Norwegian Cruise Line Holdings Ltd.
Form S-1/A
December 03, 2012
Table of Contents

As filed with the Securities and Exchange Commission on November 30, 2012

Registration Statement No. 333-175579

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

AMENDMENT NO. 3

TO

FORM S-1

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

NORWEGIAN CRUISE LINE HOLDINGS LTD.

(Exact name of registrant as specified in its charter)

Bermuda	**4400**	**98-0691007**
(State or other jurisdiction of incorporation or organization)	**(Primary Standard Industrial Classification Code Number)**	**(I.R.S. Employer Identification Number)**

7665 Corporate Center Drive

Miami, Florida 33126

(305) 436-4000

(Address, including zip code, and telephone number, including area code, of registrant s principal executive offices)

Daniel S. Farkas

Senior Vice President and General Counsel

Norwegian Cruise Line Holdings Ltd.

7665 Corporate Center Drive

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Telephone: (305) 436-4000

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended (the Securities Act) check the following box: ¨

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ¨

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ¨

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Securities Exchange Act of 1934, as amended.

Large accelerated filer ¨	Accelerated filer ¨
Non-accelerated filer (Do not check if a smaller reporting company) x	Smaller reporting company ¨

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	**Proposed Maximum Aggregate Offering Price(1)(2)**	**Amount of Registration Fee(3)**
Ordinary shares, par value $.001 per share	$250,000,000	$29,025

(1) Estimated solely for the purposes of calculating the amount of the registration fee pursuant to Rule 457(o).
(2) Including ordinary shares which may be purchased by the underwriters.
(3) The registration fee was paid in full in connection with the initial filing of this Form S-1 on July 15, 2011.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

Table of Contents

EXPLANATORY NOTE

This Registration Statement on Form S-1 is being filed by Norwegian Cruise Line Holdings Ltd. (the Issuer). Following completion of a corporate reorganization to be commenced in connection with consummation of the offering of ordinary shares covered by this Registration Statement, the Issuer will become the direct parent company of NCL Corporation Ltd.

Table of Contents

The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities, and we are not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED

PRELIMINARY PROSPECTUS

Ordinary Shares

NORWEGIAN CRUISE LINE HOLDINGS LTD.

This is the initial public offering of our ordinary shares, par value $.001 per share, which we refer to as our ordinary shares. We are a newly formed holding company which, upon the consummation of this offering, will own 100% of the ordinary shares of NCL Corporation Ltd. and will be the issuer of the ordinary shares being offered hereby. We are selling an aggregate of ordinary shares in this offering.

Prior to the offering, there has been no public market for our ordinary shares. We expect the initial public offering price to be between $ and $ per ordinary share. We expect to apply for listing of our ordinary shares on the NASDAQ Global Select Market under the symbol NCLH .

We have granted the underwriters an option for a period of 30 days to purchase from us an aggregate of up to additional ordinary shares.

Investing in our ordinary shares involves a high degree of risk. See Risk Factors beginning on page 19 to read about certain factors you should consider before buying our ordinary shares.

	Per Share	Total
Initial public offering price		
Underwriting discounts and commissions		
Proceeds to new holding company before expenses		

The underwriters expect to deliver the ordinary shares on or about , .

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed on the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

Ordinary shares may be offered or sold in Bermuda only in compliance with the provisions of the Investment Business Act of 1998, which regulates the sale of securities in Bermuda. Further, the Bermuda Monetary Authority (the BMA) must approve all issues and transfers of shares of a Bermuda exempted company under the Exchange Control Act of 1972 and regulations thereunder (together, the ECA). The BMA has given a general permission which will permit the issue of the ordinary shares and the free transferability of such shares under the ECA so long as voting securities of the Company are admitted to trading on the NASDAQ Global Select Market or any other appointed stock exchange. In addition, we will deliver to and file a copy of this prospectus with the Registrar of Companies in Bermuda in accordance with Bermuda law. The BMA and the Registrar of Companies do not accept any responsibility for the financial soundness of any proposal or for the correctness of any of the statements made or opinions expressed herein.

UBS Investment Bank **Barclays**

Goldman, Sachs & Co.

The date of this prospectus is , .

Table of Contents

Table of Contents

TABLE OF CONTENTS

You should rely only on the information contained in this prospectus. We and the underwriters have not authorized anyone to provide you with information that is different from or additional to, that contained in this prospectus. This prospectus may only be used where it is legal to sell our ordinary shares. The information in this prospectus may only be accurate on the date of this prospectus.

Table of Contents

TERMS USED IN THIS PROSPECTUS

Unless otherwise indicated by the context, references in this prospectus to (i) the Company, we, our, us and NCL refer, prior to the consummation of this offering, to NCL Corporation Ltd. and its subsidiaries and predecessors, upon and after the consummation of this offering, to the Issuer (as defined below) and its subsidiaries, (ii) Norwegian Cruise Line or Norwegian refers to the Norwegian Cruise Line brand and NCL America or NCLA refers to our U.S.-flagged operations, (iii) Apollo refers to Apollo Global Management, LLC and its subsidiaries and the Apollo Funds refers to one or more of NCL Investment Limited, NCL Investment II Ltd., AIF VI NCL (AIV), L.P., AIF VI Euro Holdings, L.P., AAA Guarantor Co-Invest VI (B), L.P., Apollo Overseas Partners (Delaware) VI, L.P., Apollo Overseas Partners (Delaware 892) VI, L.P., Apollo Overseas Partners VI, L.P. and Apollo Overseas Partners (Germany) VI, L.P., (iv) TPG Capital refers to TPG Capital, L.P. and the TPG Viking Funds refers to one or more of TPG Viking I, L.P., TPG Viking II, L.P., TPG Viking, L.P., TPG Viking AIV I, L.P., TPG Viking AIV II, L.P., and TPG Viking AIV III, L.P. and/or certain other affiliated investment funds, each an affiliate of TPG Capital, (v) Genting HK refers to Genting Hong Kong Limited and/or its affiliates (formerly Star Cruises Limited and/or its affiliates), and (vi) Affiliate(s) refers to Genting HK, the Apollo Funds and/or the TPG Viking funds. References to the U.S. are to the United States of America, dollars or $ are to U.S. dollars and euros or are to the official currency of the Eurozone.

Unless otherwise indicated in this prospectus, the following terms have the meanings set forth below (all principal amounts refer to the original principal amount incurred or issued, as applicable):

$100.0 million Senior Notes. $100.0 million aggregate amount of 9.50% senior unsecured notes due 2018 issued by NCL Corporation Ltd. on February 29, 2012.

$250.0 million Senior Notes. $250.0 million aggregate amount of 9.50% senior unsecured notes due 2018 issued by NCL Corporation Ltd. on November 9, 2010.

$334.1 million Norwegian Jewel loan. $334.1 million secured loan agreement, dated as of April 20, 2004, as amended and restated on June 1, 2012, by and among Norwegian Jewel Limited, as borrower, and a syndicate of international banks, and related guarantee by NCL Corporation Ltd.

$350.0 million Senior Notes. Our $250.0 million Senior Notes and our $100.0 million Senior Notes.

