

Norwegian Cruise Line Holdings Ltd.

Form 4

March 19, 2014

**FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
Beck Wendy A.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  
DRIVE3. Date of Earliest Transaction  
(Month/Day/Year)  
03/18/2014☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
Executive Vice President & CFO

(Street)

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

MIAMI, FL 33126

(City) (State) (Zip)

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

| 1. Title of Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed Execution Date, if any<br>(Month/Day/Year) | 3. Transaction Code<br>(Instr. 8) | 4. Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned<br>Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I)<br>(Instr. 4) | 7. Nature of Ownership<br>Indirect Beneficial Ownership<br>(Instr. 4) |
|------------------------------------|-----------------------------------------|-------------------------------------------------------|-----------------------------------|----------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|-------------------------------------------------------------|-----------------------------------------------------------------------|
|                                    |                                         |                                                       |                                   | (A)<br>or<br>(D)                                                     |                                                                                                     |                                                             |                                                                       |
|                                    |                                         |                                                       | Code                              | V                                                                    | Amount                                                                                              |                                                             | Price                                                                 |

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 | 2. Conversion | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Security |
|------------------------|---------------|-----------------------------------------|-------------------------------|----------------|-------------------------|-----------------------------------------|--------------------------------------------|

## Edgar Filing: Norwegian Cruise Line Holdings Ltd. - Form 4

| Security<br>(Instr. 3)                | or Exercise<br>Price of<br>Derivative<br>Security | any<br>(Month/Day/Year) | Code<br>(Instr. 8) | Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | (Month/Day/Year) |     | (Instr. 3 and 4)      |                    |                            |                         |
|---------------------------------------|---------------------------------------------------|-------------------------|--------------------|--------------------------------------------------------------------------------|------------------|-----|-----------------------|--------------------|----------------------------|-------------------------|
|                                       |                                                   |                         | Code               | V                                                                              | (A)              | (D) | Date Exercisable      | Expiration<br>Date | Title                      | Am<br>or<br>Num<br>of S |
| NCL<br>Corporation<br>Units           | <u>(1)</u>                                        | 03/18/2014              | A                  |                                                                                | 75,186           |     | 03/18/2014 <u>(1)</u> | <u>(1)</u>         | Common<br>Stock <u>(1)</u> | 75                      |
| Stock<br>Options<br>(right to<br>buy) | \$ 19                                             | 03/18/2014              | A                  |                                                                                | 51,199           |     | 03/18/2014 <u>(2)</u> | 01/17/2020         | Common<br>Stock            | 51                      |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |                                |       |
|-----------------------------------------------------------------|---------------|-----------|--------------------------------|-------|
|                                                                 | Director      | 10% Owner | Officer                        | Other |
| Beck Wendy A.<br>7665 CORPORATE CENTER DRIVE<br>MIAMI, FL 33126 |               |           | Executive Vice President & CFO |       |

## Signatures

/s/ Daniel S. Farkas, attorney-in-fact for Wendy A. Beck 03/19/2014

          \*\*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 January 24, 2013, the reporting person received NCL Corporation Units (the "Units"). The Units are redeemable for an equal number of shares of Norwegian Cruise Line Holdings Ltd.'s ("NCLH") common stock, or, at the election of NCLH, a cash payment equal to the value of the exchanged Units. The Units are subject to customary adjustments for stock splits, subdivisions, combinations and other extraordinary events. The Units have no expiration date. The Units reported above were subject to a performance vesting condition based on the level of capital invested in NCLH and its subsidiaries realized by investment funds affiliated with Apollo Global Management, LLC. NCLH's Board of Directors determined on March 18, 2014 that the performance vesting requirement applicable to the Units reported above had been achieved.

- (2) On January 18, 2013, the reporting person received stock options. The stock options reported above were subject to the same performance vesting condition as the Units reported above, which NCLH's Board of Directors determined on March 18, 2014 had been achieved.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.