

Edgar Filing: Seanergy Maritime Holdings Corp. - Form 6-K

Seanergy Maritime Holdings Corp.
Form 6-K
February 15, 2012

FORM 6-K

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Report of Foreign Private Issuer
Pursuant to Rule 13a-16 or 15d-16 of
the Securities Exchange Act of 1934

For the month of February 2012

Commission File Number: 001-34848

SEANERGY MARITIME HOLDINGS CORP.

(Translation of registrant's name into English)

1-3 Patriarchou Grigoriou
166 74 Glyfada
Athens, Greece
(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): ____

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

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)7: ____

Note: Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's "home country"), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or

Edgar Filing: Seanergy Maritime Holdings Corp. - Form 6-K

other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

INFORMATION CONTAINED IN THIS FORM 6-K REPORT

Attached hereto as Exhibit 1 is a press release of Seanergy Maritime Holdings Corp. (the "Company") dated February 15, 2012 announcing the Company's financial results for the fourth quarter and year ended December 31, 2011.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

SEANERGY MARITIME HOLDINGS
CORP.
(Registrant)

/s/ Christina Anagnostara
By: Christina Anagnostara
Chief Financial Officer

Dated: February 15, 2012

SEANERGY MARITIME HOLDINGS CORP. REPORTS FINANCIAL RESULTS FOR THE FOURTH
QUARTER AND YEAR ENDED DECEMBER 31, 2011

February 15, 2012 - Athens, Greece - Seanergy Maritime Holdings Corp. (the "Company") (NASDAQ: SHIP) announced today its operating results for the fourth quarter and year ended December 31, 2011.

Financial Highlights:

Fourth Quarter 2011

Net Revenues of \$27.5 million

EBITDA of \$15.6 million

Net Profit of \$6.6 million

Year Ended 2011

Net Revenues of \$104.1 million

Adjusted EBITDA of \$53.8 million, which excludes non-cash impairment losses of \$201.9 million

Adjusted Net Profit of \$4.1 million, which excludes non-cash impairment losses of \$201.9 million

For more information we refer you to the EBITDA and Adjusted EBITDA reconciliation section contained later in this press release.

Management Discussion:

Dale Ploughman, the Company's Chairman and Chief Executive Officer, stated:

"We are pleased to report a profit of \$6.6 million versus a loss of \$2.6 million in the same quarter a year ago. The improved market conditions in the drybulk shipping industry witnessed in the last quarter of 2011 along with our balanced chartering strategy which includes profit sharing and index-linked charter parties, helped Seanergy's financial performance, which, together with the effect of cost cutting measures initiated during the year, contributed to a profitable quarter. That being said the fourth quarter was an opportunity for China to build up stockpiles of iron ore and coal. This indicates that the first quarter of 2012 will be difficult.

Going forward we intend to profitably employ those vessels whose long-term charters are set to expire, in line with our strategy of favorably positioning our vessels to take advantage of seasonal trade patterns that result in upward

pressure on charter rates. So far, it should be noted that fixing vessels on floating rate contracts and profit sharing agreements has proved important in helping Seanergy benefit from spot market fluctuations. We continue to execute our business plan with the purpose of becoming a leading contender in the dry bulk shipping industry.

Market conditions in the beginning of 2012 remain weak, as downside risks to future shipping demand seem to be increasing and deliveries of new vessels over the next twelve months are projected by industry experts to remain close to their peak. For the rest of the year, we expect rates to average at low levels yet with similar seasonal variations to those seen in 2011, as industrial and agricultural inventory cycles as well as unanticipated events continue to drive volatility in the demand for dry bulk vessels.

As far as long-term market fundamentals are concerned, the extremely low expectations seen currently are factoring in a very pessimistic economic outlook and future evolution of vessel supply. As such, any positive developments may cause a re-adjustment of expectations to the upside."

Christina Anagnostara, the Company's Chief Financial Officer, stated:

"We are continuously taking proactive measures in view of the weakness and uncertainty experienced in the markets as we enter 2012. Over the past weeks, significant developments took place as regards to our loan facilities and capital structure that are likely to prove significant in improving Seanergy's financial stability during a period of unfavorable market conditions. Citibank and Marfin waived certain financial covenants, while Marfin deferred 2012 principal debt payments on both the term and revolving facilities. In total, the amendments are expected to reduce our principal debt payments by approximately \$24.8 million in 2012. We appreciate the continuing support shown by our lenders and our major shareholders to position Seanergy favorably for future growth.

During the fourth quarter of 2011 Seanergy vessels earned a daily Time Charter Equivalent ("TCE") of \$14,806 compared to \$15,277 in the same period of 2010, a decrease of 3%. Nevertheless we saw an increase of 6% in quarterly revenue as fewer vessels had to undergo dry docking surveys than in 2010, which increased fleet operating days. Furthermore, we are pleased to report that General and Administrative expenses in the fourth quarter of 2011 decreased by 48%, or \$1.5 million, as compared to the same quarter in 2010, while Vessel Operating expenses and Management fees over the same period fell by 18% and 17% respectively, translating into total quarterly reduction in expenses of approximately \$2 million. Cost-saving measures implemented over the past year have therefore started to bear fruit and we believe that are going to support profitability and cash flow in the current year, subject of course to the effect of market conditions."