$450.0 million Senior Secured Notes. $450.0 million aggregate amount of 11.75% senior secured notes due 2016 issued by NCL Corporation Ltd. on November 12, 2009, and guaranteed by Norwegian Dawn Limited, Norwegian Sun Limited, Norwegian Spirit, Ltd. and Norwegian Star Limited.

$750.0 million Senior Secured Revolving Credit Facility. $750.0 million credit agreement, dated October 28, 2009, as amended, by and among NCL Corporation Ltd., as borrower, various lenders and Nordea Bank Norge ASA, and related guarantee by Norwegian Dawn Limited, Norwegian Sun Limited, Norwegian Spirit, Ltd. and Norwegian Star Limited.

Adjusted EBITDA. EBITDA subject to certain adjustments as set forth in note 4 to the Prospectus Summary Summary Consolidated Financial Data included elsewhere in this prospectus.

Adjusted EBITDA Margin. Adjusted EBITDA as a percentage of total revenue.

Berths. Double occupancy capacity per cabin (single occupancy per studio cabin) even though many cabins can accommodate three or more passengers.

Breakaway Newbuild Export Credit Facilities. 529.8 million Breakaway One credit agreement, dated November 18, 2010, as amended, by and among Breakaway One, Ltd. and a syndicate of international banks and a related guarantee by NCL Corporation Ltd. and 529.8 million Breakaway Two Credit Agreement, dated as of November 18, 2010, as amended, by and among Breakaway Two, Ltd. and a syndicate of international banks and a related guarantee by NCL Corporation Ltd.

Table of Contents

Breakaway Newbuild Credit Facilities. Our Breakaway Newbuild Export Credit Facilities and Breakaway Newbuild Term Loan Facilities.

Breakaway Plus Newbuild Export Credit Facility. 590.5 million credit agreement, dated October 12, 2012, by and among Breakaway Three, Ltd. and a syndicate of international banks and a related guarantee by NCL Corporation Ltd.

Breakaway Newbuild Term Loan Facilities. 126.1 million Pride of Hawai i Credit Agreement, dated November 18, 2010, as amended, by and among Pride of Hawaii LLC and a syndicate of international banks and a related guarantee by NCL Corporation Ltd. and 126.1 million Norwegian Jewel Credit Agreement, dated November 18, 2010, by and among Norwegian Jewel Limited and a syndicate of international banks and a related guarantee by NCL Corporation Ltd.

Capacity Days. Available Berths multiplied by the number of cruise days for the period.

Cash Sweep Credit Facilities. Our $334.1 million Norwegian Jewel loan, our 40.0 million Pride of America commercial loan, our 258.0 million Pride of America loan, our 308.1 million Pride of Hawai i loan, and our 624.0 million Norwegian Pearl and Norwegian Gem Revolving Credit Facility.

Charter. The hire of a ship for a specified period of time.

CLIA. Cruise Lines International Association, a non-profit marketing and training organization formed in 1975 to promote cruising.

Constant Currency. A calculation whereby foreign currency-denominated revenue and expenses in a period are converted at the U.S. dollar exchange rate of a comparable period in order to eliminate the effects of the foreign exchange fluctuations.

Dry-dock. A process whereby a ship is positioned in a large basin where all the fresh/sea water is pumped out in order to carry out cleaning and repairs of those parts of a ship which are below the water line.

EBITDA. Earnings before interest, taxes and depreciation and amortization (we refer you to Prospectus Summary Summary Consolidated Financial Data for more on EBITDA).

40.0 million Pride of America commercial loan. Euro 40.0 million secured loan agreement, dated as of April 4, 2003, as amended and restated on June 1, 2012, by and among Pride of America Ship Holding, LLC, as borrower, and a syndicate of international banks, and related guarantee by NCL Corporation Ltd.

258.0 million Pride of America loan. Euro 258.0 million secured loan agreement, dated as of April 4, 2003, as amended and restated on June 1, 2012, by and among Pride of America Ship Holding, LLC, as borrower, and a syndicate of international banks, and related guarantee by NCL Corporation Ltd.

308.1 million Pride of Hawai i loan. Euro 308.1 million Pride of Hawai i loan, dated as of April 20, 2004, as amended and restated on June 1, 2012, by and among Pride of Hawaii, LLC, as borrower, and a syndicate of international banks, and related guarantee by NCL Corporation Ltd.

624.0 million Norwegian Pearl and Norwegian Gem Revolving Credit Facility. Euro 624.0 million revolving loan facility agreement, dated October 7, 2005, as amended and restated on June 1, 2012, by and among NCL Corporation Ltd., as borrower, and a syndicate of international banks, and related guarantee by Norwegian Pearl, Ltd. and Norwegian Gem, Ltd.

662.9 million Norwegian Epic loan. Euro 662.9 million syndicated loan facility, dated September 22, 2006, as amended and restated on June 1, 2012, by and among Norwegian Epic, Ltd. (f/k/a F3 Two, Ltd.), as borrower, and a syndicate of international banks, and related guarantee by NCL Corporation Ltd.

Existing Senior Secured Credit Facilities. Our Breakaway Newbuild Credit Facilities, our $750.0 million Senior Secured Revolving Credit Facility, our 624.0 million Norwegian Pearl and Norwegian Gem Revolving Credit Facility, our 308.1 million Pride of Hawai i loan, our $334.1 million Norwegian Jewel loan, our 258.0 million Pride of America loan, our 40.0 million Pride of America commercial loan, and our 662.9 million Norwegian Epic loan.

GAAP. Generally accepted accounting principles in the U.S.

Gross Cruise Cost. The sum of total cruise operating expense and marketing, general and administrative expense.

Gross Tons. A unit of enclosed passenger space on a cruise ship, such that one gross ton = 100 cubic feet or 2.831 cubic meters.

Gross Yield. Total revenue per Capacity Day.

IMO. International Maritime Organization, a United Nations agency that sets international standards for shipping.

Issuer. Norwegian Cruise Line Holdings Ltd., a newly formed holding company which, upon the consummation of this offering, will own 100% of the ordinary shares of NCL Corporation Ltd. and will be the issuer of the ordinary shares being offered hereby. For additional detail regarding the Issuer, we refer you to Prospectus Summary Corporate Reorganization.

Major North American Cruise Brands. Norwegian Cruise Line, Carnival Cruise Lines, Royal Caribbean International, Holland America, Princess Cruises and Celebrity Cruises.

Net Cruise Cost. Gross Cruise Cost less commissions, transportation and other expense and onboard and other expense.

Net Cruise Cost Excluding Fuel. Net Cruise Cost less fuel expense.

Net Revenue. Total revenue less commissions, transportation and other expense and onboard and other expense.

Net Yield. Net Revenue per Capacity Day.

Norwegian Sky Agreement. Memorandum of agreement, dated May 31, 2012, between Ample Avenue Limited, as seller, and Norwegian Sky, Ltd., as buyer, related to our purchase of Norwegian Sky.

Occupancy Percentage or *Load Factor.* The ratio of Passenger Cruise Days to Capacity Days. A percentage in excess of 100% indicates that three or more passengers occupied some cabins.

Passenger Cruise Days. The number of passengers carried for the period, multiplied by the number of days in their respective cruises.

SEC. U.S. Securities and Exchange Commission.

