

Seanergy Maritime Holdings Corp.
Form SC 13D/A
December 07, 2018

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

SCHEDULE 13D

Under the
Securities
Exchange Act of
1934
(Amendment No.
15)*

SEANERGY
MARITIME
HOLDINGS
CORP.
(Name of Issuer)

COMMON
STOCK
(Title of Class of
Securities)

Y 73760137
(CUSIP Number)

Alastair
Macdonald
Western Isles
Jardine House, 4th
Floor,
33-35 Reid Street
P.O. Box HM
1431
Hamilton HM FX,
Bermuda
Tel: (441)
295-5913

(Name, Address
and Telephone
Number of Person
Authorized to
Receive Notices
and
Communications)

November 7, 2018
(Date of Event
which Requires
Filing of this
Statement)

If the filing person
has previously
filed a statement
on Schedule 13G
to report the
acquisition that is
the subject of this
Schedule 13D,
and is filing this
schedule because
of Rule 13d-1(e),
Rule 13d-1(f) or
Rule 13d-1(g),
check the
following box. [
]

Note: Schedules
filed in paper
format shall
include a signed
original and five
copies of the
schedule,
including all
exhibits. See Rule
13d-7 for other
parties to whom
copies are to be
sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the

Act but shall be subject to all other provisions of the Act (however, see the Notes).

Schedule 13D

CUSIP No. Y 73760137

1. Names of Reporting Persons
Jelco Delta Holding Corp.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) ☐
(b) ☒
3. SEC
Use
Only
4. Source
of
Funds WC
(See
Instructions)
5. Check if Disclosure of Legal
Proceedings Is Required Pursuant ☐
to Items 2(d) or 2(e)
6. Citizenship
or
Place Marshall Islands
of
Organization
7. Sole
Voting
Power
8. Shared
Voting Power 58,927,008 ⁽¹⁾

Number of Shares Beneficially Owned by Each Reporting Person
With

9. Sole
Dispositive
Power

10. Shared
Dispositive
Power 58,927,008 ⁽¹⁾

11. Aggregate Amount
Beneficially Owned 58,927,008 ⁽¹⁾
By Each Reporting
Person

12. Check if the Aggregate Amount in
Row (11) Excludes Certain Shares ☐
(See Instructions)

13. Percent of Class
Represented by 71.0%
Amount in Row (11)

14. Type of Reporting Person (See
Instructions)

CO

Includes (i) 4,222,223 shares of Common Stock (as defined in Item 1) of the Issuer (as defined in Item 1) which Jelco Delta Holding Corp. ("Jelco") may be deemed to beneficially own, issuable upon exercise of a conversion option pursuant to the Convertible Promissory Note dated March 12, 2015 as amended, issued by the Issuer to Jelco, (ii) 23,516,667 shares of Common Stock of the Issuer which Jelco may be deemed to beneficially own, (1) issuable upon exercise of a conversion option pursuant to the Convertible Promissory Note dated September 7, 2015, as amended, issued by the Issuer to Jelco, and (iii) 15,277,778 shares of Common Stock of the Issuer which Jelco may be deemed to beneficially own, issuable upon exercise of a conversion option pursuant to the Convertible Promissory Note dated September 27, 2017, issued by the Issuer to Jelco. See Item 3.

CUSIP No. Y 73760137

1. Names of Reporting Persons
Comet Shipholding Inc.
2. Check the Appropriate Box if a
Member of a Group (See
Instructions)
(a) ☐
(b) ☒
3. SEC
Use
Only
4. Source
of
Funds WC
(See
Instructions)
5. Check if Disclosure of
Legal Proceedings Is
Required Pursuant to Items ☐
2(d) or 2(e)
6. Citizenship
or
Place Marshall Islands
of
Organization
7. Sole
Voting
Power
8. Shared
Voting
Power

Number of Shares Beneficially Owned by Each Reporting Person
With

9. Sole
Dispositive
Power

10. Shared
Dispositive
Power

11. Aggregate Amount
Beneficially Owned 853,434
By Each Reporting
Person

12. Check if the Aggregate
Amount in Row (11) ☐
Excludes Certain Shares
(See Instructions)

13. Percent of Class
Represented by 2.1%
Amount in Row
(11)

14. Type of Reporting Person (See
Instructions)

CO

Schedule 13D

CUSIP No. Y 73760137

1. Names of Reporting Persons
Claudia Restis
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) ☐
(b) ☒
3. SEC Use
Only
4. Source of Funds OO
(See Instructions)
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ☐
6. Citizenship or Place of Organization Italy
7. Sole Voting Power
8. Shared Voting Power 59,780,442 ⁽¹⁾
9. Sole Dispositive Power

Number of Shares Beneficially Owned by Each Reporting Person With

10. Shared
~~59,780,442~~ 59,780,442 ⁽¹⁾
 Power

11. Aggregate Amount
 Beneficially Owned By 59,780,442 ⁽¹⁾
 Each Reporting Person

12. Check if the Aggregate Amount in
 Row (11) Excludes Certain Shares ☐
 (See Instructions)

13. Percent of Class
 Represented by Amount 72.0%
 in Row (11)

14. Type of Reporting Person (See
 Instructions)

IN

Claudia Restis may be deemed to beneficially own 58,927,008 shares of Common Stock of the Issuer through Jelco and 853,434 shares of Common Stock of the Issuer through Comet Shipholding Inc., each through a revocable trust of which she is beneficiary. The shares she may be deemed to beneficially own through Jelco include (i) 4,222,223 shares of Common Stock which Jelco may be deemed to beneficially own, issuable upon exercise of a conversion option pursuant to the Convertible Promissory Note dated March 12, 2015, as amended, (1) issued by the Issuer to Jelco, (ii) 23,516,667 shares of Common Stock which Jelco may be deemed to beneficially own, issuable upon exercise of a conversion option pursuant to the Convertible Promissory Note dated September 7, 2015, as amended, issued by the Issuer to Jelco, and (iii) 15,277,778 shares of Common Stock which Jelco may be deemed to beneficially own, issuable upon exercise of a conversion option pursuant to the Convertible Promissory Note dated September 27, 2017, issued by the Issuer to Jelco. See Item 6.

