

Stuart Andrew
 Form 4
 February 28, 2019

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Stuart Andrew

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)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Pres. & CEO of NCL

(Last) (First) (Middle)
 7665 CORPORATE CENTER DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/26/2019

MIAMI, FL 33126
 (City) (State) (Zip)

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

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 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock ⁽¹⁾	02/26/2019		A		15,000	A	\$ 0
Common Stock ⁽²⁾	02/26/2019		F		5,903	D	\$ 55.57

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

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

Table with 9 columns: 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), 8. Price of Derivative Security (Instr. 5), 9. Number of Derivative Securities Owned Beneficially (Instr. 5) (Instr. 3 and 4).

Reporting Owners

Table with 2 columns: Reporting Owner Name / Address, Relationships. Reporting Owner Name / Address: Stuart Andrew, 7665 CORPORATE CENTER DRIVE, MIAMI, FL 33126. Relationships: Director, 10% Owner, Officer, Other.

Signatures

/s/Daniel S. Farkas, as attorney-in-fact for Andrew Stuart 02/28/2019
**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).
On March 1, 2017 the reporting person was granted 15,000 restricted share units with respect to the ordinary shares of Norwegian Cruise Line Holdings Ltd. ("NCLH") which vest based on performance hurdles. The Compensation Committee determined that the performance criteria for 2018 was met on February 26, 2019, resulting in the vesting of 15,000 restricted share units.
(1) Line Holdings Ltd. ("NCLH") which vest based on performance hurdles. The Compensation Committee determined that the performance criteria for 2018 was met on February 26, 2019, resulting in the vesting of 15,000 restricted share units.
(2) Represents shares withheld by NCLH to satisfy tax withholding obligations in connection with the vesting of 15,000 restricted share units granted to the reporting person on March 1, 2017.
Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.