Ship Contribution. Total revenue less total cruise operating expense.

S*hipboard Retirement Plan.* An unfunded defined benefit pension plan for certain crew members which computes benefits based on years of service, subject to certain requirements.

Table of Contents

MARKET AND INDUSTRY DATA AND FORECASTS

This prospectus includes market share and industry data and forecasts that we obtained from industry publications, third-party surveys and internal company surveys. Industry publications, including those from CLIA, and surveys and forecasts generally state that the information contained therein has been obtained from sources believed to be reliable. All CLIA information, obtained from the CLIA website cruising.org, relates to CLIA member lines, which currently represents 26 of the major North American cruise lines including NCL Corporation Ltd., which together represented 97% of the North American cruise capacity. All other references to third party information are publicly available at nominal or no cost. We use the most currently available industry and market data to support statements as to our market position.

Although we believe that the industry publications and third-party sources are reliable, we have not independently verified any of the data from industry publications or third-party sources. Similarly, while we believe our internal estimates with respect to our industry are reliable, our estimates have not been verified by any independent sources. While we are not aware of any misstatements regarding any industry data presented herein, our estimates, in particular as they relate to market share and our general expectations, involve risks and uncertainties and are subject to change based on various factors, including those discussed under Risk Factors, Cautionary Statement Concerning Forward-Looking Statements and Management s Discussion and Analysis of Financial Condition and Results of Operations in this prospectus.

Table of Contents

PROSPECTUS SUMMARY

The following summary includes highlights of the more detailed information and consolidated financial statements included elsewhere in this prospectus. This summary sets forth the material terms of the offering but does not contain all of the information that you should consider before investing in our ordinary shares. For a more complete understanding of us, our business and the offering, we urge you to read this prospectus carefully, including the sections entitled Risk Factors, Cautionary Statement Concerning Forward-Looking Statements and Additional Information and our consolidated financial statements and related notes included elsewhere in this prospectus, before making an investment.

Our Company

We are a leading global cruise line operator, offering cruise experiences for travelers with a wide variety of itineraries in North America (including Alaska and Hawaii), the Mediterranean, the Baltic, Central America, Bermuda and the Caribbean. We strive to offer an innovative and differentiated cruise vacation with the goal of providing our customers the highest levels of overall satisfaction on their cruise experience. In turn, we aim to generate the highest customer loyalty and greatest numbers of repeat customers. We created a distinctive style of cruising called Freestyle Cruising onboard all of our ships, which we believe provides our passengers with the freedom and flexibility associated with a resort style atmosphere and experience as well as more dining options than a traditional cruise. We established the very first private island developed by a cruise line in the Bahamas with a diverse offering of activities for passengers. We are also the only cruise line operator to offer an entirely inter-island itinerary in Hawaii.

By providing such a distinctive experience and appealing combination of value and service, we straddle both the contemporary and premium segments. As a result, we have been recognized for our achievements as the recipient of multiple honorary awards mainly consisting of reviews tabulated from the readers of travel periodicals such as Travel Weekly, Condé Nast Traveler, and Travel + Leisure. We were rated as best for family cruises by Family Circle, recognized as Europe s leading cruise line five years in a row by the World Travel Awards and identified as the cruise line with the best use of a social media platform by Travel + Leisure. Our newest ship, Norwegian Epic, was recognized as Best Overall Individual Cruise Ship by the Travel Weekly Readers Choice Awards.

We offer a wide variety of cruises ranging in length from one day to three weeks. During 2011, we docked at approximately 100 ports worldwide, with itineraries originating from 14 ports of which 10 are in North America. In line with our strategy of innovation, many of these North American ports are part of our Homeland Cruising program in which we have homeports that are close to major population centers, such as New York, Boston and Miami. This reduces the need for vacationers to fly to distant ports to embark on a cruise and helps reduce our guests overall vacation cost. We offer a wide selection of exotic itineraries outside of the traditional cruising markets of the Caribbean and Mexico; these include cruises in Europe, including the Mediterranean and the Baltic, Bermuda, Alaska, and the industry s only entirely inter-island itinerary in Hawaii with our U.S.-flagged ship, Pride of America. This itinerary is unparalleled in the cruise industry, as all other vessels from competing cruise lines are registered outside the U.S. and are required to dock at a distant foreign port when providing their customers with a Hawaii-based cruise itinerary.

Each of our 11 modern ships has been purpose-built to consistently deliver our Freestyle Cruising product offering across our entire fleet, which we believe provides us with a competitive advantage. By focusing on Freestyle Cruising, we have been able to achieve higher onboard spend levels, greater customer loyalty and the ability to attract a more diverse clientele.

Table of Contents

As a result of our strong operating performance over the last four years, the growing demand we see for our distinctive cruise offering, and the rational supply outlook for the industry, we believe that it is an optimal time to add new ships to our fleet. In 2010, we placed an order with Meyer Werft GmbH of Papenburg, Germany (Meyer Werft) for two new cruise ships, Norwegian Breakaway and Norwegian Getaway, which are scheduled for delivery in April 2013 and January 2014, respectively, in order to continue to grow the Norwegian brand and drive shareholder value. Most recently, in October 2012, we reached an agreement with Meyer Werft to build a new cruise ship for delivery in the fourth quarter of 2015 with an option to build a second ship with an expected delivery date in spring 2017. Currently referred to as Breakaway Plus, this new ship will be the largest in our fleet and will be similar in design and innovation to Norwegian Breakaway and Norwegian Getaway. The contract cost of this ship is approximately 698.4 million, or $898.1 million based on the euro/U.S. dollar exchange rate as of September 30, 2012.

As of September 30, 2012, we have one of the most modern fleets of cruise ships in the industry among the Major North American Cruise Brands, with a weighted-average age of 7.9 years. Following the delivery of Norwegian Breakaway and Norwegian Getaway, which are currently under construction, we will have the youngest fleet in the cruise industry. These new ships are the next generation of Freestyle Cruising and include some of the most popular elements of our recently delivered ships together with new and differentiated features.

Our senior management team has delivered consistent growth and has driven measurable improvements in operating metrics and cash flow generation across several different operating environments. Under the leadership of our President and Chief Executive Officer, Kevin M. Sheehan, we significantly differentiated the Norwegian brand, largely with the Freestyle Cruising concept that accelerated revenue growth and contributed to improving our operating income margins by approximately 1,530 basis points since the beginning of 2008. Our management team was augmented in key areas such as Sales, Marketing, Hotel Operations and Finance and has since implemented major initiatives such as enhancing onboard service and amenities across the fleet, expanding our European presence and overseeing a newbuild program that included the successful launch in June 2010 of our largest ship to date, Norwegian Epic.

