

Del Rio Frank J
Form 4
March 05, 2019

FORM 4

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

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Del Rio Frank J

2. Issuer Name **and** Ticker or Trading
Symbol
Norwegian Cruise Line Holdings
Ltd. [NCLH]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

7665 CORPORATE CENTER
DRIVE

3. Date of Earliest Transaction
(Month/Day/Year)
03/01/2019

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

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

MIAMI, FL 33126

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock <u>(1)</u>	03/01/2019		A	33,881 <u>(2)</u>	\$ 0	484,117	D
Common Stock <u>(3)</u>	03/01/2019		F	6,915	\$ 55.27	477,202	D
Common Stock <u>(4)</u>	03/01/2019		F	4,645	\$ 55.27	472,557	D
Common Stock <u>(5)</u>	03/04/2019		S	8,056	\$ 54.67 <u>(6)</u>	464,501	D
	03/04/2019		S	2,600		461,901	D

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Common Stock ⁽⁵⁾	\$ 55.46 <u>(7)</u>			
Common Stock	40,160	I		By Breeze Hill Investments, LLC
Common Stock	17,912	I		By GCO Management, LLC
Common Stock	27,875	I		By FJDR Family Trust

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

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

Signatures

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

03/05/2019

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Each restricted share unit represents the contingent right to receive one share of Norwegian Cruise Line Holdings Ltd.'s ("NCLH") common stock upon vesting.
- (2) Represents a grant of restricted share units under NCLH's Amended and Restated 2013 Performance Incentive Plan. The restricted share units will vest in three equal installments on March 1, 2020, March 1, 2021 and March 1, 2022.
- (3) Represents shares withheld by NCLH to satisfy tax withholding obligations in connection with the vesting of 1/3rd of 52,715 restricted share units granted to the reporting person on August 1, 2017.
- (4) Represents shares withheld by NCLH to satisfy tax withholding obligations in connection with the vesting of 1/3rd of 52,956 restricted share units granted to the reporting person on March 1, 2018.
- (5) The sales reported in this Form 4 were made pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 15, 2018.
The price reported in Column 4 is a weighted-average price. These shares were sold in multiple transactions at prices ranging from \$54.31 to \$55.28, inclusive. The reporting person undertakes to provide to NCLH, any security holder of NCLH, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (6).
- (6) The price reported in Column 4 is a weighted-average price. These shares were sold in multiple transactions at prices ranging from \$55.31 to \$55.59, inclusive. The reporting person undertakes to provide to NCLH, any security holder of NCLH, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (7).
- (7) The price reported in Column 4 is a weighted-average price. These shares were sold in multiple transactions at prices ranging from \$55.31 to \$55.59, inclusive. The reporting person undertakes to provide to NCLH, any security holder of NCLH, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (7).

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

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