

Norwegian Cruise Line Holdings Ltd.  
Form SC 13D/A  
August 31, 2015

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

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**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934**  
**(Amendment No. 9)\***

**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)

**August 20, 2015**

## Edgar Filing: Norwegian Cruise Line Holdings Ltd. - Form SC 13D/A

(Date of Event Which Requires Filing of this Statement)

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<br>I.R.S. Identification of Above Person<br>AAA Guarantor - Co-Invest VI (B), L.P.   |
| 2  | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input type="radio"/>    |
| 3  | SEC Use Only                                                                                                  |
| 4  | Source of Funds<br>OO                                                                                         |
| 5  | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6  | Citizenship or Place of Organization<br>Marshall Islands                                                      |
| 7  | Sole Voting Power                                                                                             |
| 8  | Shared Voting Power<br>40,227,532 shares of Ordinary Shares                                                   |
| 9  | Sole Dispositive Power                                                                                        |
| 10 | Shared Dispositive Power<br>4,328,364 shares of Ordinary Shares                                               |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>40,227,532 shares of Ordinary Shares          |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>    |
| 13 | Percent of Class Represented by Amount in Row (11)<br>17.6%                                                   |
| 14 | Type of Reporting Person<br>PN                                                                                |

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- |    |                                                                                                               |
|----|---------------------------------------------------------------------------------------------------------------|
| 1  | Name of Reporting Person<br>I.R.S. Identification of Above Person<br>AAA Guarantor - Co-Invest VII, L.P.      |
| 2  | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input type="radio"/>    |
| 3  | SEC Use Only                                                                                                  |
| 4  | Source of Funds<br>OO                                                                                         |
| 5  | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6  | Citizenship or Place of Organization<br>Guernsey                                                              |
| 7  | Sole Voting Power                                                                                             |
| 8  | Shared Voting Power<br>35,919,308 shares of Ordinary Shares                                                   |
| 9  | Sole Dispositive Power                                                                                        |
| 10 | Shared Dispositive Power<br>20,140 shares of Ordinary Shares                                                  |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>35,919,308 shares of Ordinary Shares          |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>    |
| 13 | Percent of Class Represented by Amount in Row (11)<br>15.7%                                                   |
| 14 | Type of Reporting Person<br>PN                                                                                |

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

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13D

- |    |                                                                                                               |
|----|---------------------------------------------------------------------------------------------------------------|
| 1  | Name of Reporting Person<br>I.R.S. Identification of Above Person<br>AIF VI NCL (AIV), L.P.                   |
| 2  | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input type="radio"/>    |
| 3  | SEC Use Only                                                                                                  |
| 4  | Source of Funds<br>OO                                                                                         |
| 5  | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6  | Citizenship or Place of Organization<br>Cayman Islands                                                        |
| 7  | Sole Voting Power                                                                                             |
| 8  | Shared Voting Power<br>39,355,139 shares of Ordinary Shares                                                   |
| 9  | Sole Dispositive Power                                                                                        |
| 10 | Shared Dispositive Power<br>3,455,971 shares of Ordinary Shares                                               |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>39,355,139 shares of Ordinary Shares          |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>    |
| 13 | Percent of Class Represented by Amount in Row (11)<br>17.2%                                                   |
| 14 | Type of Reporting Person<br>PN                                                                                |

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

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13D

- |    |                                                                                                               |
|----|---------------------------------------------------------------------------------------------------------------|
| 1  | Name of Reporting Person<br>I.R.S. Identification of Above Person<br>AIF VI NCL (AIV II), L.P.                |
| 2  | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input type="radio"/>    |
| 3  | SEC Use Only                                                                                                  |
| 4  | Source of Funds<br>OO                                                                                         |
| 5  | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6  | Citizenship or Place of Organization<br>Cayman Islands                                                        |
| 7  | Sole Voting Power                                                                                             |
| 8  | Shared Voting Power<br>39,393,550 shares of Ordinary Shares                                                   |
| 9  | Sole Dispositive Power                                                                                        |
| 10 | Shared Dispositive Power<br>3,494,382 shares of Ordinary Shares                                               |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>39,393,550 shares of Ordinary Shares          |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>    |
| 13 | Percent of Class Represented by Amount in Row (11)<br>17.2%                                                   |
| 14 | Type of Reporting Person<br>PN                                                                                |

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- |                                                                                     |                                                                                                               |
|-------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------|
| 1                                                                                   | Name of Reporting Person<br>I.R.S. Identification of Above Person<br>AIF VI NCL (AIV III), L.P.               |
| 2                                                                                   | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input type="radio"/>    |
| 3                                                                                   | SEC Use Only                                                                                                  |
| 4                                                                                   | Source of Funds<br>OO                                                                                         |
| 5                                                                                   | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6                                                                                   | Citizenship or Place of Organization<br>Cayman Islands                                                        |
|                                                                                     | 7            Sole Voting Power                                                                                |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8            Shared Voting Power<br>39,314,597 shares of Ordinary Shares                                      |
|                                                                                     | 9            Sole Dispositive Power                                                                           |
|                                                                                     | 10           Shared Dispositive Power<br>3,415,429 shares of Ordinary Shares                                  |
| 11                                                                                  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>39,314,597 shares of Ordinary Shares          |
| 12                                                                                  | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>    |
| 13                                                                                  | Percent of Class Represented by Amount in Row (11)<br>17.2%                                                   |
| 14                                                                                  | Type of Reporting Person<br>PN                                                                                |

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- 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<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8  | Shared Voting Power<br>39,309.054 shares of Ordinary Shares     |
|                                                                                     | 9  | Sole Dispositive Power                                          |
|                                                                                     | 10 | Shared Dispositive Power<br>3,409,886 shares of Ordinary Shares |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person  
39,309.054 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)  
17.2%
- 14 Type of Reporting Person  
PN



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- |    |                                                                                                               |
|----|---------------------------------------------------------------------------------------------------------------|
| 1  | Name of Reporting Person<br>I.R.S. Identification of Above Person<br>Apollo Overseas Partners VI, L.P.        |
| 2  | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input type="radio"/>    |
| 3  | SEC Use Only                                                                                                  |
| 4  | Source of Funds<br>OO                                                                                         |
| 5  | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6  | Citizenship or Place of Organization<br>Cayman Islands                                                        |
| 7  | Sole Voting Power                                                                                             |
| 8  | Shared Voting Power<br>39,716,507 shares of Ordinary Shares                                                   |
| 9  | Sole Dispositive Power                                                                                        |
| 10 | Shared Dispositive Power<br>3,817,339 shares of Ordinary Shares                                               |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>39,716,507 shares of Ordinary Shares          |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>    |
| 13 | Percent of Class Represented by Amount in Row (11)<br>17.3%                                                   |
| 14 | Type of Reporting Person<br>PN                                                                                |

