

Costamare Inc.
Form 424B5
October 16, 2012

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Registration No. 333-179244

PROSPECTUS SUPPLEMENT
(to Prospectus dated February 14, 2012)

7,000,000 Shares

Costamare Inc.
COMMON STOCK

We are selling 7,000,000 shares of our common stock.

Our common stock is listed on the New York Stock Exchange under the symbol CMRE. The last reported sale price of our common stock on October 15, 2012 was \$15.23 per share.

Members of the Konstantakopoulos family, who in the aggregate own a majority of our common stock, have agreed to purchase 700,000 shares of our common stock in the offering.

Investing in our common stock involves risk. Please read the section entitled Risk Factors on page S-13 of this prospectus supplement and beginning on page 3 of our Annual Report on Form 20-F filed with the Securities and Exchange Commission on February 29, 2012 before you make an investment in our shares.

	Per Share	Total
Public offering price	\$ 14.000	\$ 98,000,000
Underwriting discount ⁽¹⁾	\$ 0.665	\$ 4,189,500
Proceeds, before expenses, to Costamare Inc.	\$ 13.335	\$ 93,810,500

- (1) The underwriters will not receive an underwriting discount or commission on the sale of 700,000 shares of our common stock to members of the Konstantakopoulos family.

We have granted the underwriters an option to purchase up to an additional 1,050,000 shares of our common stock.

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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 prospectus are truthful or complete. Any representation to the contrary is a criminal offense.

The underwriters expect to deliver the shares of common stock on or about October 19, 2012.

Morgan Stanley **Goldman, Sachs & Co.**
October 16, 2012

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PROSPECTUS

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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 heading "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.

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-13 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 February 29, 2012 (as amended on March 19, 2012, our Annual Report on Form 20-F).

Unless otherwise indicated, references in this prospectus to Costamare, the Company, we, our, us, or similar terms when used in a historical context refer to Costamare Inc., or any one or more of its subsidiaries or their predecessors, or to such entities collectively.

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 September 30, 2012 and references to our fleet at future dates assume there have been no acquisitions other than our ten contracted newbuilds 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 September 30, 2012, we had a fleet of 57 containerships aggregating approximately 329,000 TEU, 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) 47 vessels in the water, aggregating approximately 240,000 TEU and (ii) ten newbuild vessels aggregating approximately 89,000 TEU that are scheduled to be delivered to us between February 2013 and February 2014, based on the current shipyard schedule.

Our strategy is to time-charter our containerships to a geographically diverse, financially strong and loyal group of leading liner companies. Our containerships operate primarily under multi-year time charters and therefore are not subject to the effect of seasonal variations in demand. Our containerships have a record of low unscheduled off-hire days, with fleet utilization levels of 99.9%, 99.7%, 99.3% and 99.9% in 2009, 2010, 2011 and the first nine months of 2012, respectively. Over the last three years our largest customers by revenue were A.P. Moller-Maersk A/S (A.P. Moller-Maersk), Mediterranean Shipping Company, S.A. (MSC) and Cosco Container Lines Co., Ltd. (COSCO). As of September 30, 2012, the average (weighted by TEU capacity) remaining time-charter duration for our fleet of 57 containerships was 5.5 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 September 30, 2012, our fixed-term charters represented an aggregate of \$2.82 billion of contracted revenue, assuming the earliest redelivery dates possible and 365 revenue days per annum per containership. Five of these charters include an option exercisable by either party to extend the term for two one-year periods at the same charter rate, which represents an additional \$152.2 million of contracted revenue.

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 70.4% of our common stock and have agreed to purchase a total of 700,000 shares in the offering. Members of the Konstantakopoulos family will continue to own 64.8% of our common stock after the offering (assuming the underwriters' option to purchase additional shares is not exercised). Captain Vasileios Konstantakopoulos, the father of our chairman and chief executive officer, Konstantinos Konstantakopoulos, founded Costamare Shipping Company S.A. (Costamare Shipping) in 1975. 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

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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 companies CIEL Shipmanagement S.A. (CIEL) and Shanghai Costamare Ship Management Co., Ltd. (Shanghai Costamare) in 2001 and 2005, respectively, and the manning agency C-Man Maritime, Inc. (C-Man Maritime) in 2006. Today, Konstantinos Konstantakopoulos remains focused on continuing to develop the scope and capabilities of our management companies and related manning agency. Under his leadership, we have continued to foster a company culture focusing on excellent customer service, industry leadership and innovation.

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.

In November 2010, we became a public company in order to increase our liquidity, improve our access to capital and position our company to capture attractive growth opportunities through fleet expansion. Since September 2010, we have expanded the fleet by over 50% in terms of TEU, including (i) shipbuilding contracts to acquire 10 newbuild containerships aggregating approximately 89,000 TEU, which will be delivered between February 2013 and February 2014, based on the current shipyard schedule, and (ii) the acquisition of 17 secondhand containerships aggregating 51,286 TEU, all of which have been delivered. For the acquisition of the 27 containerships discussed above, we paid or committed to pay approximately \$1.2 billion, in the aggregate.

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 capital expenditures, including vessel acquisitions, and for other general corporate purposes, which may include repayments of indebtedness.

Our Fleet and Newbuilds

The tables below provide additional information as of September 30, 2012, except where indicated otherwise, about our fleet of 57 containerships, including our contracted newbuild vessels. Each vessel is a cellular containership, meaning it is a dedicated container vessel.

