

Costamare Inc.
Form 6-K
July 26, 2012

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR
15d-16 UNDER THE SECURITIES EXCHANGE ACT OF 1934**

For the month of July 2012

Commission File Number: 001-34934

COSTAMARE INC.

(Translation of registrant's name into English)

60 Zephyrou Street & Syngrou Avenue 17564, 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):

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):

INCORPORATION BY REFERENCE

This Report on Form 6-K shall be incorporated by reference into our registration statement on Form F-3, as filed with the Securities and Exchange Commission on January 30, 2012 (File No. 333-179244), to the extent not superseded by documents or reports subsequently filed by us under the Securities Act of 1933 or the Securities Exchange Act of 1934, in each case as amended.

EXHIBIT INDEX

- 99.1 Unaudited interim condensed consolidated financial statements of Costamare Inc. (the Company) for the six month period ended June 30, 2012, and the accompanying notes thereto.

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.

Date: July 26, 2012

COSTAMARE INC.

By:	/s/ Gregory G. Zikos
Name:	Gregory G. Zikos
Title:	Chief Financial Officer

COSTAMARE INC.**Consolidated Balance Sheets****As of December 31, 2011 and June 30, 2012**

(Expressed in thousands of U.S. dollars)

	December 31, 2011	June 30, 2012 (Unaudited)
<u>ASSETS</u>		
CURRENT ASSETS:		
Cash and cash equivalents	\$ 97,996	\$ 241,690
Restricted cash	7,371	12,604
Receivables	2,150	2,936
Inventories (Note 5)	9,335	12,649
Due from related parties (Note 3)	3,585	521
Insurance claims receivable	3,076	2,681
Accrued charter revenue (Note 10)	13,428	14,176
Prepayments and other	1,910	3,054
Total current assets	138,851	290,311
FIXED ASSETS, NET:		
Advances for vessel acquisitions (Note 6)	148,373	217,569
Vessels, net (Note 7)	1,618,887	1,618,178
Total fixed assets, net	1,767,260	1,835,747
NON CURRENT ASSETS:		
Deferred charges, net (Note 8)	32,641	32,160
Restricted cash	38,707	41,740
Accrued charter revenue (Note 10)	5,086	5,605
Total assets	\$ 1,982,545	\$ 2,205,563
<u>LIABILITIES AND STOCKHOLDERS' EQUITY</u>		
CURRENT LIABILITIES:		
Current portion of long-term debt (Note 9)	\$ 153,176	\$ 161,170
Accounts payable	4,057	6,220
Accrued liabilities	13,455	13,621
Unearned revenue (Note 10)	6,901	6,988
Fair value of derivatives (Note 15)	46,481	52,472
Other current liabilities	2,519	2,429
Total current liabilities	226,589	242,900

NON CURRENT LIABILITIES:

Long-term debt, net of current portion (Note 9)	1,290,244	1,391,318
Fair value of derivatives, net of current portion (Note 15)	125,194	131,036
Unearned revenue, net of current portion (Note 10)	10,532	11,257
Total non-current liabilities	1,425,970	1,533,611

COMMITMENTS AND CONTINGENCIES (Note 11)**STOCKHOLDERS EQUITY:**

Common stock (Note 12)	6	7
Additional paid-in capital (Note 12)	519,971	620,554
Accumulated deficit	(48,854)	(37,760)
Accumulated other comprehensive loss (Notes 15 and 17)	(141,137)	(153,749)
Total stockholders equity	329,986	429,052
Total liabilities and stockholders equity	\$ 1,982,545	\$ 2,205,563

The accompanying notes are an integral part of these interim unaudited consolidated financial statements.

COSTAMARE INC.**Unaudited Consolidated Statements of Income****For the six-month periods ended June 30, 2011 and 2012**

(Expressed in thousands of U.S. dollars, except share and per share data)

	2011	2012
REVENUES:		
Voyage revenue	\$ 180,279	\$ 196,076
EXPENSES:		
Voyage expenses	(2,521)	(2,283)
Voyage expenses related parties (Note 3)	(1,357)	(1,452)
Vessels operating expenses	(55,733)	(56,365)
General and administrative expenses	(2,465)	(2,099)
Management fees-related parties (Note 3)	(7,483)	(7,573)
Amortization of dry-docking and special survey costs (Note 8)	(4,043)	(3,936)
Depreciation (Note 7)	(38,013)	(39,881)
Gain on sale/disposal of vessels, net (Note 7)	10,771	1,303
Foreign exchange gains	73	192
Operating income	79,508	83,982
OTHER INCOME (EXPENSES):		
Interest income	309	716
Interest and finance costs (Note 13)	(36,106)	(38,237)
Other	477	(101)
Gain (loss) on derivative instruments (Note 15)	(69)	(679)
Total other income (expenses)	(35,389)	(38,301)
Net Income	\$ 44,119	\$ 45,681
Earnings per common share, basic and diluted (Note 12)	\$ 0.73	\$ 0.71
Weighted average number of shares, basic and diluted	60,300,000	64,462,088

The accompanying notes are an integral part of these interim unaudited consolidated financial statements.

