

Genting Hong Kong Ltd
Form 4
August 16, 2017

FORM 4

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

OMB APPROVAL

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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 *
Star NCLC Holdings Ltd.

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)
C/O SUITE 1501, OCEAN CENTRE, 5 CANTON ROAD, KOWLOON

3. Date of Earliest Transaction (Month/Day/Year)
08/16/2017

____ Director
____ Officer (give title below) Other (specify below)
Former 10% Holder (4).

(Street)
HONG KONG, F4 00000

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 Ownership (Instr. 4)
Ordinary Shares	08/16/2017		S	V 7,500,000	(A) or (D) \$ 17,898,307 54.57	(1) (2) (3) D	

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

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SEC 1474 (9-02)

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

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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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Star NCLC Holdings Ltd. C/O SUITE 1501, OCEAN CENTRE 5 CANTON ROAD, KOWLOON HONG KONG, F4 00000				Former 10% Holder (4).
Genting Hong Kong Ltd C/O SUITE 1501, OCEAN CENTRE 5 CANTON ROAD, KOWLOON HONG KONG, F4 00000				Former 10% Holder (4).

Signatures

/s/ Blondel So King Tak, Director, Star NCLC Holdings Ltd.(5)	08/16/2017
__Signature of Reporting Person	Date
/s/ Blondel So King Tak, Executive Vice President, Corporate Services and Authorized Person, Genting Hong Kong Limited(5)	08/16/2017
__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) Star NCLC Holdings Ltd. ("Star NCLC") is a wholly-owned subsidiary of Genting Hong Kong Limited ("Genting HK").
 As of July 31, 2017, the principal shareholder of Genting HK is: Golden Hope Limited ("GHL") as trustee of the Golden Hope Unit Trust ("GHUT") - 70.8%. GHL is a company incorporated in the Isle of Man acting as trustee of GHUT, a private unit trust which is held directly and indirectly by First Names Trust Company (Isle of Man) Limited, as trustee of a discretionary trust, the beneficiaries of which are Tan Sri Lim Kok Thay and certain members of his family.
- (3) Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), this filing shall not be deemed an admission that Genting HK and Star NCLC (together, the "Reporting Persons") are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owners of any equity securities in excess of their respective pecuniary interests.

Remarks:

(4)

Following the disposition reported herein, the Reporting Persons no longer hold over 10% of the Ordinary Shares of the Issuer

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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