITDA and Adjusted EBITDA are useful in

evaluating our ability to service additional debt and make capital expenditures. In addition, we believe that EBITDA and Adjusted EBITDA are useful in evaluating our operating performance and liquidity position compared to that of other companies in our industry because the calculation of EBITDA and Adjusted EBITDA generally eliminates the effects of financings, income taxes and the accounting effects of capital expenditures and acquisitions, items which may vary for different companies for reasons unrelated to overall operating performance and liquidity. In evaluating EBITDA and Adjusted EBITDA, you should be aware that in the future we may incur expenses that are the same as or similar to some of the adjustments in this presentation. Our presentation of EBITDA and Adjusted EBITDA should not be construed as an inference that our future results will be unaffected by unusual or non-recurring items.

(2) See Ratio of Earnings to Fixed Charges and Preferred Stock Dividends.

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RISK FACTORS

Any investment in our Series D Preferred Stock involves a high degree of risk. You should carefully consider the important factors set forth under the heading "Risk Factors" starting on page 3 of our Annual Report on Form 20-F, which was filed with the SEC on March 5, 2015 and incorporated herein by reference, before investing in our Series D Preferred Stock. For further details, see the sections entitled "Where You Can Find Additional Information" and "Incorporation by Reference."

Any of the risk factors referred to above or provided below could significantly and negatively affect our business, results of operations, prospects or financial condition, which may reduce our ability to pay dividends and lower the trading price of our common stock as well as the trading price of our Series D Preferred Stock, which may be listed on the NYSE. The risks referred to above are not the only ones that may exist. Additional risks not currently known by us or that we deem immaterial may also impair our business operations. You may lose all or a part of your investment. In addition, potential investors should consider the following risks and uncertainties with respect to your investment in the Series D Preferred Stock.

We may not have sufficient cash from our operations to enable us to pay dividends on or to redeem our Series D Preferred Stock following the payment of expenses.

We will pay quarterly dividends on our Series D Preferred Stock from funds legally available for such purpose when, as and if declared by our board of directors. Although dividends on the Series D Preferred Stock are cumulative, our board of directors must declare the actual payment of those dividends. We may not have sufficient cash available each quarter to pay dividends, and our board of directors can elect at any time or from time to time, for an indefinite duration, not to pay any or all accumulated dividends. In addition, we may have insufficient cash available to redeem our Series D Preferred Stock. The amount of dividends we can pay or the amount we can use to redeem Series D Preferred Stock depends upon the amount of cash we generate from and use in our operations, which may fluctuate significantly based on, among other things:

- the charter-hire payments we obtain from our charters as well as our ability to re-charter the vessels and the rates obtained upon the expiration of our existing charters;
- the due performance by our charterers of their obligations;
- our fleet expansion strategy and associated uses of our cash and our financing requirements;
- delays in the delivery of newbuild vessels and the beginning of payments under charters relating to those vessels;
- the level of our operating costs, such as the costs of crews, lubricants and insurance;
- the number of unscheduled off-hire days for our fleet and the timing of, and number of days required for, scheduled dry-docking of our containerships;
- prevailing global and regional economic and political conditions;
- changes in interest rates;
- the effect of governmental regulations and maritime self-regulatory organization standards on the conduct of our business;
- changes in the basis of taxation of our activities in various jurisdictions;
- modification or revocation of our dividend policy by our board of directors;
- the dividend policy adopted by Costamare Ventures and the vessel-owning entities for the Joint Venture vessels;
- and
- the amount of any cash reserves established by our board of directors.

The amount of cash we generate from our operations may differ materially from our net income or loss for the period, which will be affected by non-cash items. We may incur other expenses or liabilities that could reduce or eliminate the cash available for distribution as dividends.

In addition, our credit facilities and other financing agreements prohibit the payment of dividends, if an event of default has occurred and is continuing or would occur as a result of the payment of such dividends.

The Series D Preferred Stock represents perpetual equity interests.

The Series D Preferred Stock represents perpetual equity interests in us and, unlike our indebtedness, will not give rise to a claim for payment of a principal amount at a particular date. As a result, holders of the Series D Preferred Stock may be required to bear the financial risks of an investment in the Series D Preferred Stock for an indefinite period of time.

The Series D Preferred Stock is a new issuance and do not have an established trading market, which may negatively affect their market value and your ability to transfer or sell your shares. In addition, the lack of a fixed redemption date for the Series D Preferred Stock will increase your reliance on the secondary market for liquidity purposes.

The Series D Preferred Stock is a new issue of securities with no established trading market. In addition, since the securities have no stated maturity date, investors seeking liquidity will be limited to selling their shares in the secondary market absent redemption by us. We intend to apply to list the Series D Preferred Stock on the NYSE, but there can be no assurance that the NYSE will accept the Series D Preferred Stock for listing. Even if the Series D Preferred Stock is approved for listing by the NYSE, an active trading market on the NYSE for the shares may not develop or, even if it develops, may not last, in which case the trading price of the shares of Series D Preferred Stock could be adversely affected and your ability to transfer your shares will be limited. Furthermore, trading in the securities may be negatively affected by the fact that only a small number of shares of Series D Preferred Stock will be issued. If an active trading market does develop on the NYSE, our Series D Preferred Stock may trade at prices lower than the offering price. The trading price of our Series D Preferred Stock will depend on many factors, including:

- prevailing interest rates;
- the market for similar securities;
- general economic and financial market conditions;
- our subsequent issuance of debt or preferred equity securities; and
- our financial condition, results of operations and prospects.

We have been advised by the underwriters that they intend to make a market in the shares of our Series D Preferred Stock pending any listing of the shares on the NYSE, but they are not obligated to do so and may discontinue market-making at any time without notice.

The Series D Preferred Stock has not been rated, and ratings of any other of our securities may affect the trading price of the Series D Preferred Stock.

We have not sought to obtain a rating for the Series D Preferred Stock, and the shares may never be rated. It is possible, however, that one or more rating agencies might independently determine to assign a rating to the Series D Preferred Stock or that we may elect to obtain a rating of our Series D Preferred Stock in the future. In addition, we may elect to issue other securities for which we may seek to obtain a rating. If any ratings are assigned to the Series D Preferred Stock in the future or if we issue other securities with a rating, such ratings, if they are lower than market expectations or are subsequently lowered or withdrawn, or if ratings for such other securities would imply a lower relative value for the Series D Preferred Stock, could adversely affect the market for, or the market value of, the Series D Preferred Stock. Ratings only reflect the views of the issuing rating agency or agencies and such ratings could at any time be revised downward or withdrawn entirely at the discretion of the issuing rating agency. A rating is not a recommendation to purchase, sell or hold any particular security, including the Series D Preferred Stock. Ratings do

not reflect market prices or suitability of a security for a particular investor and any future rating of the

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Series D Preferred Stock may not reflect all risks related to us and our business, or the structure or market value of the Series D Preferred Stock.

Our Series D Preferred Stock is subordinated to our debt obligations and pari passu with our Series B Preferred Stock and Series C Preferred Stock, and your interests could be diluted by the issuance of additional shares of preferred stock, including additional Series B, Series C and Series D Preferred Stock, and by other transactions.