Fourth Quarter 2011 Financial Results:

Net Revenues

Net Revenues in the fourth quarter of 2011 increased to \$27.5 million from \$25.9 million in the same quarter in 2010. The increase in quarterly revenues was a result of the higher number of operating days enjoyed by our fleet compared to the same quarter last year. This is due to the fact that fewer vessels had to undergo dry docking surveys in the fourth quarter of 2011 compared to 2010.

EBITDA, Operating Income

Operating Income for the fourth quarter of 2011 was equal to \$9.8 million, as compared to an operating income of \$1.1 million for the same quarter in 2010. EBITDA amounted to \$15.6 million in the last quarter of 2011, as compared to \$10.7 million in 2010.

For more information we refer you to the EBITDA and Adjusted EBITDA reconciliation section contained later in this press release.

Net Profit

Net profit for the fourth quarter of 2011 was equal to \$6.6 million, or \$0.91 per basic and diluted share. In the same quarter of 2010, net loss was equal to \$2.6 million, or \$0.36 loss per basic and diluted share based on weighted average common shares outstanding of 7,314,330 basic and diluted for 2011 and 7,314,932 basic and diluted for 2010, on a reverse-split adjusted basis.

The increase in quarterly profit was due to higher revenue earned, a 48% decrease in General and Administrative Expenses, an 18% and 17% decrease in Vessel Operating Expenses and Management fees, respectively, resulting from cost cutting measures, and a 45% decrease in Depreciation compared to the same quarter of the previous year.

Year Ended December 31, 2011 Financial Results:

Net Revenues

Net Revenues in 2011 amounted to \$104.1 million, compared to \$95.9 million in 2010. This amounts to an increase of 9%, reflecting the full effect of the larger fleet that resulted from our acquisition of MCS that was completed in 2010. We owned an average of 20 vessels in 2011, up from 16.6 in 2010.

EBITDA, Adjusted EBITDA, Operating Income, Adjusted Operating Income

The operating results for 2011 include the non-cash losses incurred in the third quarter of 2011 due to the \$201.9 million impairment of goodwill and vessel values.

Excluding non-cash losses resulting from impairment charges, adjusted EBITDA was \$53.8 million for 2011 as compared to \$47.3 million in 2010. Including impairment charges, we recorded negative EBITDA of \$148.1 million for 2011.

Adjusted operating income excluding the impairment charges amounted to \$18.3 million in 2011, as compared to an operating income of \$18.4 million in 2010. Operating loss including the impairment charges was equal to \$183.6 million.

For more information we refer you to the EBITDA and Adjusted EBITDA reconciliation section contained later in this press release.

Net Loss

Net loss for 2011 was equal to \$197.8 million, or \$27.04 loss per share based on weighted average common shares outstanding of 7,314,636 for 2011. Adjusted Net Income excluding non-cash impairment charges, was \$4.1 million, as compared to \$0.1 million, or \$0.02 per share, in 2010, based on weighted average common shares outstanding of 5,861,129 basic and diluted for 2010 on a reverse-split adjusted basis.

Debt Repayment

As of December 31, 2011, the Company had \$346.4 million of outstanding debt. This reflects a reduction of \$17.2 million and of \$53.1 million during the fourth quarter and year ended December 31, 2011, respectively.

As of February 15, 2012, total debt outstanding was approximately \$326.4 million.

Fourth Quarter 2011 Developments:

BET Commander Dry Docking

The survey for the M/V BET Commander commenced on August 24, 2011 and was completed on October 6, 2011 at a cost of approximately \$1.26 million.

Vessel Employment

In November 2011, the M/V BET Prince, a 163,554 dwt Capesize dry bulk carrier built in 1995, commenced a time charter for a period of about eleven to about thirteen months at a gross charter rate linked to the adjusted Time Charter Average of the Baltic Exchange Capesize Index.

As of the date of this press release, the Company has contracted employment for 70% of its ownership days for 2012 and 21% for 2013.

Fleet Data:

Edgar Filing: Seanergy Maritime Holdings Corp. - Form 6-K

| | Three Months Ended December 31, 2011 | Three Months Ended December 31, 2010 | Year Ended December 31, 2011 | Year Ended December 31, 2010 |
|---|---|---|------------------------------------|------------------------------------|
| Fleet Data | | | | |
| Average number of vessels (1) | 20.0 | 20.0 | 20.0 | 16.6 |
| Ownership days (2) | 1,840 | 1,840 | 7,300 | 6,040 |
| Available days (3) | 1,833 | 1,642 | 7,133 | 5,662 |
| Operating days (4) | 1,779 | 1,630 | 6,944 | 5,627 |
| Fleet utilization (5) | 96.7% | 88.6% | 95.1% | 93.2% |
| Fleet utilization excluding drydocking off hire days (6) | 97.1% | 99.3% | 97.4% | 99.4% |