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

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1	Name of Reporting Person I.R.S. Identification of Above Person Apollo Overseas Partners (Delaware) VI, L.P.
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input type="radio"/>
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) <input type="radio"/>
6	Citizenship or Place of Organization Delaware
7	Sole Voting Power
8	Shared Voting Power 37,477,998 shares of Ordinary Shares
9	Sole Dispositive Power
10	Shared Dispositive Power 1,578,830 shares of Ordinary Shares
11	Aggregate Amount Beneficially Owned by Each Reporting Person 37,477,998 shares of Ordinary Shares
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>
13	Percent of Class Represented by Amount in Row (11) 16.4%
14	Type of Reporting Person PN

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

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1	Name of Reporting Person I.R.S. Identification of Above Person Apollo Overseas Partners (Delaware 892) VI, L.P.
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input type="radio"/>
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) <input type="radio"/>
6	Citizenship or Place of Organization Delaware
7	Sole Voting Power
8	Shared Voting Power 39,754,663 shares of Ordinary Shares
9	Sole Dispositive Power
10	Shared Dispositive Power 3,855,495 shares of Ordinary Shares
11	Aggregate Amount Beneficially Owned by Each Reporting Person 39,754,663 shares of Ordinary Shares
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>
13	Percent of Class Represented by Amount in Row (11) 17.3%
14	Type of Reporting Person PN

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

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- 1 Name of Reporting Person  
I.R.S. Identification of Above Person  
Apollo Overseas Partners (Germany) 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  
35,947,525 shares of Ordinary Shares
- 9 Sole Dispositive Power
- 10 Shared Dispositive Power  
48,357 shares of Ordinary Shares
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person  
35,947,525 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)  
15.7%
- 14 Type of Reporting Person  
PN

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- |    |                                                                                                               |
|----|---------------------------------------------------------------------------------------------------------------|
| 1  | Name of Reporting Person<br>I.R.S. Identification of Above Person<br>AIF VI Euro Holdings, L.P.               |
| 2  | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input type="radio"/>    |
| 3  | SEC Use Only                                                                                                  |
| 4  | Source of Funds<br>OO                                                                                         |
| 5  | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6  | Citizenship or Place of Organization<br>Cayman Islands                                                        |
| 7  | Sole Voting Power                                                                                             |
| 8  | Shared Voting Power<br>46,945,416 shares of Ordinary Shares                                                   |
| 9  | Sole Dispositive Power                                                                                        |
| 10 | Shared Dispositive Power<br>11,046,248 shares of Ordinary Shares                                              |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>46,945,416 shares of Ordinary Shares          |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>    |
| 13 | Percent of Class Represented by Amount in Row (11)<br>20.5%                                                   |
| 14 | Type of Reporting Person<br>PN                                                                                |

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

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13D

- |                                                                                     |                                                                                                               |
|-------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------|
| 1                                                                                   | Name of Reporting Person<br>I.R.S. Identification of Above Person<br>AIF VII Euro Holdings, L.P.              |
| 2                                                                                   | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input type="radio"/>    |
| 3                                                                                   | SEC Use Only                                                                                                  |
| 4                                                                                   | Source of Funds<br>OO                                                                                         |
| 5                                                                                   | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6                                                                                   | Citizenship or Place of Organization<br>Cayman Islands                                                        |
|                                                                                     | 7            Sole Voting Power                                                                                |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8            Shared Voting Power<br>38,698,811 shares of Ordinary Shares                                      |
|                                                                                     | 9            Sole Dispositive Power                                                                           |
|                                                                                     | 10           Shared Dispositive Power<br>2,799,643 shares of Ordinary Shares                                  |
| 11                                                                                  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>38,698,811 shares of Ordinary Shares          |
| 12                                                                                  | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>    |
| 13                                                                                  | Percent of Class Represented by Amount in Row (11)<br>16.9%                                                   |
| 14                                                                                  | Type of Reporting Person<br>PN                                                                                |

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- |                                                                                     |                                                                                                               |
|-------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------|
| 1                                                                                   | Name of Reporting Person<br>I.R.S. Identification of Above Person<br>AAA MIP Limited                          |
| 2                                                                                   | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input type="radio"/>    |
| 3                                                                                   | SEC Use Only                                                                                                  |
| 4                                                                                   | Source of Funds<br>OO                                                                                         |
| 5                                                                                   | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6                                                                                   | Citizenship or Place of Organization<br>Guernsey                                                              |
|                                                                                     | 7            Sole Voting Power                                                                                |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8            Shared Voting Power<br>40,227,532 shares of Ordinary Shares                                      |
|                                                                                     | 9            Sole Dispositive Power                                                                           |
|                                                                                     | 10           Shared Dispositive Power<br>4,328,364 shares of Ordinary Shares                                  |
| 11                                                                                  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>40,227,532 shares of Ordinary Shares          |
| 12                                                                                  | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>    |
| 13                                                                                  | Percent of Class Represented by Amount in Row (11)<br>17.6%                                                   |
| 14                                                                                  | Type of Reporting Person<br>CO                                                                                |

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- |    |                                                                                                               |
|----|---------------------------------------------------------------------------------------------------------------|
| 1  | Name of Reporting Person<br>I.R.S. Identification of Above Person<br>AAA Investments (Co-Invest VII), L.P.    |
| 2  | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input type="radio"/>    |
| 3  | SEC Use Only                                                                                                  |
| 4  | Source of Funds<br>OO                                                                                         |
| 5  | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6  | Citizenship or Place of Organization<br>Delaware                                                              |
| 7  | Sole Voting Power                                                                                             |
| 8  | Shared Voting Power<br>35,919,308 shares of Ordinary Shares                                                   |
| 9  | Sole Dispositive Power                                                                                        |
| 10 | Shared Dispositive Power<br>20,140 shares of Ordinary Shares                                                  |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>35,919,308 shares of Ordinary Shares          |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>    |
| 13 | Percent of Class Represented by Amount in Row (11)<br>15.7%                                                   |
| 14 | Type of Reporting Person<br>PN                                                                                |

