

Norwegian Cruise Line Holdings Ltd.

Form 4

March 14, 2016

**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 \*  
Farkas Daniel S

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)  
03/10/2016

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
SVP Gen. Counsel & Asst. Sec'y

(Street)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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<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.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<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>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|--------------------------------------------------------------------------------|
| Common<br>Stock                       | 03/10/2016                              |                                                             | M                                       | 18,770                                                              | A \$ 19                                                                                                            | 87,941                                                               | D                                                                              |
| Common<br>Stock                       | 03/10/2016                              |                                                             | S                                       | 18,770                                                              | D \$ 47.6<br>(1)                                                                                                   | 69,171                                                               | D                                                                              |
| Common<br>Stock                       | 03/11/2016                              |                                                             | M                                       | 6,300                                                               | A \$ 19                                                                                                            | 75,471                                                               | D                                                                              |
| Common<br>Stock                       | 03/11/2016                              |                                                             | S                                       | 20,300                                                              | D \$<br>(2)                                                                                                        | 55,171                                                               | D                                                                              |

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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<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 of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount<br>or<br>Number<br>of Shares |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|----------------------------------------|
| Stock<br>Option<br>(right to<br>buy)                | \$ 19                                                              | 03/10/2016                              |                                                             | M                                    | 18,770                                                                                                       | <u>(3)</u> 01/17/2020                                          | Common<br>Stock                                                     | 18,770                                 |
| Stock<br>Option<br>(right to<br>buy)                | \$ 19                                                              | 03/11/2016                              |                                                             | M                                    | 6,300                                                                                                        | <u>(4)</u> 01/17/2020                                          | Common<br>Stock                                                     | 6,300                                  |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships                    |
|-------------------------------------------------------------------|----------------------------------|
|                                                                   | Director 10% Owner Officer Other |
| Farkas Daniel S<br>7665 CORPORATE CENTER DRIVE<br>MIAMI, FL 33126 | SVP Gen. Counsel & Asst. Sec'y   |

## Signatures

/s/ Daniel S.  
Farkas 03/14/2016

\_\_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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$47.50 to \$47.67, inclusive. The reporting person undertakes to provide to Norwegian Cruise Line Holdings Ltd. ("NCLH"), any security holder

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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 (1).

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$47.50 to \$47.79, 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 (2).

- (2) Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (2).
- (3) 680 of the total options were vested as of 09/04/15, 1,707 of the total options were vested as of 09/15/15, 9,826 of the total options vested based on performance conditions as of 3/18/14, and 6,557 of the total options vested based on performance conditions as of 8/13/15.
- (4) 6,300 of the total options were vested based on a performance condition as of 8/13/15.

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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