

Norwegian Cruise Line Holdings Ltd.
Form S-8
June 30, 2016

As filed with the Securities and Exchange Commission on June 30, 2016

Registration No. 333-

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

NORWEGIAN CRUISE LINE HOLDINGS LTD.

(Exact Name of Registrant as Specified in Its Charter)

Bermuda **98-0691007**
(State or Other Jurisdiction of (I.R.S. Employer
Incorporation or Organization) Identification No.)

7665 Corporate Center Drive

Miami, Florida 33126

(Address, Including Zip Code, of Principal Executive Offices)

Norwegian Cruise Line Holdings Ltd.

Amended and Restated 2013 Performance Incentive Plan

(Full Title of the Plan)

Daniel S. Farkas

Senior Vice President, General Counsel, and Assistant Secretary

Norwegian Cruise Line Holdings Ltd.

7665 Corporate Center Drive

Miami, Florida 33126

(305) 436-4000

(Name, Address and Telephone Number, Including Area Code, of Agent for Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☐ Accelerated filer ☐

Non-accelerated filer ☐ Smaller reporting company ☐

CALCULATION OF REGISTRATION FEE

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Title of Securities To Be Registered	Amount To Be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount Of Registration Fee
Ordinary Shares, \$0.001 par value per share	12,430,000 ⁽¹⁾ Shares	\$ 39.11	(2) \$486,137,300.00	(2) \$48,954.03

This Registration Statement covers, in addition to the number of Norwegian Cruise Line Holdings Ltd., a company organized under the laws of Bermuda (the “Company” or the “Registrant”), ordinary shares, par value \$0.001 per share (the “Ordinary Shares”), stated above, options and other rights to purchase or acquire the Ordinary Shares covered by this Registration Statement and, pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), an additional indeterminate number of shares, options and rights that may be offered or issued pursuant to the Norwegian Cruise Line Holdings Ltd. Amended and Restated 2013 Performance Incentive Plan (the “Plan”) as a result of one or more adjustments under the Plan to prevent dilution resulting from one or more share splits, share dividends or similar transactions.

Pursuant to Securities Act Rule 457(h), the maximum offering price, per share and in the aggregate, and the registration fee were calculated based upon the average of the high and low prices of the Ordinary Shares on June 27, 2016, as quoted on the NASDAQ Global Select Market.

The Exhibit Index for this Registration Statement is at page 7.

EXPLANATORY NOTE

This Registration Statement is filed by the Company to register additional securities issuable pursuant to the Plan. These securities are being registered in addition to the securities previously registered for issuance on the Company's registration statement on Form S-8 (File No. 333-186184) concerning the Plan filed with the Securities and Exchange Commission (the "Commission") on January 24, 2013 (the "2013 Registration Statement"). In accordance with Section E of the General Instructions to Form S-8, the contents of the 2013 Registration Statement are incorporated herein by reference, except to the extent supplemented, amended or superseded by the information set forth herein.

PART I

INFORMATION REQUIRED IN THE

SECTION 10(a) PROSPECTUS

The document(s) containing the information specified in Part I of Form S-8 will be sent or given to participants as specified by Securities Act Rule 428(b)(1).

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Certain Documents by Reference

The following documents of the Company filed with the Commission are incorporated herein by reference:

- (a) The Company's Registration Statement on Form S-8, filed with the Commission on January 24, 2013 (Commission File No. 333-186184);
- (b) The Company's Annual Report on Form 10-K for its fiscal year ended December 31, 2015, filed with the Commission on February 29, 2016 (Commission File No. 001-35784);
- (b) The Company's Quarterly Report on Form 10-Q for its fiscal quarter ended March 31, 2016, filed with the Commission on May 10, 2016 (Commission File No. 001-35784);

The Company's Current Reports on Form 8-K, filed with the Commission on February 18, 2016, March 11, 2016 (c)(with respect to Item 5.02 only), March 31, 2016, May 24, 2016, June 8, 2016 and June 17, 2016 (each, Commission File No. 001-35784); and

The description of the Company's Ordinary Shares contained in its Registration Statement on Form 8-A filed with (d)the Commission on January 15, 2013 (Commission File No. 001-35784), and any other amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents; provided, however, that documents or information deemed to have been furnished and not filed in accordance with Commission rules shall not be deemed incorporated by reference into this Registration Statement. Any statement contained herein or in a document, all or a portion of which is incorporated or deemed to be incorporated by reference herein, shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or

is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or amended, to constitute a part of this Registration Statement.

Item 5. Interests of Named Experts and Counsel

Not applicable.