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With



CUSIP No. G66721 10 4

13D

- |                                                                                     |                                                                                                               |
|-------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------|
| 1                                                                                   | Name of Reporting Person<br>I.R.S. Identification of Above Person<br>Apollo Alternative Assets, L.P.          |
| 2                                                                                   | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input type="radio"/>    |
| 3                                                                                   | SEC Use Only                                                                                                  |
| 4                                                                                   | Source of Funds<br>OO                                                                                         |
| 5                                                                                   | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6                                                                                   | Citizenship or Place of Organization<br>Cayman Islands                                                        |
|                                                                                     | 7            Sole Voting Power                                                                                |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8            Shared Voting Power<br>40,248,013 shares of Ordinary Shares                                      |
|                                                                                     | 9            Sole Dispositive Power                                                                           |
|                                                                                     | 10           Shared Dispositive Power<br>4,348,845 shares of Ordinary Shares                                  |
| 11                                                                                  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>40,248,013 shares of Ordinary Shares          |
| 12                                                                                  | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>    |
| 13                                                                                  | Percent of Class Represented by Amount in Row (11)<br>17.6%                                                   |
| 14                                                                                  | Type of Reporting Person<br>PN                                                                                |

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13D

1	Name of Reporting Person I.R.S. Identification of Above Person Apollo International Management, L.P.
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input type="radio"/>
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) <input type="radio"/>
6	Citizenship or Place of Organization Delaware
7	Sole Voting Power
8	Shared Voting Power 40,248,013 shares of Ordinary Shares
9	Sole Dispositive Power
10	Shared Dispositive Power 4,348,845 shares of Ordinary Shares
11	Aggregate Amount Beneficially Owned by Each Reporting Person 40,248,013 shares of Ordinary Shares
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>
13	Percent of Class Represented by Amount in Row (11) 17.6%
14	Type of Reporting Person PN

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

CUSIP No. G66721 10 4

13D

- |    |                                                                                                               |
|----|---------------------------------------------------------------------------------------------------------------|
| 1  | Name of Reporting Person<br>I.R.S. Identification of Above Person<br>Apollo International Management GP, LLC  |
| 2  | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input type="radio"/>    |
| 3  | SEC Use Only                                                                                                  |
| 4  | Source of Funds<br>OO                                                                                         |
| 5  | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6  | Citizenship or Place of Organization<br>Delaware                                                              |
| 7  | Sole Voting Power                                                                                             |
| 8  | Shared Voting Power<br>40,248,013 shares of Ordinary Shares                                                   |
| 9  | Sole Dispositive Power                                                                                        |
| 10 | Shared Dispositive Power<br>4,348,845 shares of Ordinary Shares                                               |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>40,248,013 shares of Ordinary Shares          |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>    |
| 13 | Percent of Class Represented by Amount in Row (11)<br>17.6%                                                   |
| 14 | Type of Reporting Person<br>OO                                                                                |

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

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CUSIP No. G66721 10 4

13D

- |    |                                                                                                               |
|----|---------------------------------------------------------------------------------------------------------------|
| 1  | Name of Reporting Person<br>I.R.S. Identification of Above Person<br>Apollo Advisors VI, L.P.                 |
| 2  | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input type="radio"/>    |
| 3  | SEC Use Only                                                                                                  |
| 4  | Source of Funds<br>OO                                                                                         |
| 5  | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6  | Citizenship or Place of Organization<br>Delaware                                                              |
| 7  | Sole Voting Power                                                                                             |
| 8  | Shared Voting Power<br>45,199,189 shares of Ordinary Shares                                                   |
| 9  | Sole Dispositive Power                                                                                        |
| 10 | Shared Dispositive Power<br>9,300,021 shares of Ordinary Shares                                               |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>45,199,189 shares of Ordinary Shares          |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>    |
| 13 | Percent of Class Represented by Amount in Row (11)<br>19.7%                                                   |
| 14 | Type of Reporting Person<br>PN                                                                                |

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

CUSIP No. G66721 10 4

13D

- |    |                                                                                                               |
|----|---------------------------------------------------------------------------------------------------------------|
| 1  | Name of Reporting Person<br>I.R.S. Identification of Above Person<br>Apollo Capital Management VI, LLC.       |
| 2  | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input type="radio"/>    |
| 3  | SEC Use Only                                                                                                  |
| 4  | Source of Funds<br>OO                                                                                         |
| 5  | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6  | Citizenship or Place of Organization<br>Delaware                                                              |
| 7  | Sole Voting Power                                                                                             |
| 8  | Shared Voting Power<br>45,199,189 shares of Ordinary Shares                                                   |
| 9  | Sole Dispositive Power                                                                                        |
| 10 | Shared Dispositive Power<br>9,300,021 shares of Ordinary Shares                                               |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>45,199,189 shares of Ordinary Shares          |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>    |
| 13 | Percent of Class Represented by Amount in Row (11)<br>19.7%                                                   |
| 14 | Type of Reporting Person<br>OO                                                                                |

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

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CUSIP No. G66721 10 4

13D

- |    |                                                                                                               |
|----|---------------------------------------------------------------------------------------------------------------|
| 1  | Name of Reporting Person<br>I.R.S. Identification of Above Person<br>Apollo Principal Holdings I, L.P.        |
| 2  | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input type="radio"/>    |
| 3  | SEC Use Only                                                                                                  |
| 4  | Source of Funds<br>OO                                                                                         |
| 5  | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6  | Citizenship or Place of Organization<br>Delaware                                                              |
| 7  | Sole Voting Power                                                                                             |
| 8  | Shared Voting Power<br>45,199,189 shares of Ordinary Shares                                                   |
| 9  | Sole Dispositive Power                                                                                        |
| 10 | Shared Dispositive Power<br>9,300,021 shares of Ordinary Shares                                               |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>45,199,189 shares of Ordinary Shares          |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>    |
| 13 | Percent of Class Represented by Amount in Row (11)<br>19.7%                                                   |
| 14 | Type of Reporting Person<br>PN                                                                                |

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

Edgar Filing: Norwegian Cruise Line Holdings Ltd. - Form SC 13D/A

CUSIP No. G66721 10 4

13D

- |    |                                                                                                               |
|----|---------------------------------------------------------------------------------------------------------------|
| 1  | Name of Reporting Person<br>I.R.S. Identification of Above Person<br>Apollo Principal Holdings I GP, LLC      |
| 2  | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input type="radio"/>    |
| 3  | SEC Use Only                                                                                                  |
| 4  | Source of Funds<br>OO                                                                                         |
| 5  | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6  | Citizenship or Place of Organization<br>Delaware                                                              |
| 7  | Sole Voting Power                                                                                             |
| 8  | Shared Voting Power<br>45,199,189 shares of Ordinary Shares                                                   |
| 9  | Sole Dispositive Power                                                                                        |
| 10 | Shared Dispositive Power<br>9,300,021 shares of Ordinary Shares                                               |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>45,199,189 shares of Ordinary Shares          |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>    |
| 13 | Percent of Class Represented by Amount in Row (11)<br>19.7%                                                   |
| 14 | Type of Reporting Person<br>OO                                                                                |

