

Kempa Mark  
Form 3  
March 14, 2018

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Kempa Mark		(Month/Day/Year)	Norwegian Cruise Line Holdings Ltd. [NCLH]	
(Last)	(First)	03/05/2018		
7665 CORPORATE CENTER DRIVE			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
MIAMI, FL 33126			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			Interim CFO, SVP, Finance	6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	7,003	D	^
Common Stock <sup>(1)</sup>	2,500 <sup>(2)</sup>	D	^
Common Stock <sup>(1)</sup>	8,334 <sup>(3)</sup>	D	^
Common Stock <sup>(1)</sup>	8,826 <sup>(4)</sup>	D	^

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**



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- (4) Represents unvested portion of a grant of restricted share units made on March 1, 2018 under the Plan. The restricted share units will vest in equal installments on March 1, 2019, March 1, 2020 and March 1, 2021.
- (5) The options were subject to time and performance-based vesting requirements. All of the options were vested as of September 4, 2017.
- (6) The options vested over a period of five years. All of the options were vested as of January 18, 2018.
- (7) The options vested over a period of four years and all of the options were vested as of July 1, 2017.
- (8) 3,750 of the options vested on each of July 1, 2015, July 1, 2016 and July 1, 2017. The remaining 3,750 options will vest on July 1, 2018.
- (9) 3,750 of the options vested on each of November 19, 2015, November 19, 2016 and November 19, 2017. The remaining 3,750 options will vest on November 19, 2018.
- (10) 10,000 of the options vested on each of July 1, 2016 and July 1, 2017. The remaining 10,000 options will vest on July 1, 2018.
- (11) 5,000 of the options vested on March 1, 2017 and March 1, 2018. The remaining 5,000 options will vest on March 1, 2019.

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**Remarks:**

Exhibit List: Exhibit 24 - Power of Attorney

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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