Average Daily Results

| | | | | |
|--------------------------------------|----------|----------|----------|----------|
| TCE rate (7) | \$14,806 | \$15,277 | \$14,524 | \$16,532 |
| Vessel operating expenses (8) | \$4,688 | \$5,689 | \$4,757 | \$5,077 |
| Management fee (9) | \$326 | \$395 | \$410 | \$438 |
| Total vessel operating expenses (10) | \$5,014 | \$6,084 | \$5,167 | \$5,515 |

- (1) Average number of vessels is the number of vessels that constituted the Company's fleet for the relevant period, as measured by the sum of the number of days each vessel was a part of the Company's fleet during the relevant period divided by the number of calendar days in the relevant period.
- (2) Ownership days are the total number of days in a period during which the vessels in a fleet have been owned. Ownership days are an indicator of the size of the Company's fleet over a period and affect both the amount of revenues and the amount of expenses that the Company recorded during a period.
- (3) Available days are the number of ownership days less the aggregate number of days that vessels are off-hire due to major repairs, dry dockings or special or intermediate surveys. The shipping industry uses available days to measure the number of ownership days in a period during which vessels should be capable of generating revenues. During the quarter ended December 31, 2011, the Company incurred 7 off hire days for vessel scheduled drydocking. During the twelve months ended December 31, 2011, the Company incurred 167 off hire days for vessel scheduled drydocking.
- (4) Operating days are the number of available days in a period less the aggregate number of days that vessels are off-hire due to any reason, including unforeseen circumstances. The shipping industry uses operating days to measure the aggregate number of days in a period during which vessels actually generate revenues.
- (5) Fleet utilization is the percentage of time that our vessels were generating revenue, and is determined by dividing operating days by ownership days for the relevant period.
- (6) Fleet utilization excluding drydocking off hire days is calculated by dividing the number of the fleet's operating days during a period by the number of available days during that period. The shipping industry uses fleet utilization excluding drydocking off hire days to measure a Company's efficiency in finding suitable employment for its vessels and excluding the amount of days that its vessels are off hire for reasons such as scheduled repairs, vessel upgrades, or dry dockings or special or intermediate surveys.
- (7) TCE rates are defined as our net revenues less voyage expenses during a period divided by the number of our operating days during the period, which is consistent with industry standards. Voyage expenses include port charges, bunker expenses, canal charges and other commissions.

(In thousands of US Dollars, except operating days and daily time charter equivalent rate)

| | Three Months Ended December 31, | | Year Ended December 31, | |
|---------------------------|------------------------------------|--------|----------------------------|--------|
| | 2011 | 2010 | 2011 | 2010 |
| Net revenues from vessels | 27,540 | 25,861 | 104,060 | 95,856 |
| Voyage expenses | 1,200 | 959 | 3,202 | 2,833 |

Edgar Filing: Seanergy Maritime Holdings Corp. - Form 6-K

| | | | | |
|------------------------------------|--------|--------|---------|--------|
| Net operating revenues | 26,340 | 24,902 | 100,858 | 93,023 |
| Operating days | 1,779 | 1,630 | 6,944 | 5,627 |
| Daily time charter equivalent rate | 14,806 | 15,277 | 14,524 | 16,532 |

- (8) Average daily vessel operating expenses, which include crew costs, provisions, deck and engine stores, lubricating oil, insurance, maintenance and repairs, are calculated by dividing vessel operating expenses by ownership days for the relevant time periods.

(In thousands of US Dollars, except ownership days and daily vessel operating expenses)

| | Three Months Ended | | Year Ended | |
|---------------------------------|--------------------|--------|--------------|--------|
| | December 31, | | December 31, | |
| | 2011 | 2010 | 2011 | 2010 |
| Operating expenses | 8,625 | 10,467 | 34,727 | 30,667 |
| Ownership days | 1,840 | 1,840 | 7,300 | 6,040 |
| Daily vessel operating expenses | 4,688 | 5,689 | 4,757 | 5,077 |

- (9) Daily management fees are calculated by dividing total management fees by ownership days for the relevant time period.
- (10) Total vessel operating expenses ("TVOE") is a measurement of total expenses associated with operating the vessels. TVOE is the sum of vessel operating expenses and management fees. Daily TVOE is calculated by dividing TVOE by fleet ownership days for the relevant time period.