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

Edgar Filing: Norwegian Cruise Line Holdings Ltd. - Form SC 13D/A

CUSIP No. G66721 10 4

13D

- |    |                                                                                                               |
|----|---------------------------------------------------------------------------------------------------------------|
| 1  | Name of Reporting Person<br>I.R.S. Identification of Above Person<br>Apollo Advisors VI (EH), L.P.            |
| 2  | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input type="radio"/>    |
| 3  | SEC Use Only                                                                                                  |
| 4  | Source of Funds<br>OO                                                                                         |
| 5  | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6  | Citizenship or Place of Organization<br>Cayman Islands                                                        |
| 7  | Sole Voting Power                                                                                             |
| 8  | Shared Voting Power<br>60,721,084 shares of Ordinary Shares                                                   |
| 9  | Sole Dispositive Power                                                                                        |
| 10 | Shared Dispositive Power<br>24,821,916 shares of Ordinary Shares                                              |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>60,721,084 shares of Ordinary Shares          |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>    |
| 13 | Percent of Class Represented by Amount in Row (11)<br>26.5%                                                   |
| 14 | Type of Reporting Person<br>PN                                                                                |

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With



CUSIP No. G66721 10 4

13D

- |    |                                                                                                               |
|----|---------------------------------------------------------------------------------------------------------------|
| 1  | Name of Reporting Person<br>I.R.S. Identification of Above Person<br>Apollo Advisors VI (EH-GP), Ltd.         |
| 2  | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input type="radio"/>    |
| 3  | SEC Use Only                                                                                                  |
| 4  | Source of Funds<br>OO                                                                                         |
| 5  | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6  | Citizenship or Place of Organization<br>Cayman Islands                                                        |
| 7  | Sole Voting Power                                                                                             |
| 8  | Shared Voting Power<br>60,721,084 shares of Ordinary Shares                                                   |
| 9  | Sole Dispositive Power                                                                                        |
| 10 | Shared Dispositive Power<br>24,821,916 shares of Ordinary Shares                                              |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>60,721,084 shares of Ordinary Shares          |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>    |
| 13 | Percent of Class Represented by Amount in Row (11)<br>26.5%                                                   |
| 14 | Type of Reporting Person<br>OO                                                                                |

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

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CUSIP No. G66721 10 4

13D

1	Name of Reporting Person I.R.S. Identification of Above Person Apollo Advisors VII (EH), L.P.
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input type="radio"/>
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) <input type="radio"/>
6	Citizenship or Place of Organization Cayman Islands
7	Sole Voting Power
8	Shared Voting Power 38,698,811 shares of Ordinary Shares
9	Sole Dispositive Power
10	Shared Dispositive Power 2,799,643 shares of Ordinary Shares
11	Aggregate Amount Beneficially Owned by Each Reporting Person 38,698,811 shares of Ordinary Shares
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>
13	Percent of Class Represented by Amount in Row (11) 16.9%
14	Type of Reporting Person PN

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

CUSIP No. G66721 10 4

13D

- |    |                                                                                                               |
|----|---------------------------------------------------------------------------------------------------------------|
| 1  | Name of Reporting Person<br>I.R.S. Identification of Above Person<br>Apollo Advisors VII (EH-GP) Ltd.         |
| 2  | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input type="radio"/>    |
| 3  | SEC Use Only                                                                                                  |
| 4  | Source of Funds<br>OO                                                                                         |
| 5  | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6  | Citizenship or Place of Organization<br>Cayman Islands                                                        |
| 7  | Sole Voting Power                                                                                             |
| 8  | Shared Voting Power<br>38,698,811 shares of Ordinary Shares                                                   |
| 9  | Sole Dispositive Power                                                                                        |
| 10 | Shared Dispositive Power<br>2,799,643 shares of Ordinary Shares                                               |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>38,698,811 shares of Ordinary Shares          |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>    |
| 13 | Percent of Class Represented by Amount in Row (11)<br>16.9%                                                   |
| 14 | Type of Reporting Person<br>OO                                                                                |

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

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CUSIP No. G66721 10 4

13D

- |    |                                                                                                               |
|----|---------------------------------------------------------------------------------------------------------------|
| 1  | Name of Reporting Person<br>I.R.S. Identification of Above Person<br>Apollo Principal Holdings III, L.P.      |
| 2  | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input type="radio"/>    |
| 3  | SEC Use Only                                                                                                  |
| 4  | Source of Funds<br>OO                                                                                         |
| 5  | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6  | Citizenship or Place of Organization<br>Cayman Islands                                                        |
| 7  | Sole Voting Power                                                                                             |
| 8  | Shared Voting Power<br>63,520,727 shares of Ordinary Shares                                                   |
| 9  | Sole Dispositive Power                                                                                        |
| 10 | Shared Dispositive Power<br>27,621,559 shares of Ordinary Shares                                              |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>63,520,727 shares of Ordinary Shares          |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>    |
| 13 | Percent of Class Represented by Amount in Row (11)<br>27.7%                                                   |
| 14 | Type of Reporting Person<br>PN                                                                                |

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

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13D

- |    |                                                                                                               |
|----|---------------------------------------------------------------------------------------------------------------|
| 1  | Name of Reporting Person<br>I.R.S. Identification of Above Person<br>Apollo Principal Holdings III GP, Ltd.   |
| 2  | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input type="radio"/>    |
| 3  | SEC Use Only                                                                                                  |
| 4  | Source of Funds<br>OO                                                                                         |
| 5  | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6  | Citizenship or Place of Organization<br>Cayman Islands                                                        |
| 7  | Sole Voting Power                                                                                             |
| 8  | Shared Voting Power<br>63,520,727 shares of Ordinary Shares                                                   |
| 9  | Sole Dispositive Power                                                                                        |
| 10 | Shared Dispositive Power<br>27,621,559 shares of Ordinary Shares                                              |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>63,520,727 shares of Ordinary Shares          |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>    |
| 13 | Percent of Class Represented by Amount in Row (11)<br>27.7%                                                   |
| 14 | Type of Reporting Person<br>OO                                                                                |

