

Norwegian Cruise Line Holdings Ltd.
Form 8-K
March 11, 2016

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

Form 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event Reported): March 7, 2016

NORWEGIAN CRUISE LINE HOLDINGS LTD.
(Exact Name of Registrant as Specified in Charter)

Bermuda
(State or Other Jurisdiction of
Incorporation)

001-35784
(Commission File Number)

98-0691007
(I.R.S. Employer Identification
Number)

7665 Corporate Center Drive, Miami, Florida 33126
(Address of Principal Executive Offices) (Zip Code)

(305) 436-4000
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Departure of Directors

On March 7, 2016, Mr. Kevin Crowe and Mr. Karl Peterson each notified Norwegian Cruise Line Holdings Ltd. (the “Company”) that they were resigning from the Board of Directors (the “Board”) of the Company, effective immediately. The resignations did not involve a disagreement with the Company on any matter relating to the Company’s operations, policies or practices.

The Board intends to reduce the size of the Board from eleven to nine members by eliminating the vacant seats created by the resignations.

Item 7.01. Regulation FD Disclosure.

On March 11, 2016, the Company issued a press release regarding the resignations. A copy of the press release is furnished as Exhibit 99.1 to this report.

Exhibit 99.1 is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any other filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit Number | Description |
|----------------|--------------------------------------|
| 99.1 | Press Release, dated March 11, 2016. |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NORWEGIAN CRUISE LINE HOLDINGS LTD.

Date: March 11, 2016

By: /s/ Daniel S. Farkas

Name: Daniel S. Farkas

Title: Senior Vice President, General Counsel and
Assistant Secretary

EXHIBIT INDEX

| Exhibit Number | Description |
|---------------------------|---|
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