For the twelve months ended September 30, 2012, we generated total revenue of $2,261.7 million, Net Revenue of $1,676.4 million, net income of $165.6 million, Adjusted EBITDA of $540.4 million and an Adjusted EBITDA Margin of 23.9%. For the nine months ended September 30, 2012, we generated total revenue of $1,773.1 million, Net Revenue of $1,314.6 million, net income of $167.5 million, Adjusted EBITDA of $452.2 million and an Adjusted EBITDA Margin of 25.5%. For the nine months ended September 30, 2011, we generated total revenue of $1,730.7 million, Net Revenue of $1,277.5 million, net income of $128.8 million, Adjusted EBITDA of $417.8 million and an Adjusted EBITDA Margin of 24.1%. This represents an increase of approximately 140 basis points in period over period Adjusted EBITDA Margin as a result of improved ticket pricing and onboard spending coupled with various business improvement, product enhancement and cost reduction initiatives. We refer you to note 4 to our Summary Consolidated Financial Data included elsewhere in this prospectus for a reconciliation of Adjusted EBITDA to net income.

Table of Contents

Our Industry

We believe that the cruise industry demonstrates the following positive fundamentals:

Strong Growth with Low Penetration and Significant Upside

Cruising is a vacation alternative with broad appeal, as it offers a wide range of products and services to suit the preferences of vacationing customers of all ages, backgrounds and interests. Since 1980, cruising has been one of the fastest growing segments of the North American vacation market. According to CLIA, in 2011 approximately 16.4 million passengers took cruises of two or more consecutive nights on CLIA member lines versus 7.2 million passengers in 2000, representing a compound annual growth rate of approximately 7.7%. Based on CLIA s research, we believe that cruising is under-penetrated and represents approximately 12% of the North American vacation market. As measured in Berths, or room count, the cruise industry is relatively nascent compared to the wide variety of much more established vacation travel destinations across North America.

According to the Orlando/Orange County Convention & Visitors Bureau and the Las Vegas Convention and Visitors Authority, there are approximately 265,000 rooms in just Orlando and Las Vegas combined. By comparison, the estimated Major North American Cruise Brands capacity in terms of Berths is approximately 232,500. In addition, according to industry research, only 24% of the U.S. population has ever taken a cruise and we believe this percentage should increase. The European vacation market, the fastest growing market globally, remains under-penetrated by the cruise industry, with approximately 1% of Europeans having taken a cruise in a given year, compared with 3% of the population in the U.S. and Canada. We believe that improving leisure travel trends along with a relatively low supply outlook in the near term from the Major North American Cruise Brands lead to an attractive business environment for our Company to operate in.

Attractive Demographic Trends to Drive Cruising Growth

The cruise market is comprised of a broad spectrum of customers and appeals to virtually all demographic categories. Based on CLIA s 2011 Cruise Market Profile Study, the target North American cruise market, defined as households with income of $40,000 or more headed by a person who is at least 25 years old, is estimated to be 132.9 million people. Also according to the study, the average cruise customer has a household income of $109,000. It is our belief that Freestyle Cruising will help us attract the younger generations who we believe are more likely to enjoy greater levels of freedom from our Freestyle Cruising product offering than was traditionally offered within the cruise industry.

Significant Value Proposition and High Level of Guest Satisfaction

We believe that the cost of a cruise vacation, relative to a comparable land-based resort or hotel vacation in Orlando or Las Vegas, offers an exceptional value proposition. When one considers that a typical cruise, for an all-inclusive price, offers its guests transportation to a variety of destinations, hotel-style accommodations, a generous diversity of food choices and a selection of daily entertainment options, this is compelling support for the cruise value proposition relative to other leisure alternatives. Cruises have become even more affordable for a greater number of North American customers over the past few years through the introduction of Homeland Cruising, which eliminates the cost of airfare commonly associated with a vacation. According to CLIA s 2011 study, approximately 70% of persons who have taken a cruise rate cruising as a high-value vacation alternative. In this same survey, CLIA reported that approximately 80% of cruise passengers agree that a cruise vacation is a good way to sample various destinations that they may visit again on a land-based vacation.

High Barriers to Entry

The cruise industry is characterized by high barriers to entry, including the existence of several established and recognizable brands, the large investment to build a new, sophisticated cruise ship, the long lead time necessary to construct new ships and limited newbuild shipyard capacity. Based on new ship orders announced over the past several years, the cost to build a cruise ship can range from approximately $500 million to $1.4 billion or approximately $200,000 to $425,000 per Berth, depending on the ship s size and quality of product offering. The construction time of a newbuild ship is typically between 27 months to 36 months and requires significant upfront cash payments to fund construction costs before revenue is generated. In addition, the shipbuilding industry is experiencing tightened capacity as the size of ships increases and the industry consolidates, with virtually all new capacity added in the last 20 years having been built by one of three major European shipbuilders.

Varied Segments and Brands

The different cruise lines that make up the global cruise vacation industry have historically been segmented by product offering and service quality into contemporary, premium and luxury brands. The contemporary segment generally includes cruises on larger ships that last seven days or less, provides a casual ambiance and is less expensive on average than the premium or luxury segments. The premium segment is generally characterized by cruises that last from seven to 14 nights with a higher quality product offering than the contemporary segment, appealing to a more affluent demographic. The luxury segment generally offers the highest level of service and quality, with longer cruises on the smallest ships. In classifying our competitors within the Major North American Cruise Brands, the contemporary segment has historically included Carnival Cruise Lines and Royal Caribbean International. The premium segment has historically included Celebrity Cruises, Holland America and Princess Cruises. We believe that we straddle the contemporary and premium segments as well as offer a unique combination of value and leisure services to cruise customers. Our brand offers our guests a rich stateroom mix, which includes single studios, private balconies, and luxury suites with personal butler and concierge service as more recently enhanced by The Haven. As part of our Freestyle Cruising experience, we also offer various specialty dining venues, some of which are exclusive to our suite and The Haven guests. Based on fleet counts as of December 31, 2011, the Major North American Cruise Brands together represent approximately 90% of the North American cruise market as measured by total Berths.

Our Competitive Strengths

We believe that the following business strengths will enable us to execute our strategy:

Leading Cruise Operator with High-Quality Product Offering

We believe that our modern fleet provides us with operational and strategic advantages as our entire fleet has been purpose-built for Freestyle Cruising with a wider range of passenger amenities relative to many of our competitors.

We believe that in recent years the distinction has been blurred between segments of the market historically known as premium and contemporary, with the Major North American Cruise Brands each offering a wide range of onboard experiences across their respective fleets. With the completion of our fleet renewal initiative, we believe that based on a number of different metrics that directly impact a guest s onboard experience, we compare favorably against the other Major North American Cruise Brands, with many product attributes that are more in line with the premium segment.

Modern Fleet. With a weighted-average age of 7.9 years as of September 30, 2012 and no ships built before 1998, we have one of the most modern fleets among the Major North American Cruise Brands,

Table of Contents

which we believe allows us to offer a high-quality passenger experience with a significant level of consistency across our entire fleet.

Rich Stateroom Mix. As of September 30, 2012, 48% of our staterooms had private balconies representing a higher mix of outside balcony staterooms than the other contemporary brands. In addition, five of our ships offer The Haven, with suites of up to 570 square feet each. Customers staying in The Haven are provided with personal butler service and exclusive access to a private courtyard area with a private pool, sundecks, hot tubs, and a fitness center. Six of our ships also offer luxury garden suites of up to 6,694 square feet, making them the largest accommodations at sea.

High-Quality Service. We believe we offer a very high level of onboard service and to further enhance this service we have implemented the Norwegian Platinum Standards program. This program introduces specific standards emphasizing dedicated service, consistency in execution, and overall guest satisfaction which we believe will promote customer loyalty.

