

Norwegian Cruise Line Holdings Ltd.
Form SC 13D/A
November 24, 2014

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 6)*

Norwegian Cruise Line Holdings Ltd.

(Name of Issuer)

Ordinary Shares, par value \$0.001

(Title of Class of Securities)

G66721 10 4

(CUSIP Number)

John F. Hartigan, Esq.

Morgan, Lewis & Bockius LLP

300 S. Grand Avenue, 22nd Floor

Los Angeles, CA 90071

(213) 612-2500

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

November 19, 2014

(Date of Event Which Requires Filing of this Statement)

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

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 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).

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CUSIP No. G66721 10 4

13D

- 1 Name of Reporting Person
I.R.S. Identification of Above Person

AAA Guarantor - Co-Invest VI (B), L.P.
- 2 Check the Appropriate Box if a Member of a Group
(a)
(b)
- 3 SEC Use Only
- 4 Source of Funds
OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
- 6 Citizenship or Place of Organization
Marshall Islands
- | | | |
|---|----|--|
| | 7 | Sole Voting Power |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8 | Shared Voting Power
79,119,821 shares of Ordinary Shares |
| | 9 | Sole Dispositive Power |
| | 10 | Shared Dispositive Power
5,808,153 shares of Ordinary Shares |
| | 11 | Aggregate Amount Beneficially Owned by Each Reporting Person
79,119,821 shares of Ordinary Shares |
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*
- 13 Percent of Class Represented by Amount in Row (11)
35.4%
- 14 Type of Reporting Person
PN

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CUSIP No. G66721 10 4

13D

- 1 Name of Reporting Person
I.R.S. Identification of Above Person

AAA Guarantor - Co-Invest VII, L.P.
- 2 Check the Appropriate Box if a Member of a Group
(a)
(b)
- 3 SEC Use Only
- 4 Source of Funds
OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
- 6 Citizenship or Place of Organization
Guernsey
- | | | |
|---|----|--|
| | 7 | Sole Voting Power |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8 | Shared Voting Power
73,335,716 shares of Ordinary Shares |
| | 9 | Sole Dispositive Power |
| | 10 | Shared Dispositive Power
24,048 shares of Ordinary Shares |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
73,335,716 shares of Ordinary Shares
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*
- 13 Percent of Class Represented by Amount in Row (11)
32.8%
- 14 Type of Reporting Person
PN

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CUSIP No. G66721 10 4

13D

- 1 Name of Reporting Person
I.R.S. Identification of Above Person

AIF VI NCL (AIV), L.P.
- 2 Check the Appropriate Box if a Member of a Group
(a)
(b)
- 3 SEC Use Only
- 4 Source of Funds
OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
- 6 Citizenship or Place of Organization
Cayman Islands
- | | | |
|---|----|---|
| | 7 | Sole Voting Power |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8 | Shared Voting Power
78,686,731 shares of Ordinary Shares |
| | 9 | Sole Dispositive Power |
| | 10 | Shared Dispositive Power
5,375,063 shares of Ordinary Shares |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
78,686,731 shares of Ordinary Shares
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*
- 13 Percent of Class Represented by Amount in Row (11)
35.2%
- 14 Type of Reporting Person
PN

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CUSIP No. G66721 10 4

13D

- 1 Name of Reporting Person
I.R.S. Identification of Above Person
- AIF VI NCL (AIV II), L.P.
- 2 Check the Appropriate Box if a Member of a Group
(a)
(b)
- 3 SEC Use Only
- 4 Source of Funds
OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
- 6 Citizenship or Place of Organization
Cayman Islands
- | | | |
|---|----|---|
| | 7 | Sole Voting Power |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8 | Shared Voting Power
78,746,472 shares of Ordinary Shares |
| | 9 | Sole Dispositive Power |
| | 10 | Shared Dispositive Power
5,434,804 shares of Ordinary Shares |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
78,746,472 shares of Ordinary Shares
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*
- 13 Percent of Class Represented by Amount in Row (11)
35.2%
- 14 Type of Reporting Person
PN

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CUSIP No. G66721 10 4

13D

- 1 Name of Reporting Person
I.R.S. Identification of Above Person

AIF VI NCL (AIV III), L.P.
- 2 Check the Appropriate Box if a Member of a Group
(a)
(b)
- 3 SEC Use Only
- 4 Source of Funds
OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
- 6 Citizenship or Place of Organization
Cayman Islands
- | | | |
|---|----|---|
| | 7 | Sole Voting Power |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8 | Shared Voting Power
78,623,675 shares of Ordinary Shares |
| | 9 | Sole Dispositive Power |
| | 10 | Shared Dispositive Power
5,312,007 shares of Ordinary Shares |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
78,623,675 shares of Ordinary Shares
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*
- 13 Percent of Class Represented by Amount in Row (11)
35.2%
- 14 Type of Reporting Person
PN

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13D

- 1 Name of Reporting Person
I.R.S. Identification of Above Person
- AIF VI NCL (AIV IV), L.P.
- 2 Check the Appropriate Box if a Member of a Group
(a)
(b)
- 3 SEC Use Only
- 4 Source of Funds
OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
- 6 Citizenship or Place of Organization
Cayman Islands
- | | | |
|---|----|---|
| | 7 | Sole Voting Power |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8 | Shared Voting Power
78,615,055 shares of Ordinary Shares |
| | 9 | Sole Dispositive Power |
| | 10 | Shared Dispositive Power
5,303,387 shares of Ordinary Shares |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
78,615,055 shares of Ordinary Shares
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*
- 13 Percent of Class Represented by Amount in Row (11)
35.2%
- 14 Type of Reporting Person
PN

CUSIP No. G66721 10 4

13D

- 1 Name of Reporting Person
I.R.S. Identification of Above Person

Apollo Overseas Partners VI, L.P.
- 2 Check the Appropriate Box if a Member of a Group
(a)
(b)
- 3 SEC Use Only
- 4 Source of Funds
OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
- 6 Citizenship or Place of Organization
Cayman Islands
- | | | |
|---|----|---|
| | 7 | Sole Voting Power |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8 | Shared Voting Power
79,248,766 shares of Ordinary Shares |
| | 9 | Sole Dispositive Power |
| | 10 | Shared Dispositive Power
5,937,098 shares of Ordinary Shares |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
79,248,766 shares of Ordinary Shares
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*
- 13 Percent of Class Represented by Amount in Row (11)
35.4%
- 14 Type of Reporting Person
PN