

TSAKOS ENERGY NAVIGATION LTD

Form 6-K

May 10, 2013

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 May, 2013

Commission File Number 001-31236

TSAKOS ENERGY NAVIGATION LIMITED

(Translation of registrant's name into English)

367 Syngrou Avenue, 175 64 P. Faliro, Athens, Greece

(Address of principal executive office)

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

Form 20-F Form 40-F

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

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):

TSAKOS ENERGY NAVIGATION LIMITED

FORM 6-K

Underwriting Agreement

On May 2, 2013, Tsakos Energy Navigation Limited (the Company), entered into an underwriting agreement (the Underwriting Agreement) with Incapital LLC and DNB Markets, Inc., as representatives of the several underwriters named therein, pursuant to which the Company has agreed to sell an aggregate of 2,000,000 of 8.00% Series B Cumulative Redeemable Perpetual Preferred Shares of the Company, par value \$1.00 per share (Series B Preferred Shares). Pursuant to the Underwriting Agreement, the Company has also granted to the underwriters the right to purchase up to 300,000 additional Series B Preferred Shares within 30 days of the date of the Underwriting Agreement.

The offered shares will be issued pursuant to the Company's shelf Registration Statement on Form F-3, as amended (No. 333-184042) (the Registration Statement). The Company has filed a prospectus supplement, dated May 2, 2013, pursuant to Rule 424(b) under the Securities Act of 1933, as amended, with respect to the 2,000,000 Series B Preferred Shares, as well as the 300,000 additional Series B Preferred Shares issuable upon exercise by the underwriters of their option to purchase additional shares.

The foregoing description is qualified in its entirety by reference to the Underwriting Agreement, a copy of which is included as Exhibit 1.1 to this Report on Form 6-K and is incorporated by reference herein.

Legal Opinion

In connection with the issuance of the offered shares described above, the Company received an opinion of its Bermuda counsel, MJM Limited, which is filed as Exhibit 5.1 hereto.

This Report on Form 6-K shall be incorporated by reference in the Company's registration statement on Form F-3, as amended (File No. 333-184042), to the extent not superseded by documents or reports subsequently filed by the Company under the Securities Act of 1933 or the Securities Exchange Act of 1934, in each case as amended.

EXHIBIT INDEX

1.1 Underwriting Agreement dated May 2, 2013

5.1 Opinion of MJM Limited

23.1 Consent of MJM Limited (included in Exhibit 5.1)

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: May 10, 2013

TSAKOS ENERGY NAVIGATION LIMITED

By: /s/ Paul Durham
Paul Durham
Chief Financial Officer