Diverse Selection of Premium Itineraries. For 2011, approximately 47% of our itineraries, by Capacity Days, were in more exotic, under-penetrated and less traditional locations, including Alaska, Hawaii, Bermuda and Europe, compared to the other contemporary brands which are focused primarily on itineraries in the Caribbean and Mexico. This mix of destinations is more consistent with the brands in the premium segment, and these itineraries typically attract higher Net Yields than Caribbean and Mexico sailings.

We believe that this high-quality product offering positions us well in comparison to the other Major North American Cruise Brands and provides an opportunity for continued Net Yield growth.

Freestyle Cruising

The most important differentiator for our brand is the Freestyle Cruising concept onboard all 11 of our ships. The essence of Freestyle Cruising is to provide a cruise experience that offers more freedom and flexibility than any other traditional cruise alternative. While many cruise lines have historically required guests to dine at assigned group tables and at specified times, Freestyle Cruising offers the flexibility and choice to our passengers who prefer to dine when they want, with whomever they want and without having to dress formally. Additionally, we have increased the number of activities and dining facilities available onboard, allowing passengers to tailor their onboard experience to their own schedules, desires and tastes.

All of our ships have been custom designed and purpose-built for Freestyle Cruising, which we believe differentiates us significantly from our major competitors. We further believe that Freestyle Cruising attracts a passenger base that prefers the less structured, resort-style experience of our cruises. Building on the success of Freestyle Cruising, we implemented across our fleet Freestyle 2.0 featuring significant enhancements to our onboard product offering. These enhancements include a major investment in the total dining experience; upgrading the stateroom experience across the ship; new wide-ranging onboard activities for all ages; and additional recognition, services and amenities for premium-priced balcony, suite and The Haven passengers. With Norwegian Epic we have enhanced Freestyle Cruising by offering what we believe to be unmatched flexibility in entertainment, offering guests a wide variety of activities and performances to choose from at any time of day or night.

Established Brand Recognition

The Norwegian Cruise Line brand is well established in the cruise industry with a long track record of delivering a world class cruise product offering to its guests. We achieve high-quality feedback scores from our customers in the areas of overall service, physical ship attributes, onboard products and services, food and beverage offerings and overall entertainment and land-based excursion quality. Based on recent guest experience

Table of Contents

and loyalty reports, the quality of our guests experience generates high levels of customer loyalty, as demonstrated by the fact that approximately 31% of our customers are repeat customers and 78% say they would recommend Norwegian Cruise Line to their friends and family. Brand recognition is also strong with over 92% of cruisers reporting familiarity with Norwegian. Additionally, our brand is known for freedom, flexibility and choice, all highly valued benefits within the cruise industry demographic.

Strong Cash Flow

Nearly all of our capital expenditures, other than those related to our newbuild projects (which are substantially financed) and the recent renovation of our private island, relate to the maintenance of our modern fleet and shoreside operations, which includes investments in our IT infrastructure and business intelligence systems. We have obtained export credit financing for Breakaway Plus, Norwegian Getaway and Norwegian Breakaway which will fund approximately 80% to 90% of the required pre-delivery and delivery date construction payments; as such, we expect the cost of our newbuild projects to have a minimal impact on our cash flow in the near term.

We are able to generate significant levels of cash flow due to our ability to pre-sell tickets and receive customer deposits with long lead times ahead of sailing. We also offer our passengers the ability to advance book and prepay for certain services. In addition, we believe that the favorable U.S. federal income tax regime applicable to international shipping income enhances our cash flow from operations which continues to contribute significantly to de-leveraging our balance sheet.

Highly Experienced Management Team

Our senior management team is comprised of executives with an average of 15 years in the cruise, travel, leisure and hospitality-related industries. Our executive team has streamlined our organization and instilled a results-driven management philosophy that promotes direct accountability and a more nimble decision-making culture that contributed in driving approximately 1,530 basis points of operating income margin expansion since the beginning of 2008. We believe our stock incentive plan closely aligns the interest of our management team and our stockholders.

Strong Shareholders with Extensive Industry Expertise

Our shareholders or their affiliates have extensive experience investing in the cruise, leisure and travel-related industries. Affiliates of the Apollo Funds have invested significant equity and resources to the cruise and leisure industry with its investment in Prestige Cruises International, Inc. which operates through two distinct upscale cruise brands, Oceania Cruises and Regent Seven Seas Cruises. In addition, affiliates of both Apollo and TPG Capital have investments in Caesars Entertainment Corporation (Caesars Entertainment), with whom we have created a marketing alliance. Affiliates of TPG Capital are also significant investors in Sabre Holdings, a leading GDS (global distribution system) and parent of Travelocity.com. Genting HK, headquartered in Hong Kong, operates a leading Asian cruise line through its subsidiary, Star Cruises Asia Holding Ltd., with destinations in Malaysia, Singapore, Hong Kong, Taiwan, Japan, Vietnam, China and Thailand. We believe that the synergies and purchasing power obtained through these affiliates have resulted in better price negotiations for us and our affiliates for selected supplies and services.

Our Business Strategies

We seek to attract vacationers by offering new products and services and creating differentiated itineraries in new markets through new and existing modern ships with the aim of delivering a better, value-added, vacation experience to our customers relative to other broad-based or land-based leisure alternatives. Our business strategies include the following:

Table of Contents

Attractive Product Offerings

We have a long history of product development and innovation within the cruise industry as one of the most established consumer brands. We became the first cruise operator to purchase a private island in the Bahamas and offer a private beach experience to our passengers; and we were the first to introduce a 2,000-Berth megaship into the Caribbean market in 1980. More recently, we pioneered new concepts in cruising over the last decade with the development of Homeland Cruising and the launch of Freestyle Cruising.

We continued to enhance our product offering with the delivery of Norwegian Epic in June 2010, which offers 21 dining options, a diverse range of accommodations and what we believe is the widest array of entertainment at sea. In addition to several differentiated full-service complimentary dining rooms, Norwegian Epic also features specialty restaurants including a classic steakhouse, sushi, Japanese teppanyaki, Brazilian churrascaria, Asian noodle bar, traditional Chinese, fine French and Italian. Guest accommodations on Norwegian Epic include the groundbreaking Studios, 128 staterooms designed for solo travelers centered around the Studio Lounge, a private two-story lounge for studio guests. On its top decks, Norwegian Epic offers a ship within a ship in the largest suite complex at sea; The Haven includes two decks with 60 suites and penthouses, a private pool with multiple hot tubs and sundecks, a private fitness center and steam rooms, fine dining in the Epic Club restaurant, casual outdoor dining at the Courtyard Grill, and 24-hour concierge service, all exclusively for guests of The Haven. Entertainment onboard Norwegian Epic includes a wide variety of branded entertainment for guests to choose from, including exclusive engagements with Blue Man Group, Cirque Dreams & Dinner, Legends in Concert, Nickelodeon and the improvisational comedy troupe, The Second City.

