Norwegian Cruise Line Holdings Ltd.

Form 4

November 14, 2014

Check this box

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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January 31, Expires: 2005

OMB APPROVAL

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may continue.

See Instruction

if no longer

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Miller Maria Issuer Symbol Norwegian Cruise Line Holdings (Check all applicable) Ltd. [NCLH] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) 7665 CORPORATE CENTER 11/12/2014 Senior Vice President **DRIVE** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting MIAMI, FL 33126

(City)	(State)	(Zip) Tabl	le I - Non-l	Derivative S	ecurit	ies Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	ion Date, if Transactiomr Disposed of (D) Code (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)
Common Stock	11/12/2014		Code V	Amount 136,050	(D)	Price (1)	136,050	D	
Common Stock	11/12/2014		S	34,013 (2)	D	\$ 40.35	102,038	D	

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

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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. Transactio Code (Instr. 8)	Se Ac Di	ecurities acquired (A) or Disposed of (D) Instr. 3, 4, and	Expiration Date Unde		7. Title and A Underlying S (Instr. 3 and 4	Securities
				Code V	(A	A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
NCL Corporation Units	(1)	11/12/2014		C(1)		136,050 (1)	(3)	<u>(1)</u>	Common Stock	136,050

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Miller Maria

7665 CORPORATE CENTER DRIVE Senior Vice President

MIAMI, FL 33126

Signatures

/s/ Daniel S. Farkas, attorney-in-fact for Maria
Miller

11/14/2014

**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).

The reporting person redeemed 136,050 NCL Corporation Units (the "Units"). This number represents the total number of Units held by the reporting person on November 12, 2014, and hereby updates the total number of Units reported as held on the reporting person's Form

- (1) 4 filed on November 12, 2014. 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 redeemed Units. NCLH elected to redeem the reporting person's Units with common stock. The Units have no expiration date.
- (2) Reflects the sale of 20% of the common stock received upon exchange of the Units to facilitate the payment of taxes related to the exchange.
- (3) All Units were vested as of the date of the redemption.

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.

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