Our Series D Preferred Stock is subordinated to all of our existing and future indebtedness. As of March 31, 2015, we had outstanding indebtedness, including our lease obligations, of approximately \$1.7 billion. Our existing indebtedness restricts, and our future indebtedness may include restrictions on, our ability to pay dividends to preferred stockholders. Our charter currently authorizes the issuance of up to 100 million shares of preferred stock in one or more classes or series. Of this preferred stock, 84 million shares remain available for issuance after giving effect to the designation of 10 million shares as Series A Participating Preferred Stock in connection with our adoption of a stockholder rights plan, the issuance of two million shares as Series B Preferred Stock and the issuance of four million shares as Series C Preferred Stock. The issuance of additional preferred stock on a parity with or senior to our Series D Preferred Stock would dilute the interests of the holders of our Series D Preferred Stock, and any issuance of preferred stock senior to or on a parity with our Series D Preferred Stock or of additional indebtedness could affect our ability to pay dividends on, redeem or pay the liquidation preference on our Series D Preferred Stock. No provisions relating to our Series D Preferred Stock protect the holders of our Series D Preferred Stock in the event of a highly leveraged or other transaction, including a merger or the sale, lease or conveyance of all or substantially all our assets or business, which might adversely affect the holders of our Series D Preferred Stock.

Our Series D Preferred Stock ranks *pari passu* with our existing Series B Preferred Stock and Series C Preferred Stock and any other class or series of capital stock established after the original issue date of the Series D Preferred Stock that is not expressly subordinated or senior to the Series D Preferred Stock as to the payment of dividends and amounts payable upon liquidation or reorganization. If less than all dividends payable with respect to the Series D Preferred Stock and any Parity Stock are paid, any partial payment shall be made pro rata with respect to share of Series D Preferred Stock and any Parity Stock entitled to a dividend payment at such time in proportion to the aggregate amounts remaining due in respect of such shares at such time.

Market interest rates may adversely affect the value of our Series D Preferred Stock.

One of the factors that will influence the price of our Series D Preferred Stock will be the dividend yield on the Series D Preferred Stock (as a percentage of the price of our Series D Preferred Stock) relative to market interest rates. An increase in market interest rates may lead prospective purchasers of our Series D Preferred Stock to expect a higher dividend yield, and higher interest rates would likely increase our borrowing costs and potentially decrease funds available for distribution. Accordingly, higher market interest rates could cause the market price of our Series D Preferred Stock to decrease.

As a holder of Series D Preferred Stock you have extremely limited voting rights.

Your voting rights as a holder of Series D Preferred Stock will be extremely limited. Our common stock is the only class of our stock carrying full voting rights. Holders of the Series D Preferred Stock generally have no voting rights. However, if and whenever dividends payable on the Series D Preferred Stock are in arrears for six or more quarterly periods, whether or not consecutive, holders of Series D Preferred Stock (voting together as a class with all other classes or series of Parity Stock upon which like voting rights have been conferred and are exercisable, including holders of our Series B Preferred Stock and Series C Preferred Stock) will be entitled to elect one additional director to serve on our board of directors, and the size of our board of directors will be increased as needed to accommodate such change (unless the size of our board of directors already has been increased by reason of the election of a director

by holders of Parity

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Stock upon which like voting rights have been conferred and with which the Series D Preferred Stock voted as a class for the election of such director). The right of such holders of Series D Preferred Stock to elect a member of our board of directors will continue until such time as all accumulated and unpaid dividends on the Series D Preferred Stock have been paid in full. Certain other limited protective voting rights are described in this prospectus under Description of Series D Preferred Stock Voting Rights.

Our ability to pay dividends on and to redeem our Series D Preferred Stock is limited by the requirements of Marshall Islands law.

Marshall Islands law provides that we may pay dividends on and redeem the Series D Preferred Stock only to the extent that assets are legally available for such purposes. Legally available assets generally are limited to our surplus, which essentially represents our retained earnings and the excess of consideration received by us for the sale of shares above the par value of the shares. In addition, under Marshall Islands law we may not pay dividends on or redeem Series D Preferred Stock if we are insolvent or would be rendered insolvent by the payment of such a dividend or the making of such redemption.

Our operations and results may be adversely affected by the Framework Agreement.

The Framework Agreement is expected to be the exclusive joint venture of the Company for the acquisition of new vessels during the two-year investment period (although we may acquire vessels outside the joint venture where York rejects a vessel acquisition opportunity). Where York decides to participate in a new vessel acquisition, the Company will hold a minority equity interest in such vessel. The operation of the Framework Agreement may increase certain administrative burdens, delay decision making and complicate the operation of the vessels acquired under the Framework Agreement. In addition, our managers may face conflicts of interest in the course of managing both the Company's wholly-owned vessels and the Joint Venture vessels, the outcome of which may favor the Joint Venture vessels.

The amount of your liquidation preference is fixed and you will have no right to receive any greater payment regardless of the circumstances.

The payment due upon a liquidation is fixed at the redemption preference of \$25.00 per share plus accumulated and unpaid dividends to the date of liquidation. If, in the case of our liquidation, there are remaining assets to be distributed after payment of this amount, you will have no right to receive or to participate in these amounts. Furthermore, if the market price for your Series D Preferred Stock is greater than the liquidation preference, you will have no right to receive the market price from us upon our liquidation.

The Series D Preferred Stock is redeemable at our option.

We may, at our option, redeem all or, from time to time, part of the Series D Preferred Stock on or after May 13, 2020. If we redeem your Series D Preferred Stock, you will be entitled to receive a redemption price equal to \$25.00 per share plus accumulated and unpaid dividends to the date of redemption. It is likely that we would choose to exercise our optional redemption right only when prevailing interest rates have declined, which would adversely affect your ability to reinvest your proceeds from the redemption in a comparable investment with an equal or greater yield to the yield on the Series D Preferred Stock had the shares of the Series D Preferred Stock not been redeemed. We may elect to exercise our partial redemption right on multiple occasions.

Tax Risks

In addition to the following risk factors, you should read [Material U.S. Federal Income Tax Considerations](#) and [Non-U.S. Tax Considerations](#) for a more complete discussion of the expected material U.S. Federal and non-U.S. income tax considerations relating to us and the ownership and disposition of our Series D Preferred Stock.

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We may have to pay tax on U.S.-source income, which would reduce our earnings.

Under the U.S. Internal Revenue Code of 1986, as amended (the Code), the U.S.-source gross transportation income of a ship-owning or chartering corporation, such as ourselves, is subject to a 4% U.S. Federal income tax without allowance for deduction, unless that corporation qualifies for exemption from tax under Section 883 of the Code and the Treasury Regulations promulgated thereunder. U.S.-source gross transportation income consists of 50% of the gross shipping income that is attributable to transportation that begins or ends, but that does not both begin and end, in the United States.