Building on the success of Norwegian Epic, Norwegian Breakaway will include many of her most popular elements, while maintaining the innovative spirit of Freestyle Cruising by introducing new and differentiated features. These include The Haven and a quarter-mile oceanfront boardwalk, The Waterfront, which will create outdoor seating areas for many dining venues and lounges, including our first seafood restaurant, Ocean Blue by Geoffrey Zakarian. The centrally located 678 Ocean Place will connect three entire decks of daytime and nighttime entertainment. We will offer our customers many of the popular entertainment venues of Norwegian Epic such as the dueling pianos of Howl at the Moon and new jazz and blues venues, and will also feature the 80 s-inspired rock musical Rock of Ages, ballroom dance experience Burn the Floor and Cirque Dreams & Dinner Jungle Fantasy. We have secured a strategic partnership with the Radio City Rockettes® who will christen Norwegian Breakaway. This relationship includes a marketing partnership that names Norwegian as the official cruise line of the Rockettes and Radio City Music Hall® and an exhibit showcasing the Rockettes will be integrated into the ship. This relationship also includes two Rockettes sailing on select voyages and offering special fitness classes and photo opportunities.

We have recently completed a $25 million renovation to our private island, Great Stirrup Cay, which includes a new marina, dining and bar facility to enhance the guest experience, as well as offers new activities such as wave runners and a stingray encounter experience. The enhancements provide us with additional revenue-generating opportunities on the island.

Maximize Net Yields

We are focused on growing our revenue through various initiatives aimed at increasing our ticket prices and occupancy as well as onboard spending to drive higher overall Net Yields. To maximize passenger ticket revenue, our revenue management strategy is focused on optimizing pricing and generating demand throughout the booking curve. We utilize a base-loading strategy to fill our capacity by booking passengers as early before sailing as possible.

Table of Contents

Base-loading is a strategy that focuses on selling inventory further from the cruise departure date by utilizing certain sales and marketing tactics which generate business with longer booking windows. Base-loading allows us to fill our ships earlier, which prevents discounting close to sailing dates, in order to achieve our targeted Occupancy Percentages. Our specific initiatives to achieve this include:

Casino Player Strategy. As part of this strategy, we have non-exclusive arrangements with approximately 90 casino partners worldwide including Caesars Entertainment, in which affiliates of both Apollo and TPG Capital have investments, whereby loyal gaming customers are offered cruise reward certificates redeemable for cruises on our ships. Through property sponsored events and joint marketing programs, we have the opportunity to market cruises to Caesars Entertainment s customers. These arrangements with our casino partners have the dual benefit of filling open inventory and reaching customers expected to generate above average onboard revenue through the casino and other onboard spending.

Strategic Relationships. Our base-loading strategy also includes strategic relationships with travel agencies and international tour operators, who commit to purchasing a certain level of inventory with long lead times.

Meetings, Incentives and Charters. We are increasing our focus on the meetings, incentives and charters channel, which typically books very far in advance and can represent a significant portion of the ship, or even an entire sailing, in one transaction.

We continue to focus on various initiatives to drive increased onboard revenue across a variety of areas. From the year ended December 31, 2007 to the twelve months ended September 30, 2012, our net onboard and other revenue yield increased by approximately 27% from $40.58 to $51.65 primarily due to strong performance in casino, beverage sales, specialty dining and shore excursions. Our strategy for further driving increased onboard revenue includes, among other things, generating additional casino revenue through our arrangements with our casino partners, including Caesars Entertainment and Genting HK. These arrangements incorporate marketing resources to deliver cross-company advertising and marketing campaigns to promote our brand. We also focus on optimizing the utilization of our specialty restaurants and pre-booking and pre-selling additional onboard activities. In addition, Norwegian Epic has created additional onboard revenue opportunities based on our premium entertainment offerings.

Brand Expansion Through Disciplined Newbuild Program

We have three new ships on order and an option to build a fourth, all of which would be delivered through 2017. Norwegian Breakaway and Norwegian Getaway are under construction with Meyer Werft and are scheduled for delivery in April 2013 and January 2014, respectively, and each will approximate 144,000 Gross Tons and 4,000 Berths with an aggregate cost of approximately 1.3 billion, or $1.7 billion based on the euro/U.S. dollar exchange rate as of September 30, 2012. Our financing arrangements provide for financing for approximately 90% of the contract price of these two ships.

In October 2012, we reached an agreement with Meyer Werft to build a new cruise ship for delivery in the fourth quarter of 2015 with an option to build a second ship with an expected delivery date in spring 2017. Currently referred to as Breakaway Plus, this new ship will be the largest in our fleet at approximately 163,000 Gross Tons and 4,200 Berths and will be similar in design and innovation to our current Breakaway class ships. The contract cost of this ship is approximately 698.4 million, or $898.1 million based on the euro/U.S. dollar exchange rate as of September 30, 2012. We have obtained export credit financing for Breakaway Plus that provides financing for 80% of the contract price of the ship. In addition, we have an option in place for export credit financing for the second ship on similar terms. We believe that these ships will allow us to continue to expand the reach of our brand while driving shareholder value by positioning our Company for accelerated growth with an optimized return on invested capital.

Improve Operating Efficiency and Lower Costs

We are continually focused on driving financial improvement through a variety of business improvement initiatives. These initiatives are focused on reducing costs while at the same time improving the overall product we deliver to our customers. Since the beginning of 2008, we have significantly reduced our operating cost base through various programs including contract renegotiations, overhead rationalization, and fuel consumption reduction initiatives. We hedge our fuel purchases in order to provide greater visibility of our fuel expense. As of September 30, 2012, we had hedged approximately 84%, 67% and 48% of our projected fuel purchases for 2012, 2013 and 2014, respectively. We have also reduced our maintenance expense as a result of our fleet renewal program, as younger, more modern ships are typically less costly to maintain than older ships. Adjusted EBITDA grew to $540.4 million for the twelve months ended September 30, 2012 from $332.3 million for the year ended 2009 with an increase in Adjusted EBITDA Margin to 23.9% from 17.9%, respectively. In addition, we expect the economies of scale from Norwegian Breakaway, Norwegian Getaway and Breakaway Plus to drive further operating efficiencies over the long term.

Expand and Strengthen Our Product Distribution Channels

As part of our growth strategy, we are continually looking for ways to deepen and expand our customer sales channels. We continue to invest in our brand by enhancing our website and our reservation department where our travel agents and guests have the ability to book cruise vacations. We also restructured our sales and marketing organization, which included the recruiting of a new executive leadership team, to provide better focus on distribution through our primary channels: Retail/Travel Agent, International, and Meetings, Incentives and Charters.

Retail/Travel Agent. We introduced our Partners First program, in which we have invested in travel partners success with additional technology booking improvements and new marketing tools, improved communication and cooperative marketing initiatives. We also have implemented close to 100 individual projects specifically designed to improve our efficiency with the travel agency channels and our guests, ranging from more timely commission payments to aggressive call center quality monitoring. We restructured our travel agent sales force with specific expertise and we also gain access to a significantly larger number of travel partners through an outbound call center based in our Miami headquarters. We believe that our travel agent partners have witnessed a material improvement in our business practices and overall communication.

