

Norwegian Cruise Line Holdings Ltd.

Form 4

August 24, 2015

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

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

## OMB APPROVAL

OMB  
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2005  
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(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)  
08/20/2015

☐ Director ☐ 10% Owner  
☒ Officer (give title below) Other (specify below)  
President & CEO

MIAMI, FL 33126

(City) (State) (Zip)

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

**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)
			Code	V	Amount	(A) or (D) Price			
Common Stock <u>(1)</u>	08/20/2015		A		44,327 <u>(2)</u>	A <u>(3)</u>	421,479	D	
Common Stock <u>(1)</u>	08/20/2015		D		17,455 <u>(4)</u>	D \$ 59.72	404,024	D	
Common Stock <u>(1)</u>	08/20/2015		A		40,160 <u>(2)</u>	A <u>(3)</u>	304,373	I	By Breeze Hill Investments, LLC
Common Stock <sup>(1)</sup>	08/20/2015		A		17,912 <sup>(2)</sup>	A <u>(3)</u>	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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SEC 1474  
(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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

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

## Signatures

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

08/24/2015

\*\*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 November 19, 2014, the reporting person acquired beneficial ownership of shares of Norwegian Cruise Line Holdings Ltd.'s ("NCLH") common stock (including shares held indirectly through Breeze Hill Investments, LLC and GCO Management, LLC) as partial consideration for the cancellation of the reporting person's shares of common stock and other equity interests in Prestige Cruises International, Inc. ("PCI") pursuant to PCI's merger into a subsidiary of NCLH (the "Merger").
- (2) The amount reported reflects the release of ordinary shares of NCLH held in escrow in the name of the escrow agent that were subject to forfeiture during the nine (9) months following the closing date of the Merger to satisfy indemnification obligations arising under the

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merger agreement.

- (3) On the day prior to the effective date of the Merger, the closing price of a share of NCLH common stock was \$41.77, and the value per share of PCI common stock as of the closing of the Merger was \$30.92.
- (4) The disposition reported reflects a surrender of shares to cover tax obligations related to the reporting person's acquisition of NCLH shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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