We believe that we have qualified for a statutory exemption from such tax and we currently intend to continue to qualify for a statutory exemption from such tax for the foreseeable future. However, no assurance can be given that this will be the case. If we or our subsidiaries are not entitled to this exemption under Section 883 for any taxable year, we or our subsidiaries would be subject for those years to a 4% U.S. Federal income tax on our U.S.-source gross transportation income. The imposition of this taxation could have a negative effect on our business and would result in decreased earnings available for distribution to our stockholders. Some of our time charters contain provisions pursuant to which charterers undertake to reimburse us for the 4% gross basis tax on our U.S.-source gross transportation income. For a more detailed discussion, see Material U.S. Federal Income Tax Considerations Taxation of Our Shipping Income.

If we were treated as a passive foreign investment company, certain adverse U.S. Federal income tax consequences could result to U.S. stockholders.

A foreign corporation will be treated as a passive foreign investment company (PFIC) for U.S. Federal income tax purposes if at least 75% of its gross income for any taxable year consists of certain types of passive income, or at least 50% of the average value of the corporation's assets produce or are held for the production of those types of passive income. For purposes of these tests, passive income includes dividends, interest, and gains from the sale or exchange of investment property and rents and royalties other than rents and royalties that are received from unrelated parties in connection with the active conduct of a trade or business. For purposes of these tests, income derived from the performance of services does not constitute passive income. U.S. stockholders of a PFIC are subject to a disadvantageous U.S. Federal income tax regime with respect to the income derived by the PFIC, the distributions they receive from the PFIC, and the gain, if any, they derive from the sale or other disposition of their shares in the PFIC. If we are treated as a PFIC for any taxable year, we will provide information to U.S. stockholders who request such information to enable them to make certain elections to alleviate certain of the adverse U.S. Federal income tax consequences that would arise as a result of holding an interest in a PFIC.

Based on our proposed method of operation, we do not believe that we will be a PFIC with respect to any taxable year. In this regard, we intend to treat the gross income we derive or are deemed to derive from our time chartering activities as services income, rather than rental income. Accordingly, we believe that our income from our time chartering activities does not constitute passive income, and the assets that we own and operate in connection with the production of that income do not constitute passive assets. Our counsel, Cravath, Swaine & Moore LLP, is of the opinion that we should not be a PFIC based on certain assumptions made by them as well as certain representations we made to them regarding the composition of our assets, the source of our income, the composition of our shareholder base, and the nature of our operations.

There is, however, no legal authority under the PFIC rules addressing our proposed method of operation. Accordingly, no assurance can be given that the U.S. Internal Revenue Service (the IRS), or a court of law will accept our position, and there is a risk that the IRS or a court of law could determine that we are a PFIC. Moreover, no assurance can be given that we would not constitute a PFIC for any future taxable year if there were to be changes in the nature and extent of our operations.

If the IRS were to find that we are or have been a PFIC for any taxable year, U.S. stockholders would face adverse tax consequences. Under the PFIC rules, unless those stockholders make certain elections available under the Code, such stockholders would be liable to pay U.S.

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Federal income tax at the then prevailing income tax rates on ordinary income plus interest upon excess distributions and upon any gain from the disposition of our common stock, as if the excess distribution or gain had been recognized ratably over the stockholder's holding period. See Material U.S. Federal Income Tax Considerations Taxation of U.S. Holders PFIC Status for a more detailed discussion of the U.S. Federal income tax consequences to U.S. stockholders if we are treated as a PFIC.

The enactment of proposed legislation could affect whether dividends paid by us constitute qualified dividend income eligible for the preferential rates.

Legislation has been proposed in the U.S. Senate that would deny the preferential rates of U.S. Federal income tax currently imposed on qualified dividend income with respect to dividends received from a non-U.S. corporation, unless the non-U.S. corporation either is eligible for benefits of a comprehensive income tax treaty with the United States or is created or organized under the laws of a foreign country which has a comprehensive income tax system. Because the Marshall Islands has not entered into a comprehensive income tax treaty with the United States and imposes only limited taxes on corporations organized under its laws, it is unlikely that we could satisfy either of these requirements. Consequently, if this legislation were enacted in its current form the preferential rates of U.S. Federal income tax discussed in Material U.S. Federal Income Tax Considerations Taxation of U.S. Holders Distributions on Our Series D Preferred Stock may no longer be applicable to dividends received from us. As of the date of this prospectus, it is not possible to predict with certainty whether or in what form the proposed legislation will be enacted.

FORWARD-LOOKING STATEMENTS

All statements in this prospectus (and in the documents and statements incorporated by referenced herein) that are not statements of historical fact are forward-looking statements within the meaning of the United States Private Securities Litigation Reform Act of 1995. The disclosure and analysis set forth in this prospectus includes assumptions, expectations, projections, intentions and beliefs about future events in a number of places, particularly in relation to our operations, cash flows, financial position, plans, strategies, business prospects, changes and trends in our business and the markets in which we operate. These statements are intended as forward-looking statements. In some cases, predictive, future-tense or forward-looking words such as believe, intend, anticipate, estimate, project, forecast, potential, may, should, could and expect and similar expressions are intended to identify forward-looking statements but are not the exclusive means of identifying such statements. In addition, we and our representatives may from time to time make other oral or written statements which are forward-looking statements, including in our periodic reports that we file with the SEC, other information sent to our security holders, and other written materials.

Forward-looking statements include, but are not limited to, such matters as:

- general market conditions and shipping industry trends, including charter rates, vessel values and factors affecting supply and demand;
- our continued ability to enter into time charters with existing customers as well as new customers;
- our contracted revenue;
- future operating or financial results and future revenues and expenses;
- our future financial condition and liquidity;
- our ability to obtain financing to fund capital expenditures, acquisitions and other corporate activities, funding by banks of their financial commitments, and our ability to meet our obligations under our credit facilities and comply with our loan covenants;
- the overall health and condition of the U.S. and global financial markets, including the value of the U.S. dollar relative to other currencies;

the financial health of our counterparties, both to our time charters and our credit facilities, and the ability of such counterparties to perform their obligations;

future, pending or recent acquisitions of vessels or other assets, business strategy, areas of possible expansion and expected capital spending or operating expenses;

our ability to complete the formation of a proposed master limited partnership;

our expectations relating to dividend payments and our ability to make such payments;

our expectations about availability of existing vessels to acquire or newbuilds to purchase, the time that it may take to construct and take delivery of new vessels, including our newbuild vessels currently on order, or the useful lives of our vessels;

the availability of key employees and crew;

the length and number of off-hire days, dry-docking requirements and fuel and insurance costs;

our anticipated general and administrative expenses;

our ability to leverage to our advantage our managers' relationships and reputation within the container shipping industry;

the expiration dates and extensions of charters;

our fees and expenses payable under the group management agreement, as amended from time to time;

expected compliance with financing agreements and the expected effect of restrictive covenants in such agreements;

environmental and regulatory conditions, including changes in laws and regulations or actions taken by regulatory authorities;

expected cost of, and our ability to comply with, governmental regulations and maritime self-regulatory organization standards, as well as standards imposed by our charterers applicable to our business;

requirements imposed by classification societies;

risks inherent in vessel operation, including terrorism, piracy and discharge of pollutants;

potential disruption of shipping routes due to accidents, political events, piracy or acts by terrorists;

potential liability from future litigation;

our cooperation with our joint venture partners and any expected benefits from such joint venture arrangement;

our business strategy and other plans and objectives for future operations; and

other factors discussed in **Risk Factors** in this prospectus (and in the **Risk Factors** described in our Annual Report on Form 20-F).