Schedule 13D

CUSIP No. Y 73760137

INTRODUCTION

This Amendment No. 15 to Schedule 13D further amends the Schedule 13D originally filed on March 12, 2015 by the Reporting Persons (as defined in Item 2), to reflect the change in beneficial ownership of the Common Stock (as defined in Item 1), solely due to an increase in the number of shares of Common Stock outstanding resulting from the Issuer's private placement of 1,800,000 shares of Common Stock to Cargill International SA ("Cargill") on November 7, 2018, as announced in the Issuer's report on Form 6-K filed with the Commission on November 14, 2018.

ITEM 1. Security and Issuer.

This statement relates to the common stock, par value \$0.0001 per share ("Common Stock") issued by Seanergy Maritime Holdings Corp., a Marshall Islands corporation (the "Issuer"), whose principal executive offices are located at 154 Vouliagmenis Avenue, Glyfada 16674, Athens, Greece.

ITEM 2. Identity and Background.

(a) – (c), (f) This statement is being filed by each of the persons identified below (collectively the "Reporting Persons"):

Name	Address	Jurisdiction of Incorporation or Place of Citizenship	Principal Business
Jelco Delta Holding Corp.	c/o Western Isles Jardine House, 4th Floor, 33-35 Reid Street P.O. Box HM 1431 Hamilton HM FX, Bermuda Attention: Alastair Macdonald	Marshall Islands	Investments
Comet Shipholding Inc.	c/o Western Isles Jardine House, 4th Floor, 33-35 Reid Street P.O. Box HM 1431 Hamilton HM FX, Bermuda Attention: Alastair Macdonald	Marshall Islands	Investments
Claudia Restis (1)	c/o Western Isles Jardine House, 4th Floor, 33-35 Reid Street P.O. Box HM 1431 Hamilton HM FX, Bermuda Attention: Alastair Macdonald	Italy	Business and Philanthropy

(1) Claudia Restis is the beneficial owner of 100% of the capital stock of each of the corporate Reporting Persons through a revocable trust of which she is beneficiary.

(c) Except as set forth herein, no other transactions in the Common Shares were effected by the persons enumerated in Item 2 during the past 60 days.

(d) – (e) None of the Reporting Persons has, during the last five years, (i) been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), or (ii) been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violations with respect to such laws.

ITEM 3. Source and Amount of Funds or Other Consideration.

There are no material changes to Item 3 from the Schedule 13D/A filed with the Commission on March 30, 2018.

ITEM 4. Purpose of Transaction.

There are no material changes to Item 4 from the Schedule 13D/A filed with the Commission on March 30, 2018.

Except as set forth above and as previously disclosed in the original Schedule 13D filed with the Commission on March 12, 2015, no Reporting Person has any present plans or proposals which relate to or would result in the occurrence of any of the events described in Item 4 (a) through (j) of Schedule 13D.

ITEM 5. Interest in Securities of the Issuer.

(a) – (b) Based on information provided by the Issuer, the Issuer had 39,993,348 shares of Common Stock outstanding as of the date hereof. Based upon the foregoing, as of the date hereof, the Reporting Persons' beneficial ownership is as set forth below:

Name	Percentage of Shares Beneficially Owned	Voting		Dispositive	
		Sole	Shared	Sole	Shared
Jelco Delta Holding Corp.	71.0	% 0	58,927,008 ⁽¹⁾	0	58,927,008 ⁽¹⁾
Comet Shipholding Inc.	2.1	% 0	853,434	0	853,434
Claudia Restis	72.0	% 0	59,780,442 ⁽¹⁾⁽²⁾	0	59,780,442 ⁽¹⁾⁽²⁾

Includes (i) 4,222,223 shares of Common Stock which Jelco may be deemed to beneficially own, issuable upon exercise of a conversion option pursuant to the Convertible Promissory Note dated March 12, 2015, as amended, issued by the Issuer to Jelco, (ii) 23,516,667 shares of Common Stock which Jelco may be deemed to beneficially own, issuable upon exercise of a conversion option pursuant to the Convertible Promissory Note dated September 7, 2015, as amended, issued by the Issuer to Jelco, and (iii) 15,277,778 shares of Common Stock which Jelco may be deemed to beneficially own, issuable upon exercise of a conversion option pursuant to the Convertible Promissory Note dated September 27, 2017, issued by the Issuer to Jelco. See Item 3.

Claudia Restis may be deemed to beneficially own 58,927,008 shares of Common Stock of the Issuer through Jelco (2) and 853,434 shares of Common Stock of the Issuer through Comet Shipholding Inc., each through a revocable trust of which she is beneficiary.

(c) N/A

(d) N/A

(e) N/A

ITEM 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

There are no material changes to Item 6 from the Schedule 13D/A filed with the Commission on March 30, 2018.

ITEM 7. Materials to be Filed as Exhibits.

N/A

Signature

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: December 7, 2018

JELCO DELTA HOLDING
CORP.

By: /s/ Alastair Macdonald

Name: Alastair Macdonald

Title: President

COMET SHIPHOLDING
INC.

By: /s/ Alastair Macdonald

Name: Alastair Macdonald

Title: President

/s/ Claudia Restis

Claudia Restis