Fleet Profile and Employment:

As of February 15, 2012

| Vessel Name | Vessel Class | Capacity (DWT) | Year Built | Charter Rate (\$) | Charter Expiry (latest) |
|-------------------------|--------------|-------------------|---------------|--------------------------|----------------------------|
| M/V Bremen Max | Panamax | 73,503 | 1993 | Spot positioning | May 2012 |
| M/V Hamburg Max (1) | Panamax | 73,498 | 1994 | 21,500 | Oct. 2012 |
| M/V Davakis G. | Supramax | 54,051 | 2008 | 14,500 | Jan. 2013 |
| M/V Delos Ranger | Supramax | 54,057 | 2008 | Spot positioning | Feb. 2012 |
| M/V African Oryx (2) | Handysize | 24,112 | 1997 | 7,000 | Jun. 2013 |
| M/V BET Commander | Capesize | 149,507 | 1991 | Spot positioning | - |
| M/V BET Fighter (3) | Capesize | 173,149 | 1992 | Floating, BCI linked | Aug. 2012 |
| M/V BET Prince (3) | Capesize | 163,554 | 1995 | Floating, BCI linked | Dec. 2012 |
| M/V BET Scouter (3) | Capesize | 172,173 | 1995 | Floating, BCI linked | Jul. 2012 |
| M/V BET Intruder | Panamax | 69,235 | 1993 | 12,250 | Oct. 2012 |
| M/V Fiesta (4) | Handysize | 29,519 | 1997 | Floating, BHSI linked | Nov. 2013 |
| M/V Pacific Fantasy (4) | Handysize | 29,538 | 1996 | Floating, BHSI linked | Jan. 2014 |
| M/V Pacific Fighter (4) | Handysize | 29,538 | 1998 | Floating, BHSI linked | Nov. 2013 |
| M/V Clipper Freeway (4) | Handysize | 29,538 | 1998 | Floating, BHSI linked | Jan. 2014 |
| M/V African Joy | Handysize | 26,482 | 1996 | Spot positioning | Mar. 2012 |
| M/V African Glory (5) | Handysize | 24,252 | 1998 | 7,000 | Nov. 2012 |
| M/V Asian Grace (6) | Handysize | 20,138 | 1999 | 7,000 | Sep. 2012 |
| M/V Clipper Glory | Handysize | 30,570 | 2007 | 25,000 | Aug. 2012 |
| M/V Clipper Grace | Handysize | 30,548 | 2007 | 25,000 | Aug. 2012 |
| Total | | 1,256,962 | | | |

(1) Represents profit sharing arrangement at a floor rate of \$21,500 per day and a ceiling of \$25,500 per day, with a 50% profit sharing arrangement to apply to any amount in excess of the ceiling. The spread between floor and

ceiling will accrue 100% to Seanergy. The base used for the calculation of the rate is the Time Charter Average of the Baltic Panamax Index.

- (2) Represents floor charter rate excluding a 50% profit share distributed equally between the Company and the charterer calculated on the adjusted Time Charter Average of the Baltic Supramax Index ("BSI").
-

- (3) Daily rate based on adjusted Time Charter Average of the BCI. Seanergy has the option of converting the floating rate into a fixed rate at any time during the charter, after mutual agreement with the charterers.
- (4) Charter rate is based on Time Charter Average of the Baltic Handysize Index increased by 100.63% minus operating expenses for the vessel.
- (5) Represents profit sharing arrangement at a floor rate of \$7,000 per day and a ceiling of \$12,000 per day, with a profit sharing arrangement of 75% for the Company and 25% for the charterer applicable between the \$7,000 floor and \$12,000 ceiling and, for any amount in excess of the ceiling, profit sharing of 50% for the Company and 50% for the charterer. The calculation of the rate will be based on the adjusted Time Charter Average of the BSI. The two (2) year time charter agreement with a profit sharing arrangement may be extended by either party with 6 months' notice following November 2012.
- (6) Represents profit sharing arrangement at a floor rate of \$7,000 per day and a ceiling of \$11,000 per day, with a profit sharing arrangement of 75% for the Company and 25% for the charterer applicable between the \$7,000 floor and \$11,000 ceiling and, for any amount in excess of the ceiling, profit sharing of 50% for the Company and 50% for the charterer. The calculation of the rate will be based on the adjusted Time Charter Average of the BSI. The two (2) year time charter agreement with a profit sharing arrangement may be extended by either party with 6 months' notice following September 2012.

Subsequent Developments:

Sale of the African Zebra

Seanergy sold its Handymax dry bulk carrier, the African Zebra to an unaffiliated third party for a gross price of \$4.1 million. The vessel was delivered to its new owners today, February 15, 2012. The African Zebra is a 38,632 dwt Handymax bulk carrier built in 1985 and the Company used the proceeds to reduce debt. The sale will result in a book loss of approximately \$2.4 million. Following the sale of African Zebra, the Company's fleet consists of four Capesize, three Panamax, two Supramax and ten Handysize dry bulk carriers with an average age of 13.7 years.

Financial Developments

Amendments of the loan agreements with Marfin Egnatia Bank SA ("Marfin") and Citibank International plc ("Citi") have been signed and finalized.

In particular, Marfin and Citi, as agent of the lenders, waived certain financial and other covenants of three loan facilities and amended certain terms of two loan facilities. As part of the lenders' agreement, the Company entered into a share purchase agreement with four entities affiliated with members of the Restis family, the Company's major shareholders, for an equity injection of \$10 million.