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

CUSIP No. G66721 10 4

13D

- |    |                                                                                                               |
|----|---------------------------------------------------------------------------------------------------------------|
| 1  | Name of Reporting Person<br>I.R.S. Identification of Above Person<br>Apollo Management VI, L.P.               |
| 2  | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input type="radio"/>    |
| 3  | SEC Use Only                                                                                                  |
| 4  | Source of Funds<br>OO                                                                                         |
| 5  | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6  | Citizenship or Place of Organization<br>Delaware                                                              |
| 7  | Sole Voting Power                                                                                             |
| 8  | Shared Voting Power<br>70,024,388 shares of Ordinary Shares                                                   |
| 9  | Sole Dispositive Power                                                                                        |
| 10 | Shared Dispositive Power<br>34,125,220 shares of Ordinary Shares                                              |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>70,024,388 shares of Ordinary Shares          |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>    |
| 13 | Percent of Class Represented by Amount in Row (11)<br>30.6%                                                   |
| 14 | Type of Reporting Person<br>PN                                                                                |

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

CUSIP No. G66721 10 4

13D

- |    |                                                                                                               |
|----|---------------------------------------------------------------------------------------------------------------|
| 1  | Name of Reporting Person<br>I.R.S. Identification of Above Person<br>AIF VI Management, LLC                   |
| 2  | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input type="radio"/>    |
| 3  | SEC Use Only                                                                                                  |
| 4  | Source of Funds<br>OO                                                                                         |
| 5  | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6  | Citizenship or Place of Organization<br>Delaware                                                              |
| 7  | Sole Voting Power                                                                                             |
| 8  | Shared Voting Power<br>70,024,388 shares of Ordinary Shares                                                   |
| 9  | Sole Dispositive Power                                                                                        |
| 10 | Shared Dispositive Power<br>34,125,220 shares of Ordinary Shares                                              |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>70,024,388 shares of Ordinary Shares          |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>    |
| 13 | Percent of Class Represented by Amount in Row (11)<br>30.6%                                                   |
| 14 | Type of Reporting Person<br>OO                                                                                |

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

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CUSIP No. G66721 10 4

13D

- |    |                                                                                                               |
|----|---------------------------------------------------------------------------------------------------------------|
| 1  | Name of Reporting Person<br>I.R.S. Identification of Above Person<br>Apollo Management VII, L.P.              |
| 2  | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input type="radio"/>    |
| 3  | SEC Use Only                                                                                                  |
| 4  | Source of Funds<br>OO                                                                                         |
| 5  | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6  | Citizenship or Place of Organization<br>Delaware                                                              |
| 7  | Sole Voting Power                                                                                             |
| 8  | Shared Voting Power<br>38,699,913 shares of Ordinary Shares                                                   |
| 9  | Sole Dispositive Power                                                                                        |
| 10 | Shared Dispositive Power<br>2,800,745 shares of Ordinary Shares                                               |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>38,699,913 shares of Ordinary Shares          |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>    |
| 13 | Percent of Class Represented by Amount in Row (11)<br>16.9%                                                   |
| 14 | Type of Reporting Person<br>PN                                                                                |

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With



CUSIP No. G66721 10 4

13D

- |                                                                                     |                                                                                                               |
|-------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------|
| 1                                                                                   | Name of Reporting Person<br>I.R.S. Identification of Above Person<br>AIF VII Management, LLC.                 |
| 2                                                                                   | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input type="radio"/>    |
| 3                                                                                   | SEC Use Only                                                                                                  |
| 4                                                                                   | Source of Funds<br>OO                                                                                         |
| 5                                                                                   | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6                                                                                   | Citizenship or Place of Organization<br>Delaware                                                              |
|                                                                                     | 7            Sole Voting Power                                                                                |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8            Shared Voting Power<br>38,699,913 shares of Ordinary Shares                                      |
|                                                                                     | 9            Sole Dispositive Power                                                                           |
|                                                                                     | 10           Shared Dispositive Power<br>2,800,745 shares of Ordinary Shares                                  |
| 11                                                                                  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>38,699,913 shares of Ordinary Shares          |
| 12                                                                                  | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>    |
| 13                                                                                  | Percent of Class Represented by Amount in Row (11)<br>16.9%                                                   |
| 14                                                                                  | Type of Reporting Person<br>OO                                                                                |

CUSIP No. G66721 10 4

13D

- |    |                                                                                                               |
|----|---------------------------------------------------------------------------------------------------------------|
| 1  | Name of Reporting Person<br>I.R.S. Identification of Above Person<br>Apollo Management, L.P.                  |
| 2  | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input type="radio"/>    |
| 3  | SEC Use Only                                                                                                  |
| 4  | Source of Funds<br>OO                                                                                         |
| 5  | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6  | Citizenship or Place of Organization<br>Delaware                                                              |
| 7  | Sole Voting Power                                                                                             |
| 8  | Shared Voting Power<br>72,825,133 shares of Ordinary Shares                                                   |
| 9  | Sole Dispositive Power                                                                                        |
| 10 | Shared Dispositive Power<br>36,925,965 shares of Ordinary Shares                                              |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>72,825,133 shares of Ordinary Shares          |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>    |
| 13 | Percent of Class Represented by Amount in Row (11)<br>31.8%                                                   |
| 14 | Type of Reporting Person<br>PN                                                                                |

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

CUSIP No. G66721 10 4

13D

- |    |                                                                                                               |
|----|---------------------------------------------------------------------------------------------------------------|
| 1  | Name of Reporting Person<br>I.R.S. Identification of Above Person<br>Apollo Management GP, LLC                |
| 2  | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input type="radio"/>    |
| 3  | SEC Use Only                                                                                                  |
| 4  | Source of Funds<br>OO                                                                                         |
| 5  | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6  | Citizenship or Place of Organization<br>Delaware                                                              |
| 7  | Sole Voting Power                                                                                             |
| 8  | Shared Voting Power<br>72,825,133 shares of Ordinary Shares                                                   |
| 9  | Sole Dispositive Power                                                                                        |
| 10 | Shared Dispositive Power<br>36,925,965 shares of Ordinary Shares                                              |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>72,825,133 shares of Ordinary Shares          |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>    |
| 13 | Percent of Class Represented by Amount in Row (11)<br>31.8%                                                   |
| 14 | Type of Reporting Person<br>OO                                                                                |

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

CUSIP No. G66721 10 4

13D

- |    |                                                                                                               |
|----|---------------------------------------------------------------------------------------------------------------|
| 1  | Name of Reporting Person<br>I.R.S. Identification of Above Person<br>Apollo Management Holdings, L.P.         |
| 2  | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input type="radio"/>    |
| 3  | SEC Use Only                                                                                                  |
| 4  | Source of Funds<br>OO                                                                                         |
| 5  | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6  | Citizenship or Place of Organization<br>Delaware                                                              |
| 7  | Sole Voting Power                                                                                             |
| 8  | Shared Voting Power<br>77,173,978 shares of Ordinary Shares                                                   |
| 9  | Sole Dispositive Power                                                                                        |
| 10 | Shared Dispositive Power<br>41,274,810 shares of Ordinary Shares                                              |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>77,173,978 shares of Ordinary Shares          |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input type="radio"/>                  |
| 13 | Percent of Class Represented by Amount in Row (11)<br>33.7%                                                   |
| 14 | Type of Reporting Person<br>PN                                                                                |