Many of these statements are based on our assumptions about factors that are beyond our ability to control or predict and are subject to risks and uncertainties that are described more fully in the **Risk Factors** section of this prospectus (and in the **Risk Factors** described in our Annual Report on Form 20-F). Any of these factors or a combination of these factors could materially affect future results of operations and the ultimate accuracy of the forward-looking statements. Factors that might cause future results to differ include, but are not limited to, the following:

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

changes in economic and competitive conditions affecting our business;

potential liability from future litigation;

length and number of off-hire periods and dependence on affiliated managers; and

other factors discussed in Risk Factors in this prospectus (and in the Risk Factors described in our Annual Report on Form 20-F).

We caution that the forward-looking statements included in this prospectus (and in the documents and statements incorporated by reference herein) represent our estimates and assumptions only as of the date of this prospectus (and in the documents and statements incorporated by reference herein) and are not intended to give any assurance as to future results. Assumptions, expectations, projections, intentions and beliefs about future events may, and often do, vary from actual results and these differences can be material. The reasons for this include the risks, uncertainties and factors described under Risk Factors (and in the Risk Factors described in our Annual Report on Form 20-F). As a result, the forward-looking events discussed in this prospectus might not occur and our actual results may differ materially from those anticipated in the forward-looking statements. Accordingly, you should not unduly rely on any forward-looking statements.

We undertake no obligation to update or revise any forward-looking statements contained in this prospectus, whether as a result of new information, future events, a change in our views or expectations or otherwise. New factors emerge from time to time, and it is not possible for us to predict all of these factors. Further, we cannot assess the impact of each such factor on our business or the extent to which any factor, or combination of factors, may cause actual results to be materially different from those contained in any forward-looking statement.

USE OF PROCEEDS

We estimate that the net proceeds from this offering, after deducting underwriting discounts and estimated expenses payable by us, will be approximately \$96,540,000 (assuming the underwriters' option to purchase additional shares is not exercised). We plan to use the net proceeds of this offering for general corporate purposes, including vessel acquisitions or investments under the Framework Agreement or otherwise.

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RATIO OF EARNINGS TO FIXED CHARGES AND PREFERRED STOCK DIVIDENDS

The following table sets forth our ratio of earnings to fixed charges and preferred stock dividends for the periods presented.

	Year Ended December 31,					Three Months Ended March 31,
	2010	2011	2012	2013	2014	2015
Ratio of earnings to fixed charges ⁽¹⁾	2.18	2.16	2.00	2.19	2.25	2.07
Ratio of earnings to fixed charges and preferred stock dividends ⁽¹⁾	2.18	2.16	2.00	2.14	1.99	1.85

(1) For purposes of calculating the ratios above:

earnings consist of pre-tax income from continuing operations prepared under U.S. GAAP (which includes non-cash unrealized gains and losses on derivative financial instruments) plus fixed charges, net of capitalized interest and capitalized amortization of deferred financing fees;

fixed charges represent interest incurred (whether expensed or capitalized) and amortization of deferred financing costs (whether expensed or capitalized) and accretion of discount; and

preferred stock dividends refers to the amount of pre-tax earnings that is required to pay the cash dividends on outstanding preferred stock and is computed as the amount of (a) the dividend divided by (b) the result of 1 minus the effective income tax rate applicable to continuing operations. Beginning on August 6, 2013, we had 2,000,000 shares of Series B Preferred Stock outstanding and beginning on January 21, 2014, we had 4,000,000 shares of Series C Preferred Stock outstanding.

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CAPITALIZATION

The following table sets forth our (i) cash and cash equivalents, (ii) restricted cash and (iii) consolidated capitalization as of March 31, 2015 on an:

actual basis;

as adjusted basis, giving effect to (i) scheduled debt repayments totaling \$2.3 million, (ii) dividends totaling \$3.1 million paid on April 15, 2015 to Series B and Series C Preferred Stock holders of record on April 14, 2015 (of which \$2.6 million was accrued as of March 31, 2015), (iii) contribution of \$4.3 million in the equity of a company incorporated pursuant to the Framework Agreement with York for the first installment of the construction of one newbuild vessel and (iv) dividends totaling \$21.7 million paid on May 6, 2015 to common stockholders of record on April 21, 2015.

as further adjusted basis, giving effect to the issuance and sale of the Series D Preferred Stock offered hereby (assuming the underwriters' option to purchase additional shares is not exercised) at the public offering price of \$25.00 per share.

Other than these adjustments, there has been no material change in our capitalization from debt or equity issuances, re-capitalizations or special dividends between March 31, 2015 and the date of this prospectus.

This table should be read in conjunction with our consolidated financial statements and the notes thereto incorporated by reference in this prospectus.

	As of March 31, 2015		
	Actual	As Adjusted	As Further Adjusted
	(in thousands of U.S. dollars)		
Cash and cash equivalents	\$ 84,248	\$ 52,800	\$ 149,340
Restricted cash	\$ 57,179	\$ 57,179	\$ 57,179
Debt:			
Total long-term debt ⁽¹⁾⁽²⁾⁽³⁾	\$ 1,713,852	\$ 1,711,529	\$ 1,711,529
Stockholders' equity:			
Common stock, par value \$0.0001 per share; 1,000,000,000 shares authorized and 74,949,600 shares issued and outstanding on an actual, as adjusted and as further adjusted basis	8	8	8
Series B Preferred Stock, par value \$0.0001 per share; 2,300,000 shares authorized and 2,000,000 shares issued and outstanding on an actual, as adjusted and as further adjusted basis			
Series C Preferred Stock, par value \$0.0001 per share; 4,600,000 shares authorized and 4,000,000 shares issued and outstanding on an actual, as adjusted and as further adjusted basis.			
Series D Preferred Stock, par value \$0.0001 per share; no shares authorized, issued and outstanding on an actual and as adjusted basis; 4,600,000 shares authorized and 4,000,000 shares issued and outstanding on an as further adjusted basis			

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Additional paid-in capital	861,299	861,299	957,839
Retained Earnings/(Accumulated deficit)	2,433	(19,781)	(19,781)
Accumulated other comprehensive loss	(55,385)	(55,385)	(55,385)
Total stockholders equity	\$ 808,355	\$ 786,141	\$ 882,681
Total capitalization	\$ 2,522,207	\$ 2,497,670	\$ 2,594,210

- (1) As of March 31, 2015, we had no undrawn capacity under committed credit facilities for newbuilds on order. However, Joint Venture entities in which we have a minority interest have undrawn committed financing relating to five out of 10 newbuild vessels.
- (2) All of our existing indebtedness is secured.
- (3) Includes finance lease obligations.

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DESCRIPTION OF CAPITAL STOCK

The following is a description of certain material terms of our Articles of Incorporation and bylaws. For additional information, we refer you to our Articles of Incorporation, which are incorporated by reference into this prospectus.

