

Norwegian Cruise Line Holdings Ltd.  
Form 4  
August 24, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
Del Rio Frank J

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)  
President & CEO

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

3. Date of Earliest Transaction (Month/Day/Year)  
08/20/2015

MIAMI, FL 33126

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

(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 (A) or (D) Price			
Common Stock <sup>(1)</sup>	08/20/2015		A	44,327 <sub>(2)</sub>	A <sub>(3)</sub> 421,479	D	
Common Stock <sup>(1)</sup>	08/20/2015		D	17,455 <sub>(4)</sub>	D \$ 59.72 404,024	D	
Common Stock <sup>(1)</sup>	08/20/2015		A	40,160 <sub>(2)</sub>	A <sub>(3)</sub> 304,373	I	By Breeze Hill Investments, LLC
Common Stock <sup>(1)</sup>	08/20/2015		A	17,912 <sub>(2)</sub>	A <sub>(3)</sub> 135,754	I	By GCO Management,



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merger agreement.

- (3) On the day prior to the effective date of the Merger, the closing price of a share of NCLH common stock was \$41.77, and the value per share of PCI common stock as of the closing of the Merger was \$30.92.
- (4) The disposition reported reflects a surrender of shares to cover tax obligations related to the reporting person's acquisition of NCLH shares.

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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