Marfin agreed to an extension of the revolving and term facilities' maturity date from 2015 to 2018, the deferral of principal debt payments for 2012 and amendment of the facilities' installment profiles, an extension of the waiver on the Company's security margin covenant for the period from January 3, 2012 through January 1, 2014, as well as to waive all other financial covenants until January 1, 2014. The applicable margin was increased by 50 basis points per annum on the term and revolving facilities. Additionally, Marfin waived all previous covenant breaches.

For the loan facility of Bulk Energy Transport (Holdings) Limited ("BET"), the Company's subsidiary, with Citi, as agent of the lenders, Citi waived all covenants for the period up to and including January 1, 2013 and waived all

previous covenant breaches. The waiver excludes the security requirement to security value covenant which was amended from 125% to 100% and will be tested quarterly. Furthermore, the applicable margin was increased by 100 basis points per annum.

As part of the equity injection plan, four entities affiliated with members of the Restis family, purchased an aggregate of 4,641,620 common shares of the Company in exchange of \$10 million. The common shares were issued on January 31, 2012 at a price equal to the average closing price of five trading days preceding the execution of the agreement, or \$2.15442 per share.

EBITDA and Adjusted EBITDA Reconciliation:

| | Three Months Ended December 31, 2011 | Three Months Ended December 31, 2010 | Year Ended December 31, 2011 | Year Ended December 31, 2010 |
|---|---|---|------------------------------------|------------------------------------|
| Net income / (loss) attributable to Seanergy Maritime Holdings | 6,643 | (2,629) | (197,756) | 132 |
| Plus: Net income attributable to the noncontrolling interest | - | - | - | 1,509 |
| Plus: Interest and finance costs, net (including interest income) | 3,234 | 3,843 | 13,422 | 12,573 |
| Plus: Income taxes | (11) | 44 | 40 | 60 |
| Plus: Depreciation and amortization | 5,684 | 9,472 | 36,169 | 32,985 |
| EBITDA | 15,550 | 10,730 | (148,125) | 47,259 |
| Plus: Impairment Charges | - | - | 201,905 | - |
| Adjusted EBITDA | 15,550 | 10,730 | 53,780 | 47,259 |

| | Three Months Ended December 31, 2011 | Three Months Ended December 31, 2010 | Year Ended December 31, 2011 | Year Ended December 31, 2010 |
|--|---|---|------------------------------------|------------------------------------|
| Net cash flow provided by operating activities | 12,214 | 5,240 | 26,439 | 31,537 |
| Changes in operating assets and liabilities | (1,123) | (3,100) | 4,000 | (2,038) |
| Fair value of contracts | 40 | 79 | 266 | 319 |
| Change in fair value of financial instruments | 447 | 800 | 4,202 | 27 |
| Stock-based compensation | (4) | - | (14) | - |
| Payments for dry-docking | 909 | 4,012 | 6,414 | 5,519 |
| Amortization and write-off of deferred charges | (156) | (188) | (989) | (738) |
| Interest and finance costs, net (includes interest income) | 3,234 | 3,843 | 13,422 | 12,573 |
| Income taxes | (11) | 44 | 40 | 60 |
| Impairment of vessels and Goodwill | - | - | (201,905) | - |
| EBITDA | 15,550 | 10,730 | (148,125) | 47,259 |
| Plus: Impairment of vessels and Goodwill | - | - | 201,905 | - |
| Adjusted EBITDA | 15,550 | 10,730 | 53,780 | 47,259 |

EBITDA represents earnings before interest and finance cost, taxes, depreciation and amortization. Adjusted EBITDA represents earnings before interest and finance cost, taxes, depreciation and amortization and non-cash losses associated with the impairment of the Book Values of Vessels and Goodwill. Adjusted Net Profit and Adjusted Operating Income represent earnings adjusted for non cash impairment losses. EBITDA, Adjusted EBITDA, Adjusted Net Profit and Adjusted Operating Income are not measurements of financial performance under accounting principles generally accepted in the United States of America, and do not represent cash flow from operations. EBITDA and Adjusted EBITDA are presented solely as supplemental disclosures because management believes that they are common measures of operating performance and they are useful to investors, securities analysts as well as other interested parties in the assessment of operating performance and liquidity position of different companies in the shipping industry. The definition of EBITDA, Adjusted EBITDA, Adjusted Net Profit and Adjusted Operating Income used here may not be comparable to that used by other companies in shipping industry due to difference in methods of calculation.

Conference Call and Webcast: February 15, 2012

As announced, the Company's management team will host a conference call today, February 15, 2012, at 10:00 a.m. EST to discuss the Company's financial results.

Conference Call details:

Participants should dial into the call 10 minutes before the scheduled time using the following numbers: 1(866) 819-7111 (from the US), 0(800) 953-0329 (from the UK) or + (44) (0) 1452 542 301 (from outside the US). Please quote "Seanergy".

A replay of the conference call will be available until February 22, 2012. The United States replay number is 1(866) 247-4222; from the UK 0(800) 953-1533; the standard international replay number is (+44) (0) 1452 550 000 and the access code required for the replay is: 2094507#.