International. We have an international sales presence in Europe and representatives covering Latin America, Australia and Asia. We are primarily focused on increasing our business in the European market, which has grown significantly in recent years but remains under-penetrated. In Europe, we offer local itineraries year-round and our Freestyle Cruising has been well received. We expanded our sales force in Europe which allows us to develop our distribution in Europe in a manner similar to our U.S. operation. In support of this European strategy, we deployed our newest and most sophisticated ship, Norwegian Epic, in Europe for an extended summer season in 2011 and again in 2012. We are forging a closer distribution partnership with Genting HK, to develop product distribution across the Asia Pacific region.

Meetings, Incentives and Charters. This channel focuses on full ship Charters as well as corporate meeting and incentive travel. These sales often have very long lead times and can fill a significant portion of the ship s capacity, or even an entire sailing, in one transaction. In addition, it strengthens base-loading, which allows us to fill our ships earlier, rather than discounting close to sailing dates, in order to achieve our targeted Occupancy Percentages. In addition, we recently acquired Sixthman, a company specializing in developing and delivering music-oriented charters, including productions from KISS, Kid Rock and the Cayamo festival, a cruise featuring a wide variety of popular and emerging songwriters.

Table of Contents

Across every distribution channel we are undertaking a major effort to grow demand with a targeted sales and marketing program for our premium stateroom categories, including our balcony and other premium stateroom categories, with a particular emphasis on our suites and The Haven, which have increased as a percentage of our total inventory as a result of our fleet renewal.

Our Fleet

Our ships are purpose-built ships that enable us to provide our guests with the ultimate Freestyle Cruising experience. Our ships have state-of-the-art passenger amenities, including up to 21 dining options together with hundreds of private balcony staterooms on each ship. As of September 30, 2012, 48% of our staterooms have private balconies representing a higher mix of outside staterooms with balconies than the other contemporary brands. Private balcony staterooms are very popular with passengers and offer the opportunity for increased revenue by allowing us to charge a premium. Five of our ships offer accommodations in The Haven, with suites up to 570 square feet, which provide personal butler service and exclusive access to a private courtyard area with private pool, sundecks, hot tubs, and fitness center. In addition, six of our ships have luxury garden suites with up to 6,694 square feet, making them the largest accommodations at sea. These luxury garden suites offer three separate bedroom areas, spacious living and dining room areas, as well as 24-hour, on-call butler and concierge service.

We place the utmost importance on the safety of our passengers and crew. Every crew member is well trained in the Company s stringent safety protocols and participates in weekly safety drills onboard every one of our ships. In addition, our ships utilize operational closed circuit television systems, and we use an advanced, intranet-based Safety and Environmental Management System (SEMS) for shipboard and shoreside procedures and self-improvement standards.

Our new ships on order are the next-generation of Freestyle Cruising and include some of the most popular elements of our recently delivered ships together with new and differentiated features. One such feature is The Haven, which consists of luxury suites included on our Jewel-Class ships, as well as Norwegian Epic. We are also introducing The Waterfront, a quarter-mile oceanfront boardwalk which will create outdoor seating areas for many dining venues and lounges. The centrally located 678 Ocean Place will connect three entire decks of daytime and nighttime entertainment.

Continuing our tradition of new product development and the extension of the Norwegian Cruise Line brand, Norwegian Breakaway will offer our customers many of the popular entertainment venues of Norwegian Epic such as the dueling pianos of Howl at the Moon and new jazz and blues venues, and will also feature the 80 s-inspired rock musical Rock of Ages, ballroom dance experience Burn the Floor and Cirque Dreams & Dinner Jungle Fantasy. Norwegian Breakaway will homeport year-round in New York City with many elements of New York incorporated into its offerings. The hull art design is by famed New York artist Peter Max, and New York-based celebrity chef Geoffrey Zakarian will create our first seafood-centric dining venue, Ocean Blue by Geoffrey Zakarian. The Radio City Rockettes® will christen Norwegian Breakaway and an exhibit showcasing the Rockettes will be integrated into the ship. This relationship also includes two Rockettes sailing on select voyages and offering special fitness classes and photo opportunities. Continuing our commitment to Miami, Norwegian Getaway will homeport year-round in Miami along with Norwegian Sky.

Our Shareholders

Apollo

Apollo is a leading global alternative investment manager with offices in New York, Los Angeles, Houston, London, Frankfurt, Luxembourg, Singapore, Hong Kong and Mumbai. As of June 30, 2012, Apollo had assets under management of $105 billion invested in its private equity, capital markets and real estate businesses. Apollo owns a controlling interest in Prestige Cruises International, Inc. which operates through two distinct upscale cruise brands, Oceania Cruises and Regent Seven Seas Cruises. Investment funds managed by Apollo also have current and past investments in other travel and leisure companies, including Caesars Entertainment, Great Wolf Resorts, Vail Resorts, AMC Entertainment, Wyndham International and other hotel properties.

10

Table of Contents

TPG Capital

TPG Capital is a leading private investment firm with more than $51 billion of assets under management as of September 30, 2012. TPG Capital has extensive experience with global public and private investments executed through leveraged buyouts, recapitalizations, spinouts, joint ventures and restructurings. TPG Capital seeks to invest in world-class franchises across a range of industries. Prior and current investments include Alltel, Burger King, Caesars Entertainment, Continental, Fairmont Raffles, Hotwire, J. Crew, Neiman Marcus, Sabre, Seagate, Texas Genco, Energy Future Holdings (formerly TXU) and Univision.

Genting HK

Genting HK was founded in 1993 and through its subsidiary, Star Cruises Asia Holding Ltd., operates a leading cruise line in the Asia-Pacific region. Its headquarters are located in Hong Kong and it is represented in more than 20 locations worldwide, with offices and representatives in Asia, Australia, Europe, United Arab Emirates and the U.S. Genting HK currently has a fleet of five ships, which offer various cruise itineraries in the Asia Pacific region.

Corporate Reorganization

In connection with the consummation of this offering, the Issuer will become the 100% owner and parent company of NCL Corporation Ltd. (the Corporate Reorganization). The Corporate Reorganization will be effected solely for the purpose of reorganizing our corporate structure as described herein. The Issuer will not, prior to the completion of the Corporate Reorganization, conduct any activities other than those incidental to its formation and to preparations for the Corporate Reorganization and this offering. The Issuer has only nominal assets and no liabilities prior to the consummation of the Corporate Reorganization and this offering. Upon closing, its only assets will be 100% of the ordinary shares of NCL Corporation Ltd. and cash proceeds of this offering not otherwise used or contributed to NCL Corporation Ltd. Also, as part of the Corporate Reorganization, (i) NCL Corporation Ltd. s outstanding ordinary shares will be exchanged for our ordinary shares and (ii) we will issue an economically equivalent number of our ordinary shares, at an exchange formula based on the initial public offering price in this offering, in exchange for NCL Corporation Ltd. s outstanding profits interests granted under the Profits Sharing Agreement, including the Ordinary Profits Units described below in Compensation Discussion & Analysis. Our executive officers and directors will be the same as the executive officers and directors of NCL Corporation Ltd. in effect immediately prior to the Corporate Reorganization, except that certain of our shareholders have a contractual right under the Shareholders Agreement to appoint two additional members, in the aggregate, to our board of directors (our Board of Directors) and we anticipate that they will do so prior to the consummation of this offering, thereby increasing the size of our Board of Directors to nine members. Within 90 days following the consummation of this offering, our Board of Directors will consist of eleven directors, including six directors designated by the Apollo Funds, three directors designated by Genting HK and two independent directors (one designated by the Apollo Funds and one designated by Genting HK). See Certain Relationships and Related Party Transactions The Shareholders Agreement. Upon consummation of the Corporate Reorganization, our memorandum of association and bye-laws, and the rights, privileges and interests of our shareholders that will be in effect as of the consummation of this offering, will be as described in Description of Share Capital. See also Management, Security Ownership of Certain Beneficial Owners and Management, and Certain Relationships and Related Party Transactions The Shareholders Agreement.