Under our Articles of Incorporation, our authorized capital stock consists of 1,000,000,000 shares of common stock, par value \$0.0001 per share, of which, as of May 5, 2015, 74,949,600 shares were issued and outstanding, and 100,000,000 shares of preferred stock, par value \$0.0001 per share, issuable in series of which, as of May 5, 2015, no shares of Series A Preferred Stock were issued and outstanding, although 10,000,000 shares have been designated Series A Participating Preferred Stock in connection with our adoption of a stockholder rights plan, 2,000,000 shares of Series B Preferred Stock were issued and outstanding, 4,000,000 shares of Series C Preferred Stock were issued and outstanding and no shares of Series D Preferred Stock were issued and outstanding.

Preferred Stock

Our Articles of Incorporation authorize our board of directors to establish one or more series of preferred stock and to determine, with respect to any series of preferred stock, the terms and rights of that series, including, among other things:

- the designation of the series;
- the number of shares in the series, which our board of directors may, except where otherwise provided in the preferred shares designation, increase or decrease, but not below the number of shares then outstanding;
- whether dividends, if any, will be cumulative or non-cumulative and the dividend rate of the series;
- the dates at which dividends, if any, will be payable;
- the redemption rights and price or prices, if any, for shares of the series;
- the terms and amounts of any sinking fund provided for the purchase or redemption of shares of the series;
- the amounts payable on shares of the series in the event of any voluntary or involuntary liquidation, dissolution or winding-up of the affairs of our company;
- whether the shares of the series will be convertible into shares of any other class or series, or any other security, of our company or any other corporation, and, if so, the specification of the other class or series or other security, the conversion price or prices or rate or rates, any rate adjustments, the date or dates as of which the shares will be convertible and all other terms and conditions upon which the conversion may be made;
- restrictions on the issuance of shares of the same series or of any other class or series; and
- the voting rights, if any, of the holders of the series.

Series A Preferred Stock

There are no shares of Series A Preferred Stock issued and outstanding, although 10,000,000 shares have been designated Series A Participating Preferred Stock in connection with our adoption of a stockholder rights plan.

Series B Preferred Stock

In August 2013, we issued 2,000,000 shares of our 7.625% Series B Preferred Stock. The initial liquidation preference of the Series B Preferred Stock is \$25.00 per share. The shares are redeemable by us at any time on or after August 6, 2018. The shares carry an annual dividend rate of 7.625% per \$25.00 of liquidation preference per share. The Series B Preferred Stock represents perpetual equity interests in us and, unlike our indebtedness but like our Series C Preferred Stock and Series D Preferred Stock, do not give rise to a claim of payment of a principal amount at a

particular date. As such, the Series B Preferred Stock ranks junior to all of our indebtedness and other liabilities with respect to assets available to satisfy claims against us, and *pari passu* with the Series C Preferred Stock and Series D Preferred Stock. Upon any liquidation and dissolution of us, holders of the Series B Preferred Stock will generally be entitled to receive the cash value of the liquidation preference of the Series B Preferred Stock, plus an amount equal to accumulated and unpaid dividends, after satisfaction of all liabilities to our creditors, but before any distribution is made to or set aside for the holders of junior stock, including common stock. The Series B Preferred Stock is not convertible into common stock or other of our securities, do not have exchange rights and are not entitled to preemptive or similar rights. A description of our Series B Preferred Stock can be found in our registration statement on Form 8-A (File No. 001-34934), filed with the SEC on August 2, 2013 which incorporates by reference the description of the Series B Preferred Stock contained in our prospectus filed with the SEC on July 31, 2013, pursuant to Rule 424(b) under the Securities Act, and any amendments or reports filed updating that description.

Series C Preferred Stock

In January 2014, we issued 4,000,000 shares of our 8.50% Series C Preferred Stock. The initial liquidation preference of the Series C Preferred Stock is \$25.00 per share. The shares are redeemable by us at any time on or after January 21, 2019. The shares carry an annual dividend rate of 8.50% per \$25.00 of liquidation preference per share. The Series C Preferred Stock represents perpetual equity interests in us and, unlike our indebtedness but like our Series B Preferred Stock and Series D Preferred Stock, do not give rise to a claim of payment of a principal amount at a particular date. As such, the Series C Preferred Stock ranks junior to all of our indebtedness and other liabilities with respect to assets available to satisfy claims against us, and *pari passu* with the Series B Preferred Stock and Series D Preferred Stock. Upon any liquidation and dissolution of us, holders of the Series C Preferred Stock will generally be entitled to receive the cash value of the liquidation preference of the Series C Preferred Stock, plus an amount equal to accumulated and unpaid dividends, after satisfaction of all liabilities to our creditors, but before any distribution is made to or set aside for the holders of junior stock, including common stock. The Series C Preferred Stock is not convertible into common stock or other of our securities, do not have exchange rights and are not entitled to preemptive or similar rights. A description of our Series C Preferred Stock can be found in our registration statement on Form 8-A (File No. 001-34934), filed with the SEC on January 15, 2014 which incorporates by reference the description of the Series C Preferred Stock contained in our prospectus filed with the SEC on January 14, 2014, pursuant to Rule 424(b) under the Securities Act, and any amendments or reports filed updating that description.

Series D Preferred Stock

The Series D Preferred Stock offered hereby is a new series of shares. See [Description of Series D Preferred Stock](#) for a description of the terms of these shares.

Common Stock

A description of our common stock can be found in our registration statement on Form 8-A (File No. 001-34934), filed with the SEC on October 27, 2010, which incorporates by reference the description of our common stock contained in our Registration Statement on Form F-1 (File No. 333- 170033), as amended, filed with the SEC on October 20, 2010, and any amendments or reports filed updating that description.

DESCRIPTION OF SERIES D PREFERRED STOCK

The following description of the Series D Preferred Stock does not purport to be complete and is subject to, and qualified in its entirety by reference to, the provisions of our Articles of Incorporation, including the Statement of Designation designating the Series D Preferred Stock (the Statement of Designation), and setting forth the rights, preferences and limitations of the Series D Preferred Stock. We will file the Statement of Designation with the Registrar of Corporations of the Republic of The Marshall Islands. A copy of the Statement of Designation may be obtained from us as described under Where You Can Find Additional Information.

General

The Series D Preferred Stock offered hereby is a new series of preferred shares. Upon completion of this offering, there will be 4,600,000 shares of Series D Preferred Stock authorized, and 4,000,000 issued and outstanding (or 4,600,000 shares of Series D Preferred Stock issued and outstanding if the underwriters exercise their option to purchase additional shares in full). We may, without notice to or consent of the holders of the then-outstanding shares of Series D Preferred Stock, authorize and issue additional Series D Preferred Stock as well as Parity Stock and Junior Stock (each as defined under Summary The Offering Ranking) and, subject to the further limitations described under Voting Rights, Senior Stock (as defined under Summary The Offering Ranking).

The holders of our common stock are entitled to receive, to the extent permitted by law, such dividends as may from time to time be declared by our board of directors. Upon any liquidation, dissolution or winding up of our affairs, whether voluntary or involuntary, the holders of our common stock are entitled to receive distributions of our assets, after we have satisfied or made provision for our debts and other obligations and for payment to the holders of shares of any class or series of capital stock (including the Series D Preferred Stock) having preferential rights to receive distributions of our assets. See Description of Capital Stock.