Slides and audio webcast:

There will also be a simultaneous live webcast of the conference call over the Internet, through the Seanergy website (www.seanergymaritime.com). Participants to the live webcast should register on the website approximately 10 minutes prior to the start of the webcast.

Seanergy Maritime Holdings Corp.

Consolidated Balance Sheets

December 31, 2011 and 2010

(In thousands of US Dollars, except for share data, unless otherwise stated)

| | 2011 (unaudited) | 2010 (audited) |
|--|---------------------|-------------------|
| ASSETS | | |
| Current assets: | | |
| Cash and cash equivalents | 17,734 | 53,787 |
| Restricted cash | 19,560 | 10,385 |
| Accounts receivable trade, net | 1,764 | 999 |
| Due from related parties | 405 | - |
| Inventories | 2,512 | 1,459 |
| Other current assets | 1,457 | 1,829 |
| Total current assets | 43,432 | 68,459 |
| Fixed assets: | | |
| Vessels, net | 381,129 | 597,372 |
| Office equipment, net | 15 | 29 |
| Total fixed assets | 381,144 | 597,401 |
| Other assets | | |
| Goodwill | 4,365 | 17,275 |
| Deferred charges | 7,358 | 13,086 |
| Other non-current assets | 177 | 180 |
| TOTAL ASSETS | 436,476 | 696,401 |
| LIABILITIES AND EQUITY | | |
| Current liabilities: | | |
| Current portion of long-term debt | 45,817 | 53,380 |
| Trade accounts and other payables | 2,595 | 2,340 |
| Due to related parties | 1,097 | 4,025 |
| Accrued expenses | 2,428 | 3,491 |
| Accrued interest | 1,936 | 1,009 |
| Financial instruments | 4,092 | 5,787 |
| Below market acquired time charters | - | 266 |
| Deferred revenue – related party | 142 | 1,041 |
| Deferred revenue | 590 | 1,452 |
| Total current liabilities | 58,697 | 72,791 |
| Long-term debt, net of current portion | 300,586 | 346,168 |
| Financial instruments, net of current portion | 270 | 2,777 |
| Total liabilities | 359,553 | 421,736 |
| Commitments and contingencies | | |
| | - | - |
| EQUITY | | |
| Seanergy shareholders' equity | | |
| Preferred stock, \$0.0001 par value; 25,000,000 shares authorized; none issued | - | - |
| Common stock, \$0.0001 par value; 500,000,000 authorized shares as at December 31, 2011 and 2010; 7,317,662 and 7,314,931 shares issued and outstanding as at December 31, 2011 and 2010, respectively | 1 | 1 |

Edgar Filing: Seanergy Maritime Holdings Corp. - Form 6-K

| | | |
|-------------------------------------|----------------|----------------|
| Additional paid-in capital | 279,292 | 279,278 |
| Accumulated deficit | (202,370) | (4,614) |
| Total equity | 76,923 | 274,665 |
| TOTAL LIABILITIES AND EQUITY | 436,476 | 696,401 |

SEANERGY MARITIME HOLDINGS CORP.

Consolidated Statements of Income

For the three and twelve months ended December 31, 2011 and 2010

(All amounts in footnotes in thousands of US Dollars, except for share and per share data)

| | Three months ended December 31, | | Twelve months ended December 31, | |
|---|------------------------------------|-------------|-------------------------------------|-----------|
| | 2011 | 2010 | 2011 | 2010 |
| | (unaudited) | (unaudited) | (unaudited) | (audited) |
| Revenues: | | | | |
| Vessel revenue - related party | 7,602 | 8,569 | 35,684 | 44,175 |
| Vessel revenue | 20,654 | 18,100 | 71,555 | 54,777 |
| Commissions – related party | (306) | (319) | (1,327) | (1,546) |
| Commissions | (410) | (489) | (1,852) | (1,550) |
| Vessel revenue, net | 27,540 | 25,861 | 104,060 | 95,856 |
| Expenses: | | | | |
| Direct voyage expenses | (951) | (1,199) | (2,541) | (2,399) |
| Vessel operating expenses | (8,625) | (10,467) | (34,727) | (30,667) |
| Voyage expenses - related party | (249) | 240 | (661) | (434) |
| Management fees - related party | (456) | (597) | (2,415) | (2,328) |
| Management fees | (144) | (129) | (576) | (316) |
| General and administration expenses | (1,490) | (2,985) | (8,070) | (7,606) |
| General and administration expenses - related party | (167) | (175) | (603) | (697) |
| Amortization of deferred dry-docking costs | (1,174) | (1,268) | (7,313) | (3,657) |
| Depreciation | (4,510) | (8,204) | (28,856) | (29,328) |
| Impairment loss for vessels | - | - | (188,995) | - |
| Impairment loss for goodwill | - | - | (12,910) | - |
| Operating income (loss) | 9,774 | 1,077 | (183,607) | 18,424 |
| Other income (expense), net: | | | | |
| Interest and finance costs | (3,246) | (3,883) | (13,482) | (12,931) |
| Interest income | 12 | 40 | 60 | 358 |
| Gain (loss) on financial instruments | 121 | 171 | (641) | (4,164) |
| Foreign currency exchange (loss) gain, net | (29) | 10 | (46) | 14 |
| | (3,142) | (3,662) | (14,109) | (16,723) |
| Net income (loss) before taxes | 6,632 | (2,585) | (197,716) | 1,701 |
| Income taxes | 11 | (44) | (40) | (60) |
| Net income (loss) | 6,643 | (2,629) | (197,756) | 1,641 |
| Less: Net income attributable to the noncontrolling interest | - | - | - | (1,509) |
| Net income (loss) attributable to Seanergy Maritime Holdings Corp. Shareholders | 6,643 | (2,629) | (197,756) | 132 |
| Net income (loss) per common share | | | | |
| Basic | 0.91 | (0.36) | (27.04) | 0.02 |
| Diluted | 0.91 | (0.36) | (27.04) | 0.02 |
| Weighted average common shares outstanding | | | | |
| Basic | 7,314,330 | 7,314,932 | 7,314,636 | 5,861,129 |
| Diluted | 7,314,330 | 7,314,932 | 7,314,636 | 5,861,129 |