	Vessel Name	Charterer	Year Built	Capacity (TEU)	Time Charter Term⁽¹⁾	Current Daily Charter Hire (U.S. dollars)	Expiration of Charter⁽¹⁾	Average Daily Charter Rate Until Earliest Expiry of Charter (U.S. dollars)⁽²⁾
1	COSCO GUANGZHOU	COSCO	2006	9,469	12 years	36,400	December 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
6	NAVARINO	Evergreen	2010	8,531	1.5 years	30,950	September 2013	30,950
7	MAERSK KAWASAKI ⁽ⁱ⁾	A.P. Moller-Maersk	1997	7,403	10 years	37,000	December 2017	37,000
8	MAERSK KURE ⁽ⁱ⁾	A.P. Moller-Maersk	1996	7,403	10 years	37,000	December 2017	37,000
9	MAERSK KOKURA ⁽ⁱ⁾	A.P. Moller-Maersk	1997	7,403	10 years	37,000	February 2018	37,000
10	MSC METHONI	MSC	2003	6,724	10 years	29,000	September 2021	29,000
11	SEALAND NEW YORK	A.P. Moller-Maersk	2000	6,648	11 years	30,375 ⁽³⁾	March 2018	27,359
12	MAERSK KOBE	A.P. Moller-Maersk	2000	6,648	11 years	38,179 ⁽⁴⁾	May 2018	29,880
13	SEALAND WASHINGTON	A.P. Moller-Maersk	2000	6,648	11 years	30,375 ⁽⁵⁾	June 2018	27,515
14	SEALAND MICHIGAN	A.P. Moller-Maersk	2000	6,648	11 years	25,375 ⁽⁶⁾	August 2018	25,847
15	SEALAND ILLINOIS	A.P. Moller-Maersk	2000	6,648	11 years	30,375 ⁽⁷⁾	October 2018	27,648
16	MAERSK KOLKATA	A.P. Moller-Maersk	2003	6,644	11 years	38,490 ⁽⁸⁾	November 2019	31,816

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17	MAERSK KINGSTON	A.P. Moller-Maersk	2003	6,644	11 years	38,461 ⁽⁹⁾	February 2020	32,064
18	MAERSK KALAMATA	A.P. Moller-Maersk	2003	6,644	11 years	38,418 ⁽¹⁰⁾	April 2020	32,145
19	MSC ROMANOS	MSC	2003	5,050	5.3 years	28,000	November 2016	28,000
20	ZIM NEW YORK	ZIM	2002	4,992	13 years	23,150	July 2015 ⁽¹¹⁾	23,150
21	ZIM SHANGHAI	ZIM	2002	4,992	13 years	23,150	August 2015 ⁽¹¹⁾	23,150
22	ZIM PIRAEUS ⁽ⁱⁱ⁾	ZIM	2004	4,992	10 years	18,274 ⁽¹²⁾	March 2014	30,978
23	OAKLAND EXPRESS	Hapag Lloyd	2000	4,890	8 years	30,500	September 2016	30,500
24	HALIFAX EXPRESS	Hapag Lloyd	2000	4,890	8 years	30,500	October 2016	30,500
25	SINGAPORE EXPRESS	Hapag Lloyd	2000	4,890	8 years	30,500	July 2016	30,500
26	MSC MANDRAKI	MSC	1988	4,828	7.8 years	20,000	August 2017	20,000
27	MSC MYKONOS	MSC	1988	4,828	8.2 years	20,000	September 2017	20,000
28	MSC ULSAN	MSC	2002	4,312	5.3 years	16,500	April 2017	16,500
29	MSC ANTWERP	MSC	1993	3,883	4.3 years	17,500	August 2013	17,500
30	MSC WASHINGTON	MSC	1984	3,876	3.2 years	17,250	February 2013	17,250
31	MSC KYOTO	MSC	1981	3,876	3.1 years	17,250	June 2013	17,250
32	KORONI	Evergreen	1998	3,842	2 years	15,200 ⁽¹³⁾	April 2014	11,480
33	KYPARISSIA	Evergreen	1998	3,842	2 years	15,200 ⁽¹⁴⁾	May 2014	11,437
34	MSC AUSTRIA	MSC	1984	3,584	9.5 years	17,250 ⁽¹⁵⁾	September 2018	13,556
35	KARMEN	Sea Consortium	1991	3,351	1.5 years	7,000	January 2013	7,000
36	MARINA	Evergreen	1992	3,351	1.1 years	15,200 ⁽¹⁶⁾	April 2013	9,508
37	KONSTANTINA	Evergreen	1992	3,351	1 year	7,550 ⁽¹⁷⁾	September 2013	7,550
38	AKRITAS	Hapag Lloyd	1987	3,152	4 years	12,500	August 2014	12,500
39	MSC CHALLENGER	MSC	1986	2,633	4.8 years	10,000	July 2015	10,000
40	MESSINI	Evergreen	1997	2,458	1.5 years	8,100	February 2014	8,100

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41	MSC REUNION	MSC	1992	2,024	6 years	11,500	June 2014	11,500
	MSC NAMIBIA				6.8			
42	II	MSC	1991	2,023	years	11,500	July 2014	11,500
					5.7			
43	MSC SIERRA II	MSC	1991	2,023	years	11,250	June 2014	11,500
44	MSC PYLOS	MSC	1991	2,020				