The Series D Preferred Stock will entitle the holders thereof to receive cumulative cash dividends when, as and if declared by our board of directors out of legally available funds for such purpose. When issued and paid for in the manner described in this prospectus supplement, the Series D Preferred Stock offered hereby will be fully paid and nonassessable. Each share of Series D Preferred Stock will have a fixed liquidation preference of \$25.00 per share plus an amount equal to accumulated and unpaid dividends thereon to the date fixed for payment, whether or not declared. See Liquidation Rights.

The Series D Preferred Stock will represent perpetual equity interests in us and, unlike our indebtedness, will not give rise to a claim for payment of a principal amount at a particular date. As such, the Series D Preferred Stock will rank junior to all of our indebtedness and other liabilities with respect to assets available to satisfy claims against us.

All shares of Series D Preferred Stock offered hereby will be represented by a single certificate issued to the Securities Depository (as defined below) and registered in the name of its nominee and, so long as a Securities Depository has been appointed and is serving, no person acquiring Series D Preferred Stock will be entitled to receive a certificate representing such shares unless applicable law otherwise requires or the Securities Depository resigns or is no longer eligible to act as such and a successor is not appointed. See Book-Entry System.

The Series D Preferred Stock will not be convertible into common stock or other of our securities and will not have exchange rights or be entitled or subject to any preemptive or similar rights. The Series D Preferred Stock will not be subject to mandatory redemption or to any sinking fund requirements. The Series D Preferred Stock will be subject to redemption, in whole or from time to time in part, at our option commencing on May 13, 2020. See Redemption.

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We have appointed American Stock Transfer & Trust Company, LLC as the paying agent (the Paying Agent), and the registrar and transfer agent (the Registrar and Transfer Agent), for the Series D Preferred Stock. The address of the Paying Agent is 6201 15th Avenue, Brooklyn, New York 11219.

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Ranking

Prior to this offering, we have established three other series of preferred shares.

As of March 31, 2015, there are no shares of Series A Preferred Stock issued and outstanding, although 10,000,000 shares have been designated Series A Participating Preferred Stock in connection with our adoption of a stockholder rights plan.

As of March 31, 2015, a total of 2,000,000 shares of our 7.625% Series B Preferred Stock were issued and outstanding.

As of March 31, 2015, a total of 4,000,000 shares of our 8.5% Series C Preferred Stock were issued and outstanding.

The rights, preferences and limitations of the Series B Preferred Stock and Series C Preferred Stock are described in more detail under "Description of Capital Stock" above.

The Series D Preferred Stock will, with respect to dividend distributions and distributions upon the liquidation, winding-up and dissolution of our affairs, rank:

senior to the Junior Stock;
on a parity with the Parity Stock; and
junior to the Senior Stock.

The Series D Preferred Stock ranks junior to all of our indebtedness and other liabilities with respect to assets available to satisfy claims against us, and *pari passu* with the Series B Preferred Stock and Series C Preferred Stock.

Liquidation Rights

The holders of outstanding shares of Series D Preferred Stock will be entitled, in the event of any liquidation, dissolution or winding up of our affairs, whether voluntary or involuntary, to receive the liquidation preference of \$25.00 per share in cash plus an amount equal to accumulated and unpaid dividends thereon to the date fixed for payment of such amount (whether or not declared), and no more, before any distribution will be made to the holders of our common stock or any other Junior Stock. A consolidation or merger of us with or into any other entity, individually or in a series of transactions, will not be deemed a liquidation, dissolution or winding up of our affairs for this purpose. In the event that our assets available for distribution to holders of the outstanding Series D Preferred Stock and any Parity Stock are insufficient to permit payment of all required amounts, our assets then remaining will be distributed among the Series D Preferred Stock and any Parity Stock, as applicable, ratably on the basis of their relative aggregate liquidation preferences. After payment of all required amounts to the holders of the outstanding shares of Series D Preferred Stock and Parity Stock, our remaining assets and funds will be distributed among the holders of the common stock and any other Junior Stock then outstanding according to their respective rights.

Voting Rights

The Series D Preferred Stock will have no voting rights except as set forth below or as otherwise provided by Marshall Islands law. In the event that six quarterly dividends, whether consecutive or not, payable on the Series D Preferred Stock are in arrears, the holders of the Series D Preferred Stock, will have the right, voting as a class together with holders of any Parity Stock upon which like voting rights have been conferred and are exercisable, including holders of our Series B Preferred Stock and Series C Preferred Stock, at the next meeting of stockholders called for the election of directors, to elect one member of our board of directors, and the size of our board of directors will be increased as needed to accommodate such change (unless the size of our board of directors already has been increased by reason of the election of a director by holders of Parity Stock upon which like voting rights have been conferred and with which the Series D Preferred Stock voted as a class for the election of such director). The right of

such holders of Series D Preferred Stock to elect a member of our board of directors will continue until such time

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as all dividends accumulated and in arrears on the Series D Preferred Stock have been paid in full, at which time such right will terminate, subject to revesting in the event of each and every subsequent failure to pay six quarterly dividends as described above. Upon any termination of the right of the holders of the Series D Preferred Stock and any other Parity Stock to vote as a class for directors, the term of office of all directors then in office elected by such holders voting as a class will terminate immediately. Any director elected by the holders of the Series D Preferred Stock and any other Parity Stock shall each be entitled to one vote on any matter before our board of directors.

Unless we have received the affirmative vote or consent of the holders of at least two-thirds of the outstanding Series D Preferred Stock, voting as a single class, we may not adopt any amendment to our Articles of Incorporation that adversely alters the preferences, powers or rights of the Series D Preferred Stock.

Under the Statement of Designation, we may issue additional common stock and other Junior Stock from time to time in one or more series without the consent of the holders of the Series D Preferred Stock. Our board of directors has the authority to determine the preferences, powers, qualifications, limitations, restrictions and special or relative rights or privileges, if any, of any such series before the issuance of any shares of that series. Our board of directors will also determine the number of shares constituting each series of securities. Our ability to issue additional Parity Stock or Senior Stock is limited as described under **Voting Rights**.

In addition, unless we have received the affirmative vote or consent of the holders of at least two-thirds of the outstanding shares of Series D Preferred Stock, voting as a class together with holders of any other Parity Stock upon which like voting rights have been conferred and are exercisable, we may not:

- issue any Parity Stock if the cumulative dividends payable on outstanding Series D Preferred Stock are in arrears;
- or
- create or issue any Senior Stock.

On any matter described above in which the holders of the Series D Preferred Stock are entitled to vote as a class, such holders will be entitled to one vote per share. The Series D Preferred Stock held by us or any of our subsidiaries or affiliates will not be entitled to vote. As of May 5, 2015, there were 2,000,000 shares of Series B Preferred Stock outstanding and 4,000,000 shares of Series C Preferred Stock outstanding. Accordingly, after the issuance of 4,000,000 shares of Series D Preferred Stock in this offering (assuming the underwriters do not exercise their option to purchase additional shares), the Series D Preferred Stock will represent approximately 40% of the total voting power of the Series B Preferred Stock, Series C Preferred Stock and the Series D Preferred Stock. Assuming that we issue 4,600,000 shares of Series D Preferred Stock in this offering (assuming the underwriters exercise their option to purchase additional shares in full), the Series D Preferred Shares will represent approximately 43.4% of the total voting power of the Series B Preferred Stock, Series C Preferred Stock and the Series D Preferred Stock.