Item 6. Indemnification of Directors and Officers

The Companies Act 1981 of Bermuda (the “Companies Act”) requires every officer, including directors, of a company in exercising powers and discharging duties, to act honestly in good faith with a view to the best interests of the company, and to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. The Companies Act provides that a Bermuda company may indemnify its directors in respect of any loss arising or liability attaching to them as a result of any negligence, default, breach of duty or breach of trust of which they may be guilty. However, the Companies Act further provides that any provision, whether in the bye-laws of a company or in any contract between the company and any officer or any person employed by the company as auditor, exempting such officer or person from, or indemnifying him against, any liability which by virtue of any rule of law would otherwise attach to him, in respect of any fraud or dishonesty of which he may be guilty in relation to the company shall be void.

The Registrant has adopted provisions in its bye-laws that, subject to certain exemptions and conditions, require the Registrant to indemnify to the full extent permitted by the Companies Act in the event each person who is involved in legal proceedings by reason of the fact that person is or was a director, officer or resident representative of the Registrant, or is or was serving at the request of the Registrant as a director, officer, resident representative, employee or agent of another company or of a partnership, joint venture, trust or other enterprise, including service with respect to an employee benefit plan against all expense, liability and loss (including attorneys’ fees, judgments, fines, amounts paid or to be paid in settlement, and excise taxes or penalties arising under the Employee Retirement Income Security Act of 1974) incurred and suffered by the person in connection therewith. The Registrant is also required under its bye-laws to advance to such persons expenses incurred in defending a proceeding to which indemnification might apply, provided if the Companies Act requires, the recipient provides an undertaking agreeing to repay all such advanced amounts if it is ultimately determined that he is not entitled to be indemnified. In addition, the Registrant’s bye-laws specifically provide that the indemnification rights granted thereunder are non-exclusive.

In addition, the Registrant has entered into separate contractual indemnification arrangements with its directors. These arrangements provide for indemnification and the advancement of expenses to these directors in circumstances and subject to limitations substantially similar to those described above. Section 98A of the Companies Act and the Registrant’s bye-laws permit the Registrant to purchase and maintain insurance for the benefit of any officer or director in respect of any loss or liability attaching to him in respect of any negligence, default, breach of duty or breach of trust, whether or not the Registrant may otherwise indemnify such officer or director. The Registrant expects to continue to maintain standard policies of insurance that provide coverage (i) to its directors and officers against loss arising from claims made by reason of breach of duty or other wrongful act and (ii) to the Registrant with respect to indemnification payments that it may make to such directors and officers.

Item 8. Exhibits

See the attached Exhibit Index at page 7, which is incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Form S-8 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Miami, State of Florida, on June 30, 2016.

NORWEGIAN CRUISE LINE HOLDINGS LTD.

By: /s/Frank J. Del Rio
Frank J. Del Rio
President and Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Frank J. Del Rio, Wendy A. Beck, Daniel S. Farkas and Angela Stark, and each of them, acting individually and without the other, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place, and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments, exhibits thereto and other documents in connection therewith) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them individually, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/Frank J. Del Rio Frank J. Del Rio	Director, President and Chief Executive Officer (Principal Executive Officer)	June 30, 2016
/s/Wendy A. Beck Wendy A. Beck	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	June 30, 2016

/s/Faye L. Ashby	Senior Vice President and Chief	June 30, 2016
Faye L. Ashby	Accounting Officer (Principal Accounting Officer)	

Signature	Title	Date
/s/Walter L. Revell Walter L. Revell	Director, Chairman of the Board	June 30, 2016
/s/John W. Chidsey John W. Chidsey	Director	June 30, 2016
/s/Steve Martinez Steve Martinez	Director	June 30, 2016
/s/Adam M. Aron Adam M. Aron	Director	June 30, 2016
/s/F. Robert Salerno F. Robert Salerno	Director	June 30, 2016
/s/David M. Abrams David M. Abrams	Director	June 30, 2016
/s/Russell W. Galbut Russell W. Galbut	Director	June 30, 2016
/s/Chad A. Leat Chad A. Leat	Director	June 30, 2016
/s/Daniel S. Farkas Daniel S. Farkas	Authorized Representative in the United States	June 30, 2016

EXHIBIT INDEX

Exhibit

Number Description of Exhibit

- | | |
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| 4. | Norwegian Cruise Line Holdings Ltd. Amended and Restated 2013 Performance Incentive Plan (incorporated herein by reference to Exhibit 10.1 to the Company's Form 8-K filed on May 24, 2016 (File No. 001-35784)) |
| 5. | Opinion of Cox Hallett Wilkinson Limited (opinion re legality) |
| 23.1 | Consent of PricewaterhouseCoopers LLP |
| 23.2 | Consent of Cox Hallett Wilkinson Limited (included in Exhibit 5) |
| 24. | Power of Attorney (included in this Registration Statement under "Signatures") |