

Norwegian Cruise Line Holdings Ltd.

Form 4

March 14, 2016

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Farkas Daniel S

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)

(Last) (First) (Middle)

7665 CORPORATE CENTER
DRIVE

3. Date of Earliest Transaction
(Month/Day/Year)
03/10/2016

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
SVP Gen. Counsel & Asst. Sec'y

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

MIAMI, FL 33126

(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 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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/10/2016		M	18,770	A \$ 19	87,941	D
Common Stock	03/10/2016		S	18,770	D \$ 47.6 (1)	69,171	D
Common Stock	03/11/2016		M	6,300	A \$ 19	75,471	D
Common Stock	03/11/2016		S	20,300	D \$ (2)	55,171	D

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

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(9-02)

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

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. Amount or Number of Shares
Stock Option (right to buy)	\$ 19	03/10/2016		M	18,770	<u>(3)</u> 01/17/2020	Common Stock	18,770
Stock Option (right to buy)	\$ 19	03/11/2016		M	6,300	<u>(4)</u> 01/17/2020	Common Stock	6,300

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Farkas Daniel S 7665 CORPORATE CENTER DRIVE MIAMI, FL 33126	SVP Gen. Counsel & Asst. Sec'y

Signatures

/s/ Daniel S.
Farkas 03/14/2016

**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).

(1) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$47.50 to \$47.67, inclusive. The reporting person undertakes to provide to Norwegian Cruise Line Holdings Ltd. ("NCLH"), any security holder

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of NCLH, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (1).

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$47.50 to \$47.79, inclusive. The reporting person undertakes to provide to NCLH, any security holder of NCLH, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (2).

- (2) Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (2).
- (3) 680 of the total options were vested as of 09/04/15, 1,707 of the total options were vested as of 09/15/15, 9,826 of the total options vested based on performance conditions as of 3/18/14, and 6,557 of the total options vested based on performance conditions as of 8/13/15.
- (4) 6,300 of the total options were vested based on a performance condition as of 8/13/15.

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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