No vote or consent of holders of Series D Preferred Stock shall be required for (i) the creation or incurrence of any indebtedness, (ii) the authorization or issuance of any common stock or other Junior Stock or (iii) except as provided above, the authorization or issuance of any preferred stock of any series of the Company.

Dividends

General

Holders of Series D Preferred Stock will be entitled to receive, when, as and if declared by our board of directors out of legally available funds for such purpose, cumulative cash dividends from May 13, 2015.

Dividend Rate

Dividends on Series D Preferred Stock will be cumulative, commencing on May 13, 2015, and payable on each Dividend Payment Date, commencing July 15, 2015, when, as and if declared by our board of directors or any authorized committee thereof out of legally available funds for such purpose. Dividends on the Series D Preferred Stock will accrue at a rate of 8.75% per annum per \$25.00 stated liquidation preference per share of Series D Preferred Stock. The dividend rate is not subject to adjustment.

Dividend Payment Dates

The Dividend Payment Dates for the Series D Preferred Stock will be each January 15, April 15, July 15 and October 15, commencing July 15, 2015. Dividends will accumulate in each dividend period from and including the preceding Dividend Payment Date or the initial issue date, as the case may be, to but excluding the applicable Dividend Payment Date for such dividend period. If any Dividend Payment Date otherwise would fall on a day that is not a Business Day, declared dividends will be paid on the immediately succeeding Business Day without the accumulation of additional dividends. Dividends on the Series D Preferred Stock will be payable based on a 360-day year consisting of twelve 30-day months.

Business Day means a day on which The New York Stock Exchange is open for trading and which is not a Saturday, a Sunday or other day on which banks in New York City are authorized or required by law to close.

Payment of Dividends

Not later than the close of business, New York City time, on each Dividend Payment Date, we will pay those dividends, if any, on the Series D Preferred Stock that have been declared by our board of directors to the holders of such shares as such holders' names appear on our stock transfer books maintained by the Registrar and Transfer Agent on the applicable Record Date. The applicable record date (the Record Date), will be the Business Day immediately preceding the applicable Dividend Payment Date, except that in the case of payments of dividends in arrears, the Record Date with respect to a Dividend Payment Date will be such date as may be designated by our board of directors in accordance with our bylaws then in effect and the Statement of Designation.

So long as the Series D Preferred Stock is held of record by the Securities Depository or its nominee, declared dividends will be paid to the Securities Depository in same-day funds on each Dividend Payment Date. The Securities Depository will credit accounts of its participants in accordance with the Securities Depository's normal procedures. The participants will be responsible for holding or disbursing such payments to beneficial owners of the Series D Preferred Stock in accordance with the instructions of such beneficial owners.

No dividend may be declared or paid or set apart for payment on any Junior Stock (other than a dividend payable solely in shares of Junior Stock) unless full cumulative dividends have been or contemporaneously are being paid or provided for on all outstanding shares of Series D Preferred Stock and any Parity Stock through the most recent respective Dividend Payment Date. Accumulated dividends in arrears for any past dividend period may be declared by our board of directors and paid on any date fixed by our board of directors, whether or not a Dividend Payment Date, to holders of the Series D Preferred Stock on the record date for such payment, which may not be more than 60 days, nor less than 5 days, before such payment date. Subject to the next succeeding sentence, if all accumulated dividends in arrears on all outstanding Series D Shares and any Parity Stock have not been declared and paid, or sufficient funds for the payment thereof have not been set apart, payment of accumulated dividends in arrears will be made in order of their respective Dividend Payment Dates, commencing with the earliest. If less than all dividends payable with respect to all Series D Preferred Stock and any Parity Stock are paid, any partial payment will be made pro rata with respect to the Series D Preferred Stock and any Parity Stock (including the Series B Preferred Stock) entitled to a dividend

payment at such time in proportion to the aggregate

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amounts remaining due in respect of such shares at such time. Holders of the Series D Preferred Stock will not be entitled to any dividend, whether payable in cash, property or stock, in excess of full cumulative dividends. No interest or sum of money in lieu of interest will be payable in respect of any dividend payment which may be in arrears on the Series D Preferred Stock.

Redemption

Optional Redemption

Commencing on May 13, 2020, we may redeem, at our option, in whole or from time to time in part, the Series D Preferred Stock at a redemption price in cash equal to \$25.00 per share plus an amount equal to all accumulated and unpaid dividends thereon to the date of redemption, whether or not declared. Any such optional redemption shall be effected out of any funds available for such purpose.

Redemption Procedures

We will give notice of any redemption by mail, postage prepaid, not less than 30 days and not more than 60 days before the scheduled date of redemption, to the holders of any shares to be redeemed as such holders' names appear on our stock transfer books maintained by the Registrar and Transfer Agent at the address of such holders shown therein. Such notice shall state: (1) the redemption date, (2) the number of Series D Preferred Stock to be redeemed and, if less than all outstanding shares of Series D Preferred Stock are to be redeemed, the number (and the identification) of shares to be redeemed from such holder, (3) the redemption price, (4) the place where the Series D Preferred Stock is to be redeemed and shall be presented and surrendered for payment of the redemption price therefor and (5) that dividends on the shares to be redeemed will cease to accumulate from and after such redemption date.

If fewer than all of the outstanding shares of Series D Preferred Stock are to be redeemed, the number of shares to be redeemed will be determined by us, and such shares will be redeemed pro rata or by lot as the Securities Depository shall determine, with adjustments to avoid redemption of fractional shares. So long as all shares of Series D Preferred Stock are held of record by the Securities Depository or its nominee, we will give notice, or cause notice to be given, to the Securities Depository of the number of shares of Series D Preferred Stock to be redeemed, and the Securities Depository will determine the number of shares of Series D Preferred Stock to be redeemed from the account of each of its participants holding such shares in its participant account. Thereafter, each participant will select the number of shares to be redeemed from each beneficial owner for whom it acts (including the participant, to the extent it holds Series D Preferred Stock for its own account). A participant may determine to redeem Series D Preferred Stock from some beneficial owners (including the participant itself) without redeeming Series D Preferred Stock from the accounts of other beneficial owners.

So long as the Series D Preferred Stock is held of record by the Securities Depository or its nominee, the redemption price will be paid by the Paying Agent to the Securities Depository on the redemption date. The Securities Depository's normal procedures provide for it to distribute the amount of the redemption price in same-day funds to its participants who, in turn, are expected to distribute such funds to the persons for whom they are acting as agent.

