

Norwegian Cruise Line Holdings Ltd.

Form 4/A

March 20, 2015

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

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

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Apollo Management Holdings GP,  
LLC

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)  
9 W. 57TH STREET, 43RD FLOOR

(Street)

NEW YORK, NY 10019

(City)

(State)

(Zip)

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/19/2014

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
11/21/2014

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

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

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

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                     | Price                                   |
| Ordinary<br>shares                    | 11/19/2014                              |                                                             | J                                    |                                                                         | 2,115,790<br>(1)                                                                                                   | A                                                                    | \$ 0<br>(1)                             |
|                                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    |                                                                      | 56,774,810<br>(2)                       |
|                                       |                                         |                                                             |                                      |                                                                         |                                                                                                                    | I                                                                    | See<br>footnote<br>(2)                  |

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

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

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

# Edgar Filing: Norwegian Cruise Line Holdings Ltd. - Form 4/A

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                     |

## Reporting Owners

| Reporting Owner Name / Address                                                                    | Relationships |           |         |       |
|---------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                   | Director      | 10% Owner | Officer | Other |
| Apollo Management Holdings GP, LLC<br>9 W. 57TH STREET<br>43RD FLOOR<br>NEW YORK, NY 10019        |               | X         |         |       |
| Apollo Management Holdings, L.P.<br>9 W. 57TH STREET<br>NEW YORK, NY 10019                        |               | X         |         |       |
| Apollo Management, L.P.<br>2 MANHATTANVILLE ROAD<br>SUITE 203<br>PURCHASE, NY 10577               |               | X         |         |       |
| Apollo Management VI, L.P.<br>9 WEST 57TH STREET<br>43RD FLOOR<br>NEW YORK, NY 10019              |               | X         |         |       |
| AIF VI Management, LLC<br>9 WEST 57TH STREET<br>43RD FLOOR<br>NEW YORK, NY 10019                  |               | X         |         |       |
| Apollo Principal Holdings I GP, LLC<br>TWO MANHATTANVILLE ROAD<br>SUITE 203<br>PURCHASE, NY 10577 |               | X         |         |       |
| Apollo Principal Holdings I, L.P.<br>TWO MANHATTANVILLE ROAD<br>SUITE 203<br>PURCHASE, NY 10577   |               | X         |         |       |

Apollo Advisors VI, L.P.  
ONE MANHATTANVILLE ROAD  
SUITE 201  
PURCHASE, NY 10577

X

Apollo Principal Holdings III GP Ltd  
C/O INTERTRUST CORPORATE SERVICES  
(CAYMAN) LIMITED, 190 ELGIN STREET  
GEORGE TOWN, E9 KY1-9005

X

Apollo Principal Holdings III, L.P.  
C/O INTERTRUST CORPORATE SERVICES  
(CAYMAN) LIMITED, 190 ELGIN STREET  
GEORGE TOWN, E9 KY1-9005

X

## Signatures

[see signatures attached as Exhibit  
99.2]

03/20/2015

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) See Exhibit 99.1.

(2) See Exhibit 99.1.

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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