

Norwegian Cruise Line Holdings Ltd.

Form 3

February 18, 2016

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104

Expires: January 31, 2005

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**INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting
Person *Å Sommer Harry
(Last) (First) (Middle)7665 CORPORATE CENTER
DRIVE

(Street)

MIAMI, FL 33126

(City) (State) (Zip)

2. Date of Event Requiring
Statement(Month/Day/Year)
02/16/20163. Issuer Name **and** Ticker or Trading Symbol
Norwegian Cruise Line Holdings Ltd. [NCLH]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer ☐ Other
(give title below) (specify below)
EVP, Int'l Bus. Dev.6. Individual or Joint/Group
Filing(Check Applicable Line)
☒ Form filed by One Reporting
Person
☐ Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

12,251

D Å

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

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)
Title4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Stock Option (right to buy)	Â (1)	11/18/2024	Common Stock	25,000	\$ 41.79	D	Â
Stock Option (right to buy)	Â (2)	06/30/2025	Common Stock	50,000	\$ 56.19	D	Â
Stock Option (right to buy)	Â (3)	08/03/2025	Common Stock	50,000	\$ 59.43	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sommer Harry 7665 CORPORATE CENTER DRIVE MIAMI, FL 33126	Â	Â	Â EVP, Int'l Bus. Dev.	Â

Signatures

/s/ Daniel S. Farkas, attorney-in-fact for Harry
Sommer

02/18/2016

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) The options vest in four equal, annual installments on 11/19/2015, 11/19/2016, 11/19/2017 and 11/19/2018.

(2) The options vest in three equal, annual installments on 7/1/2016, 7/1/2017 and 7/1/2018.

(3) The options vest in three equal, annual installments on 8/4/2016, 8/4/2017 and 8/4/2018.

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Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

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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