If we give or cause to be given a notice of redemption, then we will deposit with the Paying Agent funds sufficient to redeem the Series D Preferred Stock as to which notice has been given by the close of business, New York City time, no later than the Business Day immediately preceding the date fixed for redemption, and will give the Paying Agent irrevocable instructions and authority to pay the redemption price to the holder or holders thereof upon surrender or deemed surrender (which will occur automatically if the certificate representing such shares is issued in the name of the Securities Depository or its nominee) of the certificates therefor. If notice of redemption shall have been given, then from and after the date fixed for redemption, unless we default in providing funds sufficient for such redemption

at the time and place specified for payment pursuant to the notice, all dividends on such shares will cease to accumulate and all rights of holders of such shares

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as our stockholders will cease, except the right to receive the redemption price, including an amount equal to accumulated and unpaid dividends through the date fixed for redemption, whether or not declared. We will be entitled to receive from the Paying Agent the interest income, if any, earned on such funds deposited with the Paying Agent (to the extent that such interest income is not required to pay the redemption price of the shares to be redeemed), and the holders of any shares so redeemed will have no claim to any such interest income. Any funds deposited with the Paying Agent hereunder by us for any reason, including, but not limited to, redemption of Series D Preferred Stock, that remain unclaimed or unpaid after two years after the applicable redemption date or other payment date, shall be, to the extent permitted by law, repaid to us upon our written request, after which repayment the holders of the Series D Preferred Stock entitled to such redemption or other payment shall have recourse only to us.

If only a portion of the Series D Preferred Stock represented by a certificate has been called for redemption, upon surrender of the certificate to the Paying Agent (which will occur automatically if the certificate representing such shares is registered in the name of the Securities Depository or its nominee), the Paying Agent will issue to the holder of such shares a new certificate (or adjust the applicable book-entry account) representing the number of shares of Series D Preferred Stock represented by the surrendered certificate that have not been called for redemption.

Notwithstanding any notice of redemption, there will be no redemption of any Series D Preferred Stock called for redemption until funds sufficient to pay the full redemption price of such shares, including all accumulated and unpaid dividends to the date of redemption, whether or not declared, have been deposited by us with the Paying Agent.

We and our affiliates may from time to time purchase the Series D Preferred Stock, subject to compliance with all applicable securities and other laws. Neither we nor any of our affiliates has any obligation, or any present plan or intention, to purchase any Series D Preferred Stock. Any shares repurchased and cancelled by us will revert to the status of authorized but unissued preferred shares, undesignated as to series.

Notwithstanding the foregoing, in the event that full cumulative dividends on the Series D Preferred Stock and any Parity Stock have not been paid or declared and set apart for payment, we may not repurchase, redeem or otherwise acquire, in whole or in part, any Series D Preferred Stock or Parity Stock except pursuant to a purchase or exchange offer made on the same terms to all holders of Series D Preferred Stock and any Parity Stock. Common stock and any other Junior Stock may not be redeemed, repurchased or otherwise acquired unless full cumulative dividends on the Series D Preferred Stock and any Parity Stock for all prior and the then-ending dividend periods have been paid or declared and set apart for payment.

No Sinking Fund

The Series D Preferred Stock will not have the benefit of any sinking fund.

Book-Entry System

All Series D Preferred Stock offered hereby will be represented by a single certificate issued to The Depository Trust Company (and its successors or assigns or any other securities depository selected by us), or the Securities Depository, and registered in the name of its nominee (initially, Cede & Co.). The Series D Preferred Stock offered hereby will continue to be represented by a single certificate registered in the name of the Securities Depository or its nominee, and no holder of the Series D Preferred Stock offered hereby will be entitled to receive a certificate evidencing such shares unless otherwise required by law or the Securities Depository gives notice of its intention to resign or is no longer eligible to act as such and we have not selected a substitute Securities Depository within 60 calendar days thereafter. Payments and communications made by us to holders of the Series D Preferred Stock will be duly made by making payments to, and communicating with, the Securities Depository. Accordingly, unless certificates are available to holders of the Series D Preferred Stock, each purchaser of Series D Preferred Stock must rely on

(1) the procedures of the Securities Depository and its participants to receive dividends, distributions, any redemption price, liquidation preference and notices, and to direct the exercise of any voting or nominating rights, with respect to such Series D Preferred Stock and (2) the records of the Securities Depository and its participants to evidence its ownership of such Series D Preferred Stock.

So long as the Securities Depository (or its nominee) is the sole holder of the Series D Preferred Stock, no beneficial holder of the Series D Preferred Stock will be deemed to be a stockholder of us. The Depository Trust Company, the initial Securities Depository, is a New York-chartered limited purpose trust company that performs services for its participants, some of whom (and/or their representatives) own The Depository Trust Company. The Securities Depository maintains lists of its participants and will maintain the positions (*i.e.*, ownership interests) held by its participants in the Series D Preferred Stock, whether as a holder of the Series D Preferred Stock for its own account or as a nominee for another holder of the Series D Preferred Stock.

Investors in the Series D Preferred Stock who are not direct participants in The Depository Trust Company may hold their interests therein indirectly through organizations (including Euroclear System (Euroclear) and Clearstream Banking, N.A. (Clearstream)) which are direct participants. Euroclear and Clearstream will hold interests in the Series D Preferred Stock on behalf of their participants through customers' securities accounts in their respective names on the books of their respective depositories, which are Euroclear Bank S.A./ N.V., as operator of Euroclear, and Citibank, N.A., as operator of Clearstream. All interests in the Series D Preferred Stock, including those held through Euroclear or Clearstream, may be subject to the procedures and requirements of The Depository Trust Company or any successor Securities Depository. Those interests held through Euroclear or Clearstream may also be subject to the procedures and requirements of such systems.

Cross-market transfers between direct participants in The Depository Trust Company, on the one hand, and Euroclear or Clearstream participants, on the other hand, will be effected through The Depository Trust Company in accordance with The Depository Trust Company's rules on behalf of Euroclear or Clearstream, as the case may be, by their respective depositories; however, such cross-market transactions will require delivery of instructions to Euroclear or Clearstream, as the case may be, by the counterparty in such system in accordance with the rules and procedures and within the established deadlines (Brussels time) of such system. Euroclear or Clearstream, as the case may be, will, if the transaction meets its settlement requirements, deliver instructions to its respective depository to take action to effect final settlement on its behalf by delivering or receiving interests in the Series D Preferred Stock in The Depository Trust Company, and making or receiving payment in accordance with normal procedures for same-day funds settlement applicable to The Depository Trust Company. Euroclear participants and Clearstream participants may not deliver instructions directly to the depositories for Euroclear or Clearstream.

Because of time zone differences, the securities account of a Euroclear or Clearstream participant purchasing an interest in the single certificate representing the Series D Preferred Stock from a direct participant in The Depository Trust Company will be credited, and any such crediting will be reported to the relevant Euroclear or Clearstream participant, during the securities settlement processing day (which must be a business day for Euroclear and Clearstream) immediately following the settlement date of The Depository Trust Company. The Depository Trust Company has advised the issuer that cash received in Euroclear or Clearstream as a result of sales of interests in the single certificate representing the Series D Preferred Stock by or through a Euroclear or Clearstream participant to a direct participant in The Depository Trust Company will be received with value on the settlement date of The Depository Trust Company but will be available in the relevant Euroclear or Clearstream cash account only as of the business day for Euroclear or Clearstream following The Depository Trust Company's settlement date.