Seanergy Maritime Holdings Corp.
 Consolidated Statements of Changes in Equity
 For the years ended December 31, 2011, 2010 and 2009
 (In thousands of US Dollars, except for share data, unless otherwise stated)

| | Common stock # of Shares | Par Value | Additional paid-in capital | Accumulated deficit | Total Seanergy shareholders' equity | Noncontrolling interest | Total equity |
|--|--------------------------------|--------------|----------------------------------|------------------------|--|----------------------------|-----------------|
| Balance, December 31, 2008 | 1,490,748 | - | 166,363 | (34,798) | 131,565 | - | 131,565 |
| Issuance of common stock to convert promissory note | 439,058 | - | 29,597 | - | 29,597 | - | 29,597 |
| Issuance of common stock due to earn-out | 287,205 | - | 17,275 | - | 17,275 | - | 17,275 |
| Gain from acquisition | - | - | - | - | - | 6,813 | 6,813 |
| Noncontrolling interest contribution | - | - | - | - | - | 10,000 | 10,000 |
| Net income for the year ended December 31, 2009 | - | - | - | 30,052 | 30,052 | 1,517 | 31,569 |
| Balance, December 31, 2009 | 2,217,011 | - | 213,235 | (4,746) | 208,489 | 18,330 | 226,819 |
| Issuance of common stock | 1,796,333 | 1 | 28,525 | - | 28,526 | - | 28,526 |
| Subsidiaries acquired | 3,301,587 | - | 37,518 | - | 37,518 | (19,839) | 17,679 |
| Net income for the year ended December 31, 2010 | - | - | - | 132 | 132 | 1,509 | 1,641 |
| Balance, December 31, 2010 | 7,314,931 | 1 | 279,278 | (4,614) | 274,665 | - | 274,665 |
| Issuance of non-vested shares | 3,332 | - | - | - | - | - | - |
| Redemption of partial shares due to reverse stock | (601) | - | - | - | - | - | - |

Edgar Filing: Seanergy Maritime Holdings Corp. - Form 6-K

| | | | | | | | |
|---|-----------|---|---------|------------|------------|---|------------|
| split | | | | | | | |
| Stock based compensation | - | - | 14 | - | 14 | - | 14 |
| Net loss for the year ended December 31, 2011 | - | - | - | (197,756) | (197,756) | - | (197,756) |
| Balance, December 31, 2011 (Unaudited) | 7,317,662 | 1 | 279,292 | (202,370) | 76,923 | - | 76,923 |

Seanergy Maritime Holdings Corp.
Consolidated Statements of Cash Flows
For the years ended December 31, 2011, 2010 and 2009
(In thousands of US Dollars)