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

CUSIP No. G66721 10 4

13D

- |    |                                                                                                               |
|----|---------------------------------------------------------------------------------------------------------------|
| 1  | Name of Reporting Person<br>I.R.S. Identification of Above Person<br>Apollo Management Holdings GP, LLC       |
| 2  | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input type="radio"/>    |
| 3  | SEC Use Only                                                                                                  |
| 4  | Source of Funds<br>OO                                                                                         |
| 5  | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6  | Citizenship or Place of Organization<br>Delaware                                                              |
| 7  | Sole Voting Power                                                                                             |
| 8  | Shared Voting Power<br>77,173,978 shares of Ordinary Shares                                                   |
| 9  | Sole Dispositive Power                                                                                        |
| 10 | Shared Dispositive Power<br>41,274,810 shares of Ordinary Shares                                              |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>77,173,978 shares of Ordinary Shares          |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input type="radio"/>                  |
| 13 | Percent of Class Represented by Amount in Row (11)<br>33.7%                                                   |
| 14 | Type of Reporting Person<br>OO                                                                                |

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

## Edgar Filing: Norwegian Cruise Line Holdings Ltd. - Form SC 13D/A

This Amendment No. 9 to Schedule 13D is filed by: (i) AAA Guarantor - Co-Invest VI (B), L.P., a Marshall Islands limited partnership, (ii) AAA Guarantor Co-Invest VII, L.P., a Guernsey limited partnership, (iii) AIF VI NCL (AIV), L.P., an exempted limited partnership registered in the Cayman Islands, (iv) AIF VI NCL (AIV II), L.P., an exempted limited partnership registered in the Cayman Islands, (v) AIF VI NCL (AIV III), L.P., an exempted limited partnership registered in the Cayman Islands, (vi) AIF VI NCL (AIV IV), L.P., an exempted limited partnership registered in the Cayman Islands, (vii) Apollo Overseas Partners VI, L.P., an exempted limited partnership registered in the Cayman Islands, (viii) Apollo Overseas Partners (Delaware) VI, L.P., a Delaware limited partnership, (ix) Apollo Overseas Partners (Delaware 892) VI, L.P., a Delaware limited partnership, (x) Apollo Overseas Partners (Germany) VI, L.P., an exempted limited partnership registered in the Cayman Islands, (xi) AIF VI Euro Holdings, L.P., an exempted limited partnership registered in the Cayman Islands, (xii) AIF VII Euro Holdings, L.P., an exempted limited partnership registered in the Cayman Islands, (xiii) AAA MIP Limited, a limited company incorporated in Guernsey, (xiv) AAA Investments (Co-Invest VII), L.P., a Delaware limited liability partnership, (xv) Apollo Alternative Assets, L.P., an exempted limited partnership registered in the Cayman Islands, (xvi) Apollo International Management, L.P., a Delaware limited partnership, (xvii) Apollo International Management GP, LLC, a Delaware limited liability company, (xviii) Apollo Advisors VI, L.P., a Delaware limited partnership, (xix) Apollo Capital Management VI, LLC, a Delaware limited liability company, (xx) Apollo Principal Holdings I, L.P., a Delaware limited partnership, (xxi) Apollo Principal Holdings I GP, LLC, a Delaware limited liability company, (xxii) Apollo Advisors VI (EH), L.P., an exempted limited partnership registered in the Cayman Islands, (xxiii) Apollo Advisors VI (EH-GP), Ltd., an exempted company incorporated in the Cayman Islands with limited liability, (xxiv) Apollo Advisors VII (EH), L.P., an exempted limited partnership registered in the Cayman Islands, (xxv) Apollo Advisors VII (EH-GP) Ltd, an exempted company incorporated in the Cayman Islands with limited liability, (xxvi) Apollo Principal Holdings III, L.P., an exempted limited partnership registered in the Cayman Islands, (xxvii) Apollo Principal Holdings III GP, Ltd., an exempted company incorporated in the Cayman Islands with limited liability, (xxviii) Apollo Management VI, L.P., a Delaware limited partnership, (xxix) AIF VI Management, LLC, a Delaware limited liability company, (xxx) Apollo Management VII, L.P., a Delaware limited partnership, (xxxi) AIF VII Management, LLC, a Delaware limited liability company, (xxxii) Apollo Management, L.P., a Delaware limited partnership, (xxxiii) Apollo Management GP, LLC, a Delaware limited liability company, (xxxiv) Apollo Management Holdings, L.P., a Delaware limited partnership, and (xxxv) Apollo Management Holdings GP, LLC, a Delaware limited liability company, and supplements and amends the Statement on Schedule 13D filed on February 4, 2013, Amendment No. 1 to Schedule 13D filed on August 16, 2013, Amendment No. 2 to Schedule 13D filed on December 11, 2013, Amendment No. 3 to Schedule 13D filed on December 31, 2013, Amendment No. 4 to Schedule 13D filed on March 12, 2014, Amendment No. 5 to Schedule 13D filed on September 5, 2014, Amendment No. 6 to Schedule 13D filed on November 21, 2014, Amendment No. 7 to Schedule 13D filed on May 28, 2015, and Amendment No. 8 to Schedule 13D filed on August 18, 2015, with respect to the ordinary shares, par value \$0.001 (the Ordinary Shares ), of Norwegian Cruise Line Holdings Ltd. (the Issuer ).

Unless otherwise indicated, capitalized terms used but not otherwise defined herein shall have the meaning assigned to such terms in the Statement on Schedule 13D filed on February 4, 2013, as amended.

This Amendment No. 9 to Schedule 13D reports the release of certain shares of the Issuer's Ordinary Shares to certain of the Apollo Holders, from an escrow account where the shares had been held pursuant to the Merger Agreement. This Amendment No. 9 to Schedule 13D also corrects an error in the description of the Lock-Up Agreement as described in Amendment No. 8 to Schedule 13D (File No. 005-87191) as filed by the Reporting Persons on August 18, 2015 ( Amendment No. 8 to Schedule 13D ).

Responses to each item of this Amendment No. 9 to Schedule 13D are incorporated by reference into the response to each other item, as applicable.

