

Norwegian Cruise Line Holdings Ltd.
 Form 4
 March 07, 2016

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Del Rio Frank J

2. Issuer Name and Ticker or Trading Symbol
 Norwegian Cruise Line Holdings Ltd. [NCLH]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 7665 CORPORATE CENTER DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/03/2016

Director 10% Owner
 Officer (give title below) Other (specify below)
 Pres. & CEO

MIAMI, FL 33126

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---------|---|---------------------------------|
| | | | | (A) or (D) | Amount or Price | | | | | |
| Common Stock ⁽¹⁾ | 03/03/2016 | | A | | 12,500 | A | \$ 0 | 416,524 | D | |
| Common Stock ⁽²⁾ | 03/04/2016 | | F | | 5,244 | D | \$ 49.56 | 411,280 | D | |
| Common Stock | | | | | | | | 304,373 | I | By Breeze Hill Investments, LLC |
| Common Stock | | | | | | | | 135,754 | I | By GCO Management, |

LLC

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option (right to buy) ⁽³⁾ | \$ 59.43 | 03/03/2016 | | A | 52,083 | 03/03/2016 08/03/2025 | Common Stock | 52,083 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| Del Rio Frank J 7665 CORPORATE CENTER DRIVE MIAMI, FL 33126 | X | | Pres. & CEO | |

Signatures

/s/ Daniel S. Farkas, as attorney-in-fact for Frank J.
Del Rio

03/07/2016

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) On August 4, 2015, the reporting person was granted 300,000 restricted share units with respect to the ordinary shares of Norwegian Cruise Line Holdings Ltd. ("NCLH") which vest in part based on time, performance hurdles and a share price appreciation hurdle. The Compensation Committee determined that the performance criteria for 2015 was met, resulting in the vesting of 12,500 restricted share units.

(2) Represents the withholding of ordinary shares underlying restricted share units to cover tax obligations.

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- On August 4, 2015, the reporting person was granted an option to purchase 1,250,000 ordinary shares of NCLH which vest in part based
- (3) on time, performance hurdles and a share price appreciation hurdle. The Compensation Committee determined that the performance criteria for 2015 was met, resulting in the vesting of the option as to 52,083 ordinary shares.

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