| | 2011 (unaudited) | 2010 (audited) | 2009 (audited) |
|---|---------------------|-------------------|-------------------|
| Cash flows from operating activities: | | | |
| Net (loss) income | (197,756) | 1,641 | 31,569 |
| Adjustments to reconcile net (loss) income to net cash provided by operating activities: | | | |
| Depreciation | 28,856 | 29,328 | 26,812 |
| Amortization of deferred finance charges | 989 | 738 | 696 |
| Amortization of deferred dry-docking costs | 7,313 | 3,657 | 1,045 |
| Payments for dry-docking | (6,414) | (5,519) | (7,119) |
| Change in fair value of financial instruments | (4,202) | (27) | 189 |
| Amortization of acquired time charters | (266) | (319) | (125) |
| Stock based compensation | 14 | - | - |
| Impairment of vessels | 188,995 | - | - |
| Impairment of goodwill | 12,910 | - | - |
| Gain on acquisition | - | - | (6,813) |
| Changes in operating assets and liabilities: | | | |
| (Increase) decrease in operating assets | | | |
| Due from related parties | (405) | 265 | 1,760 |
| Inventories | (1,053) | (70) | 1,222 |
| Accounts receivable trade, net | (765) | (493) | (263) |
| Other current assets | 371 | 904 | (191) |
| Other non-current assets | 3 | - | (180) |
| Increase (decrease) in operating liabilities | | | |
| Trade accounts and other payables | 255 | 37 | (3,299) |
| Due to underwriters | - | (19) | (400) |
| Accrued expenses | 1,356 | (2,071) | (885) |
| Accrued charges on convertible note due to shareholders | - | - | 670 |
| Due to related parties | (2,928) | 4,025 | - |
| Premium amortization on convertible note due to shareholders | - | - | (379) |
| Accrued interest | 927 | (1,002) | 1,176 |
| Deferred revenue – related party | (899) | 148 | (2,523) |
| Deferred revenue | (862) | 314 | 246 |
| Net cash provided by operating activities | 26,439 | 31,537 | 43,208 |
| Cash flows from investing activities: | | | |
| Acquisition of businesses, including of cash acquired | - | 17,913 | 36,374 |
| Additions to office furniture and equipment | - | (28) | (21) |
| Acquisition of noncontrolling interest | - | (10,000) | - |
| Net cash provided by investing activities | - | 7,885 | 36,353 |
| Cash flows from financing activities: | | | |
| Deemed distribution upon acquisition of MCS | - | (2,054) | - |

Edgar Filing: Seanergy Maritime Holdings Corp. - Form 6-K

| | | | |
|--|-----------|-----------|-----------|
| Net proceeds from issuance of common stock | - | 28,526 | - |
| Repayments of long term debt | (53,145) | (67,941) | (54,878) |
| Deferred finance charges | (172) | (841) | - |
| Noncontrolling interest contribution | - | - | 10,000 |
| Restricted cash (retained) released | (9,175) | (6,932) | 1,381 |
| Net cash used in financing activities | (62,492) | (49,242) | (43,497) |
| Net (decrease) increase in cash and cash equivalents | (36,053) | (9,820) | 36,064 |
| Cash and cash equivalents at beginning of period | 53,787 | 63,607 | 27,543 |
| Cash and cash equivalents at end of period | 17,734 | 53,787 | 63,607 |
| SUPPLEMENTAL CASH FLOW INFORMATION | | | |
| Cash paid for interest | 11,045 | 11,070 | 6,447 |
| Non-cash investing and financing activities: | | | |
| Issuance of common shares at fair value for the acquisition of BET | - | 30,952 | - |
| Issuance of common shares at fair value for the acquisition of MCS | - | 26,743 | - |
| Deemed distribution to controlling shareholder – BET acquisition | - | (18,113) | - |
| Deemed distribution to controlling shareholder – MCS acquisition | - | (10) | - |
| Issuance of common shares at fair value upon conversion of convertible note | - | - | 29,597 |
| Issuance of warrants for offering | - | 1,053 | - |

About Seanergy Maritime Holdings Corp.

Seanergy Maritime Holdings Corp. is a Marshall Islands corporation with its executive offices in Athens, Greece. The Company is engaged in the transportation of dry bulk cargoes through the ownership and operation of dry bulk carriers.

The Company's current fleet consists of 19 drybulk carriers (four Capesize, three Panamax, two Supramax, and ten Handysize vessels) with a total carrying capacity of approximately 1,256,962 dwt and an average fleet age of 13.7 years.

The Company's common stock trades on the NASDAQ Global Market under the symbol "SHIP".

Forward-Looking Statements

This press release contains forward-looking statements (as defined in Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended) concerning future events and the Company's growth strategy and measures to implement such strategy. Words such as "expects," "intends," "plans," "believes," "anticipates," "hopes," "estimates," and variations of such words and similar expressions are intended to identify forward-looking statements. Although the Company believes that such expectations will prove to have been correct, these statements involve known and unknown risks and are based upon a number of assumptions and estimates, which are inherently subject to significant uncertainties and contingencies, many of which are beyond the control of the Company. Actual results may differ materially from those expressed or implied by such forward-looking statements. Factors that could cause actual results to differ materially include, but are not limited to, the scope and timing of Securities and Exchange Commission ("SEC") and other regulatory agency review, competitive factors in the market in which the Company operates; risks associated with operations outside the United States; and other factors listed from time to time in the Company's filings with the SEC. The Company's filings can be obtained free of charge on the SEC's website at www.sec.gov. The Company expressly disclaims any obligations or undertaking to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in the Company's expectations with respect thereto or any change in events, conditions or circumstances on which any statement is based.

For further information please contact:

Seanergy Maritime Holdings Corp.
Dale Ploughman - Chairman & Chief Executive Officer
Christina Anagnostara - Chief Financial Officer
Tel: +30 213 0181507
E-mail: ir@seanergymaritime.com
E-mail: info@seanergymaritime.com.gr

Investor Relations / Media
Capital Link, Inc.

Paul Lampoutis
230 Park Avenue Suite 1536
New York, NY 10169
Tel: (212) 661-7566
E-mail: seanergy@capitallink.com