

Norwegian Cruise Line Holdings Ltd.

Form 4

August 17, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Beck Wendy A.

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)
08/13/2015

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
EVP & CFO

(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 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (1)	(A) or (D)	Price
Common Stock	08/13/2015		A		60,148	A	\$ 0
Common Stock					300	I	By child
Common Stock					300	I	By child
Common Stock					300	I	By child
Common Stock					300	I	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. 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 19	08/13/2015		A		51,198		08/13/2015 ⁽²⁾	01/17/2020	Common Stock	51,198

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Beck Wendy A. 7665 CORPORATE CENTER DRIVE MIAMI, FL 33126	EVP & CFO

Signatures

/s/ Daniel S. Farkas, attorney-in-fact for Wendy Beck
08/17/2015

**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).

The ordinary shares reported above were subject to a performance vesting condition based on the level of capital invested in NCLH and its subsidiaries realized by investment funds affiliated with Apollo Global Management, LLC, which the independent members of NCLH's Compensation Committee determined on August 13, 2015 had been achieved.

(2) On January 18, 2013, the reporting person received stock options. The stock options reported above were subject to a performance vesting condition based on the level of capital invested in NCLH and its subsidiaries realized by investment funds affiliated with Apollo Global Management, LLC, which the independent members of NCLH's Compensation Committee determined on August 13, 2015 had been achieved.

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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