Norwegian Cruise Line Holdings Ltd.

Form 4

March 03, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number: 3235-0287

response...

5. Relationship of Reporting Person(s) to

Expires: January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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

2. Issuer Name and Ticker or Trading

1(b).

Stock

Stock

Common

(Print or Type Responses)

1. Name and Address of Reporting Person *

may continue.

See Instruction

Beck Wendy				ol wegian Cruise Line Holdings [NCLH]				(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)			Director 10% OwnerX_ Officer (give title Other (specify below)					
7665 CORPORATE CENTER DRIVE		03/01/2016				EVP & CFO					
				Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
MIAMI, FL 33126		Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	m. 1.1	. I. N D	-	· • 4			.e De	II- O 1	
•								quired, Disposed o			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)			Securities Beneficially Owned Following	(D) or Indirect (I)	Indirect Beneficial Ownership (Instr. 4)			
				Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)			
Common Stock (1)	03/01/2016			A	18,750 (2)	A	\$0	259,343	D		
Common Stock								300	I	By child	
Common Stock								300	I	By child	
Common								300	ī	By child	

300

300

I

By child

By child

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

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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)

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. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exer Expiration D (Month/Day/	ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 50.31	03/01/2016		A	37,500	(3)	02/28/2026	Common Stock	37,500

Reporting Owners

	Relationships
Reporting Owner Name / Address	•

Director 10% Owner Officer Other

Beck Wendy A.

7665 CORPORATE CENTER DRIVE EVP & CFO

MIAMI, FL 33126

Signatures

/s/ Daniel S. Farkas, as attorney-in-fact for Wendy A.
Beck
03/03/2016

**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 2013 Performance Incentive Plan. The restricted share units will vest in three equal installments on March 1, 2017, March 1, 2018 and March 1, 2019.
- (3) The options vest in three equal installments on March 1, 2017, March 1, 2018 and March 1, 2019.

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

Reporting Owners 2

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