COSTAMARE INC.**Unaudited Consolidated Statements of Comprehensive Income****For the six-month periods ended June 30, 2011 and 2012**

(Expressed in thousands of U.S. dollars)

	2011	2012
Net income for the period	\$ 44,119	\$ 45,681
Other comprehensive income / (loss)		
Unrealized loss on cash flow hedges (Note 15)	(6,236)	(11,154)
Unrealized gain on available for sale securities	7	-
Net settlements on interest rate swaps qualifying for cash flow hedge (Note 9)	(861)	(1,458)
Other comprehensive income/(loss) for the period	\$ (7,090)	\$ (12,612)
Total comprehensive income for the period	\$ 37,029	\$ 33,069

The accompanying notes are an integral part of these interim unaudited consolidated financial statements.

COSTAMARE INC.**Unaudited Consolidated Statements of Stockholder s Equity****For the six-month periods ended June 30, 2011 and 2012**

(Expressed in thousands of U.S. dollars, except share and per share data)

	Common Stock		Additional	Accumulated	Retained	
	# of	Par	Paid-in	Comprehensive	Earnings	
	shares	value	Capital	Income (Loss)	(Accumulated	Total
					Deficit)	
BALANCE,						
January 1, 2011	60,300,000	\$ 6	\$ 519,971	\$ (82,895)	\$ (74,940)	\$ 362,142
- Net income	-	-	-	-	44,119	44,119
- Dividends	-	-	-	-	(30,150)	(30,150)
- Other						
comprehensive						
income/(loss)	-	-	-	(7,090)	-	(7,090)
BALANCE, June						369,021
30, 2011	60,300,000	\$ 6	\$ 519,971	\$ (89,985)	\$ (60,971)	\$
BALANCE,						
January 1, 2012	60,300,000	\$ 6	\$ 519,971	\$ (141,137)	\$ (48,854)	\$ 329,986
- Net income	-	-	-	-	45,681	45,681
- Dividends	-	-	-	-	(34,587)	(34,587)
- Other						
comprehensive						
income/(loss)	-	-	-	(12,612)	-	(12,612)
- Follow-on						
offering proceeds,						
net	7,500,000	1	100,583	-	-	100,584
BALANCE, June						
30, 2012	67,800,000	\$ 7	\$ 620,554	\$ (153,749)	\$ (37,760)	\$ 429,052

The accompanying notes are an integral part of these interim unaudited consolidated financial statements.

COSTAMARE INC.**Unaudited Consolidated Statements of Cash Flows****For the six-month periods ended June 30, 2011 and 2012**

(Expressed in thousands of U.S. dollars)

	2011		2012
Cash Flows From Operating Activities:			
Net income:	\$ 44,119	\$	45,681
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation	38,013		39,881
Amortization and write off of financing costs	1,335		540
Amortization of deferred drydocking and special survey	4,043		3,936
Amortization of unearned revenue	(322)		(313)
Net settlements on interest rate swaps qualifying for cash flow hedge	(861)		(1,458)
Loss (gain) on derivative instruments	69		679
Gain on sale/disposal of vessels, net	(10,771)		(1,303)
Loss (Gain) on sale of investments	7		-
Changes in operating assets and liabilities:			
Receivables	(169)		(786)
Due from related parties	(731)		3,064
Inventories	(3,381)		(3,314)
Claims receivable	(1,687)		395
Prepayments and other	(642)		(1,144)
Accounts payable	2,262		2,163
Due to related parties	338		-
Accrued liabilities	1,305		167
Unearned revenue	393		(992)
Other liabilities	431		(90)
Drydockings	(6,122)		(4,069)
Accrued charter revenue	15,442		985
Net Cash provided by Operating Activities	83,071		84,022
Cash Flows From Investing Activities:			

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Advances for vessel acquisitions	(145,780)	(69,196)
Vessels acquisitions / Additions to vessel cost	(74,843)	(54,900)
Proceeds from sale of available for sale securities	6,082	-
Proceeds from the sale of vessels, net	19,005	17,426
Net Cash used in Investing Activities	(195,536)	(106,670)
Cash Flows From Financing Activities:		
Follow-on offering proceeds, net of related expenses	-	100,584
Proceeds from long-term debt	107,593	199,300
Repayment of long-term debt	(49,321)	(90,232)
Payment of financing costs	(2,948)	(457)