

Norwegian Cruise Line Holdings Ltd.
Form SC 13D/A
December 31, 2013
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D
(Rule 13d-101)

(Amendment No. 3)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO § 240.13d-1(a) AND
AMENDMENTS THERETO FILED PURSUANT TO 240.13d-2(a)**

Norwegian Cruise Line Holdings Ltd.
(Name of Issuer)

Ordinary Shares, par value \$0.001 per share
(Title of Class of Securities)

G66721 10 4
(CUSIP Number)

Blondel So King Tak

Chief Operating Officer

Genting Hong Kong Limited

c/o Suite 1501, Ocean Centre

5 Canton Road

Kowloon, Hong Kong, People's Republic of China

+852-2378-2000
(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

December 31, 2013
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d -1(e), 240.13d -1(f) or 240.13d -1(g), check the following box.

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d -7 for other parties to whom copies are to be sent.

(Continued on following pages)

(Page 1 of 5 Pages)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Exchange Act") or otherwise subject to the liabilities of that section of the Exchange Act but shall be subject to all other provisions of the Exchange Act (however, *see the Notes*).

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1 NAMES OF REPORTING
PERSONS

Star NCLC Holdings Ltd.

CHECK THE
APPROPRIATE BOX
IF A MEMBER OF A
GROUP

2 (see instructions)

(a) o

3 (b) o
SEC USE ONLY
SOURCE OF FUNDS (see
4 instructions)

OO (See Item 3)
CHECK IF
DISCLOSURE OF
LEGAL
5 PROCEEDINGS IS o
REQUIRED
PURSUANT TO
ITEM 2(d) or 2(e)
CITIZENSHIP OR PLACE OF
6 ORGANIZATION

Bermuda

7 SOLE
VOTING
POWER

8 0
SHARED
VOTING
POWER

BENEFICIALLY 64,319,334
OWNED BY (See Item 5)
EACH REPORTING 9 SOLE
PERSON WITH DISPOSITIVE
POWER

	0
10	SHARED DISPOSITIVE POWER
	64,319,334 (See Item 5)
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	64,319,334 (See Item 5)
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o
	EXCLUDES CERTAIN SHARES (see instructions)
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11
14	31.4% (See Item 5)* TYPE OF REPORTING PERSON
	CO

The calculation is based on a total of 205,145,258 Ordinary Shares (as defined herein) outstanding as of November * 15, 2013 as reported in the Final Prospectus filed by the Issuer with the Securities and Exchange Commission (the "Commission") on December 4, 2013.

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1	NAMES OF REPORTING PERSONS	
	Genting Hong Kong Limited	
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	
2	(see instructions)	
	(a) o	
	(b) o	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (see instructions)	
	OO (See Item 3)	
	CHECK IF DISCLOSURE OF LEGAL	
5	PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)	o
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Bermuda	
	7	SOLE VOTING POWER
	8	0 SHARED VOTING POWER
	NUMBER OF SHARES	
	BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	64,319,334 (See Item 5)
9	SOLE DISPOSITIVE POWER	

	0
10	SHARED DISPOSITIVE POWER
	64,319,334 (See Item 5)
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	64,319,334 (See Item 5)
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o
	EXCLUDES CERTAIN SHARES (see instructions)
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11
	31.4% (See Item 5)*
14	TYPE OF REPORTING PERSON
	CO

* The calculation is based on a total of 205,145,258 Ordinary Shares outstanding as of November 15, 2013 as reported in the Final Prospectus filed by the Issuer with the Commission on December 4, 2013.

This Amendment No. 3 (the “Amendment”) amends and supplements the Schedule 13D filed on February 4, 2013, as amended and supplemented by Amendment No. 1 filed on August 16, 2013 and Amendment No. 2 filed on December 9, 2013 (as so amended, the “Original Schedule 13D” and, as amended and supplemented by this Amendment, the “Schedule 13D”) by Star NCLC Holdings Ltd. (“Star NCLC”) and Genting Hong Kong Limited (“Genting HK”) with respect to the Ordinary Shares of the Issuer. Capitalized terms used in this Amendment and not otherwise defined shall have the same meanings ascribed to them in the Original Schedule 13D.

Item 2. Identity and Background

This Amendment amends and restates the second paragraph of Item 2 of the Original Schedule 13D in its entirety as follows:

“Star NCLC, a wholly-owned subsidiary of Genting HK, is the record owner of an aggregate of 64,319,334 Ordinary Shares (the “Genting Shares”). The Ordinary Shares reported as beneficially owned by each Reporting Person include only those Ordinary Shares over which such person may be deemed to have voting or dispositive power.”

Item 4. Purpose of Transaction

This Amendment amends Item 4 of the Original Schedule 13D by inserting the following after the last paragraph under the heading “*Resale Offering (Dec. 2013)*”:

“On December 26, 2013, the Dec. 2013 Resale Offering Underwriters exercised in full their option to purchase up to an aggregate of 1,650,000 additional Ordinary Shares from Star NCLC (the “Dec. 2013 Option Shares”). The sale of the Dec. 2013 Option Shares closed on December 31, 2013.”

Item 5. Interest in Securities of the Issuer

This Amendment amends and restates paragraph 3 of Item 5 of the Original Schedule 13D as set forth below:

“Pursuant to Rule 13d-3 of the Exchange Act, the Reporting Persons may be deemed to beneficially own 64,319,334 Ordinary Shares of the Issuer, which constitutes approximately 31.4% of the outstanding Ordinary Shares of the Issuer.”

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: December 31, 2013

STAR NCLC HOLDINGS LTD.

By: /s/ Blondel So King Tak

Name: Blondel So King Tak

Title: Director

GENTING HONG KONG LIMITED

By: /s/ Blondel So King Tak

Name: Blondel So King Tak

Title: Chief Operating Officer and Authorized Person