**Item 1. Security and Issuer**

**Item 2. Identity and Background**

**Item 3. Source and Amount of Funds or Other Consideration**

**Item 4. Purpose of Transaction**

**Item 5. Interest in Securities of the Issuer**

Item 5 is hereby amended and supplemented as follows:

On August 20, 2015, Co-Invest VI (B), Co-Invest VII, AIF VI Euro, AIF VII Euro, Alternative Assets, Management VI and Management VII received an aggregate of 2,115,790 shares of the Issuer's Ordinary Shares (the Escrow Shares). The Escrow Shares had been placed in an escrow account pursuant to the Merger Agreement and held in the name of the Issuer upon the closing of the Merger on November 19, 2014. Under the terms of the Merger Agreement, the Escrow Shares were subject to forfeiture during the nine month period following the closing of the Merger to satisfy the respective indemnification obligations of Co-Invest VI (B), Co-Invest VII, AIF VI Euro, AIF VII Euro, Alternative Assets, Management VI and Management VII under the Merger Agreement. All of the Escrow Shares were released to these Apollo Holders following the end of the nine month period after the closing of the Merger. Following the release of the Escrow Shares, the Apollo Holders are the record holders of an aggregate of 41,274,810 Ordinary Shares.

Pursuant to the Shareholders Agreement, as amended on November 19, 2014 pursuant to Amendment No. 1 to Amended and Restated Shareholders Agreement (Amendment 1 to Shareholders Agreement), the Apollo Holders may be deemed to beneficially own an aggregate of 77,173,978 Ordinary Shares, which includes the Ordinary Shares held of record by the Apollo Holders following the release of the Escrow Shares and the Ordinary Shares held by the Genting HK Entities and the TPG Entities, respectively, and represents approximately 33.7% of the Issuer's outstanding Ordinary Shares.

The Ordinary Shares reported as beneficially owned by each Reporting Person includes only those shares over which such person may be deemed to have voting or dispositive power. Only Management Holdings and Management Holdings GP report beneficial ownership of all of the Ordinary Shares owned of record by the Apollo Holders. Each of the Reporting Persons disclaims beneficial ownership of all of the Ordinary Shares included in this report, and the filing of this report shall not be construed as an admission that any such person or entity is the beneficial owner of any such securities for purposes of Section 13(d) or 13(g) of the Securities Exchange Act of 1934, as amended, or for any other purpose.

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(a) See also the information contained on the cover pages of this Amendment No. 9 to Schedule 13D which is incorporated herein by reference. The percentage of Ordinary Shares beneficially owned by each Reporting Person is based on 229,153,064 outstanding Ordinary Shares as of August 5, 2015, as reported by the Issuer in the final prospectus filed under Rule 424(b)(7) with the Securities and Exchange Commission on August 12, 2015.

(b) See the information contained on the cover pages of this Amendment No. 9 to Schedule 13D, which is incorporated herein by reference.

(c) There have been no reportable transactions with respect to the Ordinary Shares of the Issuer within the last 60 days by the Reporting Persons except as reported in Amendment 8 to Schedule 13D.



(d) Not applicable.

(e) Not applicable.

#### **Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer**

Item 6 is hereby amended by deleting the description of the Lock-Up Agreement as included in Amendment 8 to Schedule 13D and replacing it in its entirety with the following.

##### **Lock-up Agreement**

In connection with the Offering, the Apollo Holders agreed to enter into a lock-up agreement (the Lock-Up Agreement) with the Underwriter, pursuant to which the Apollo Holders agreed that for a 45 day period from August 10, 2015 until September 24, 2015 (the Lock-Up Period), except with the prior written consent of the Underwriter, the Apollo Holders would not, among other things and subject to certain exceptions, (i) sell, offer to sell, contract or agree to sell, hypothecate, pledge, grant any option to purchase or otherwise dispose of or agree to dispose of, directly or indirectly, or file (or participate in the filing of) a registration statement with the Securities and Exchange Commission in respect of, or establish or increase a put equivalent position or liquidate or decrease a call equivalent position with the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, and the rules and regulations of the Securities and Exchange Commission promulgated thereunder with respect to, any Ordinary Shares, any other securities of the Issuer that are substantially similar to Ordinary Shares, or any securities convertible into or exchangeable or exercisable for, or any warrants or other rights to purchase or subscribe for, the foregoing (collectively, the Lock-Up Securities); (ii) enter into any swap or other agreement that transfers to another, in whole or in part, any of the economic consequences of ownership of the Lock-Up Securities, whether any such transaction is to be settled by delivery of Ordinary Shares or such other securities, in cash or otherwise; or (iii) publicly announce an intention to effect any transaction specified in clause (i) or (ii).

The summary of the Lock-Up Agreement as described in this Item 6 does not purport to be complete and is qualified in its entirety by reference to that agreement, which is attached to this Amendment No. 9 to Schedule 13D as Exhibit 1, and is incorporated herein by this reference.

#### **Item 7. Material to Be Filed as Exhibits**

Exhibit 1: Form of Lock-Up Agreement by and among the Issuer, Goldman, Sachs & Co. and the Apollo Holders (incorporated by reference to Exhibit 2 to Amendment 8 to Statement on Schedule 13D (File No. 005-87191) filed by the Reporting Persons with the Securities and Exchange Commission on August 18, 2015).

**SIGNATURES**

After reasonable inquiry and to the best knowledge and belief of each of the undersigned, each of the undersigned certifies that the information set forth in this statement with respect to such person is true, complete and correct.

Dated: August 28, 2015

AAA GUARANTOR - CO-INVEST VI (B), L.P.

By: AAA MIP Limited  
its general partner

By: Apollo Alternative Assets, L.P.  
its investment manager

By: Apollo International Management, L.P.  
its managing general partner

By: Apollo International Management GP, LLC  
its general partner

By: /s/ Laurie D. Medley  
Laurie D. Medley  
Vice President

AAA GUARANTOR - CO-INVEST VII, L.P.

By: AAA Investments (Co-Invest VII), L.P.  
its general partner

By: Apollo Alternative Assets, L.P.  
its investment manager

By: Apollo International Management, L.P.  
its managing general partner

By: Apollo International Management GP, LLC  
its general partner

By: /s/ Laurie D. Medley  
Laurie D. Medley  
Vice President

AAA MIP LIMITED

By: Apollo Alternative Assets, L.P.  
its investment manager

By: Apollo International Management, L.P.  
its managing general partner

By: Apollo International Management GP, LLC,  
its general partner

By: /s/ Laurie D. Medley  
Laurie D. Medley  
Vice President

AAA INVESTMENTS (CO-INVEST VII), L.P.

By: Apollo Alternative Assets, L.P.  
its investment manager

By: Apollo International Management, L.P.  
its managing general partner

By: Apollo International Management GP, LLC,  
its general partner

By: /s/ Laurie D. Medley  
Laurie D. Medley  
Vice President

APOLLO ALTERNATIVE ASSETS, L.P.

By: Apollo International Management, L.P.  
its managing general partner

By: Apollo International Management GP, LLC  
its general partner

By: /s/ Laurie D. Medley  
Laurie D. Medley  
Vice President

APOLLO INTERNATIONAL MANAGEMENT, L.P.

By: Apollo International Management GP, LLC  
its general partner

By: /s/ Laurie D. Medley  
Laurie D. Medley  
Vice President

APOLLO INTERNATIONAL MANAGEMENT GP, LLC

By: /s/ Laurie D. Medley  
Laurie D. Medley  
Vice President

AIF VI NCL (AIV), L.P.

By: Apollo Advisors VI (EH), L.P.  
its general partner

By: Apollo Advisors VI (EH-GP), Ltd.  
its general partner

By: /s/ Laurie D. Medley  
Laurie D. Medley  
Vice President

AIF VI NCL (AIV II), L.P.

By: Apollo Advisors VI (EH), L.P.  
its general partner

By: Apollo Advisors VI (EH-GP), Ltd.  
its general partner

By: /s/ Laurie D. Medley  
Laurie D. Medley  
Vice President

AIF VI NCL (AIV III), L.P.

By: Apollo Advisors VI (EH), L.P.  
its general partner

By: Apollo Advisors VI (EH-GP), Ltd.  
its general partner

By: /s/ Laurie D. Medley  
Laurie D. Medley  
Vice President

AIF VI NCL (AIV IV), L.P.

By: Apollo Advisors VI (EH), L.P.  
its general partner

By: Apollo Advisors VI (EH-GP), Ltd.  
its general partner

By: /s/ Laurie D. Medley  
Laurie D. Medley  
Vice President

AIF VI EURO HOLDINGS, L.P.

By: Apollo Advisors VI (EH), L.P.  
its general partner

By: Apollo Advisors VI (EH-GP), Ltd.  
its general partner

By: /s/ Laurie D. Medley  
Laurie D. Medley  
Vice President

APOLLO ADVISORS VI (EH), L.P.

By: Apollo Advisors VI (EH-GP), Ltd.  
its general partner

By: /s/ Laurie D. Medley  
Laurie D. Medley  
Vice President

APOLLO ADVISORS VI (EH-GP), LTD.

By: /s/ Laurie D. Medley  
Laurie D. Medley  
Vice President

AIF VII EURO HOLDINGS, L.P.

By: Apollo Advisors VII (EH), L.P.  
its general partner

By: Apollo Advisors VII (EH-GP), Ltd.  
its general partner

By: /s/ Laurie D. Medley  
Laurie D. Medley  
Vice President

APOLLO ADVISORS VII (EH), L.P.

By: Apollo Advisors VII (EH-GP), Ltd.  
its general partner

By: /s/ Laurie D. Medley  
Laurie D. Medley  
Vice President

APOLLO ADVISORS VII (EH-GP), LTD.

By: /s/ Laurie D. Medley  
Laurie D. Medley  
Vice President

APOLLO PRINCIPAL HOLDINGS III, L.P.

By: Apollo Principal Holdings III GP, Ltd.  
its general partner

By: /s/ Laurie D. Medley  
Laurie D. Medley  
Vice President

APOLLO PRINCIPAL HOLDINGS III GP, LTD.

By: /s/ Laurie D. Medley  
Laurie D. Medley  
Vice President

APOLLO OVERSEAS PARTNERS VI, L.P.

By: Apollo Advisors VI, L.P.,  
its managing general partner

By: Apollo Capital Management VI, LLC,  
its general partner

By: /s/ Laurie D. Medley  
Laurie D. Medley  
Vice President

APOLLO OVERSEAS PARTNERS (DELAWARE) VI, L.P.

By: Apollo Advisors VI, L.P.,  
its general partner

By: Apollo Capital Management VI, LLC,  
its general partner

By: /s/ Laurie D. Medley  
Laurie D. Medley  
Vice President

APOLLO OVERSEAS PARTNERS (DELAWARE 892) VI, L.P.

By: Apollo Advisors VI, L.P.,  
its general partner

By: Apollo Capital Management VI, LLC,  
its general partner

By: /s/ Laurie D. Medley  
Laurie D. Medley  
Vice President

APOLLO OVERSEAS PARTNERS (GERMANY) VI, L.P.

By: Apollo Advisors VI, L.P.,  
its managing general partner

By: Apollo Capital Management VI, LLC,  
its general partner

By: /s/ Laurie D. Medley  
Laurie D. Medley  
Vice President

APOLLO ADVISORS VI, L.P.

By: Apollo Capital Management VI, LLC,  
its general partner

By: /s/ Laurie D. Medley  
Laurie D. Medley  
Vice President

APOLLO CAPITAL MANAGEMENT VI, LLC

By: /s/ Laurie D. Medley  
Laurie D. Medley  
Vice President

APOLLO PRINCIPAL HOLDINGS I, L.P.

By: Apollo Principal Holdings I GP, LLC,  
its general partner

By: /s/ Laurie D. Medley  
Laurie D. Medley  
Vice President

APOLLO PRINCIPAL HOLDINGS I GP, LLC

By: /s/ Laurie D. Medley  
Laurie D. Medley  
Vice President



APOLLO MANAGEMENT VI, L.P.

By: AIF VI Management, LLC  
its general partner

By: /s/ Laurie D. Medley  
Laurie D. Medley  
Vice President

AIF VI MANAGEMENT, LLC

By: /s/ Laurie D. Medley  
Laurie D. Medley  
Vice President

APOLLO MANAGEMENT VII, L.P.

By: AIF VII Management, LLC  
its general partner

By: /s/ Laurie D. Medley  
Laurie D. Medley  
Vice President

AIF VII MANAGEMENT, LLC

By: /s/ Laurie D. Medley  
Laurie D. Medley  
Vice President

APOLLO MANAGEMENT, L.P.

By: Apollo Management GP, LLC  
its general partner

By: /s/ Laurie D. Medley  
Laurie D. Medley  
Vice President

APOLLO MANAGEMENT GP, LLC

By: /s/ Laurie D. Medley  
Laurie D. Medley  
Vice President

APOLLO MANAGEMENT HOLDINGS, L.P.

By: Apollo Management Holdings GP, LLC  
its general partner

By: /s/ Laurie D. Medley  
Laurie D. Medley  
Vice President

APOLLO MANAGEMENT HOLDINGS GP, LLC

By: /s/ Laurie D. Medley  
Laurie D. Medley  
Vice President