Table of Contents

Additional Information

We are incorporated under the laws of Bermuda. Our registered offices are located at Cumberland House, 9th Floor, 1 Victoria Street, Hamilton HM 11, Bermuda. Our principal executive offices are located at 7665 Corporate Center Drive, Miami, Florida 33126. Our telephone number is (305) 436-4000. Our website is www.ncl.com. The information that appears on our website is not part of, and is not incorporated by reference into, this prospectus.

Table of Contents

The Offering

Issuer	Norwegian Cruise Line Holdings Ltd. which, upon the consummation of this offering, will own 100% of the ordinary shares of NCL Corporation Ltd.
Ordinary shares offered by us	
Ordinary shares to be outstanding after this offering	(assuming no exercise of the underwriters option to purchase additional ordinary shares) based upon an assumed initial public offering price of $ per ordinary share, which is the midpoint of the estimated price range set forth on the cover of this prospectus. In connection with the Corporate Reorganization and prior to the consummation of this offering, we will issue an economically equivalent number of our ordinary shares, based on the initial public offering price in this offering, in exchange for all outstanding NCL Corporation Ltd. profits interests granted under the Profits Sharing Agreement, including the Ordinary Profits Units (each as described in Compensation Discussion & Analysis).
	There will be ordinary shares available for future awards under our new long-term incentive plan as of the consummation of this offering.
	A $1.00 increase or decrease in the assumed offering price of $ per ordinary share, which is the midpoint of the initial public offering price range set forth on the cover of this prospectus, would increase or decrease the number of ordinary shares to be outstanding after this offering by approximately shares as a result of an increase or decrease in the ordinary shares we will issue in exchange for the profits interests, assuming the number of ordinary shares offered by us, as set forth above and on the cover page of the prospectus, remains the same.
Underwriters option to purchase additional shares	We have granted the underwriters an option for a period of 30 days to purchase from us an aggregate of up to additional ordinary shares.
Use of proceeds	We estimate that we will receive net proceeds from the sale of our ordinary shares in this offering, after deducting the underwriting discount and other estimated expenses, of approximately $ million, assuming the ordinary shares are offered at $ per ordinary share, which is the midpoint of the estimated offering price range set forth on the cover page of this prospectus. We intend to use the net proceeds that we receive to redeem or prepay outstanding debt and to pay expenses associated with this offering. See Use of Proceeds. A $1.00 increase or decrease in the assumed offering price of $ per ordinary share, which is the midpoint of the estimated price range set forth on the cover of this prospectus,

	would increase or decrease the net proceeds we receive from this offering by approximately $ million, assuming the number of ordinary shares offered by us, as set forth above and on the cover of this prospectus, remains the same and after deducting the underwriting discounts and other estimated expenses.
Listing	We expect to apply for listing of our ordinary shares on the NASDAQ Global Select Market under the symbol NCLH .
Dividend policy	We do not intend to pay dividends following this offering. Our debt agreements, among other things, restrict our ability to pay cash dividends to our shareholders. In addition, any determination to pay dividends in the future will be at the discretion of our Board of Directors and will depend upon our results of operations, financial condition, business opportunities, contractual restrictions, restrictions imposed by applicable law and other factors that our Board of Directors deems relevant. See Dividend Policy.
Voting rights	Each of our ordinary shares will entitle its holder to one vote on all matters to be voted on by shareholders generally. Our public shareholders will have approximately % of the voting power of the Issuer (or approximately % if the underwriters exercise in full their option to purchase additional ordinary shares) and Genting HK, the Apollo Funds and the TPG Viking Funds, who will be contractually bound by the terms of the Shareholders Agreement (as defined elsewhere in this prospectus) with respect to the exercise of their voting rights in certain matters, will have approximately % of the voting power of the Issuer (or approximately % if the underwriters exercise in full their option to purchase additional ordinary shares). See Description of Share Capital Ordinary Shares Transfer Restrictions.
Risk factors	You should carefully read and consider the information set forth under Risk Factors beginning on page 19 of this prospectus and all other information set forth in this prospectus before investing in our ordinary shares.
Tax considerations	See Material U.S. Federal Income Tax Considerations, Material Bermuda Tax Considerations and Business Taxation of the Company for more information regarding tax considerations.

Table of Contents

Summary Consolidated Financial Data

The summary consolidated financial and operating data presented in the tables below should be read in conjunction with Selected Consolidated Financial Data, Management s Discussion and Analysis of Financial Condition and Results of Operations and our consolidated financial statements and the related notes included elsewhere in this prospectus. In the table below, the consolidated balance sheets as of December 31, 2011, 2010 and 2009 and the related consolidated statements of operations and of cash flows for each of the three years in the period ended December 31, 2011 have been derived from our financial statements included elsewhere in this prospectus, with the exception of the consolidated balance sheet as of December 31, 2009 and pro forma earnings per share as adjusted which are not included. In addition, the consolidated balance sheets as of September 30, 2012 and September 30, 2011 and the related consolidated statements of operations and of cash flows for each of the nine month periods ended September 30, 2012 and 2011 and the notes thereto have been derived from our unaudited financial statements also appearing herein, with the exception of the consolidated balance sheet as of September 30, 2011 and pro forma earnings per share as adjusted which are not included. The data as of and for the nine months ended, in the opinion of management, contain all normal recurring adjustments, necessary for a fair statement of the results for the unaudited interim periods. Our financial data (unaudited) is also presented for the twelve months ended September 30, 2012. Historical results are not necessarily indicative of results that may be expected for any future period.

	Twelve Months Ended September 30,	Nine Months Ended September 30,		Year Ended December 31,		
(in thousands, except per share data)	2012	2012	2011	2011	2010	2009
Statement of operations data:						
Revenue						
Passenger ticket	$ 1,595,254	$ 1,257,871	$ 1,225,980	$ 1,563,363	$ 1,411,785	$ 1,292,811
Onboard and other	666,415	515,204	504,750	655,961	600,343	562,393
Total revenue	2,261,669	1,773,075	1,730,730	2,219,324	2,012,128	1,855,204
Cruise operating expense						
Commissions, transportation and other	412,738	321,640	319,611	410,709	379,532	377,378
Onboard and other	172,530	136,851	133,650	169,329	153,137	158,330
Payroll and related	292,488	220,683	219,017	290,822	265,390	252,425
Fuel	268,530	206,743	181,716	243,503	207,210	162,683
Food	124,760	95,163	95,336	124,933	114,064	118,899
Other	206,174	152,759	175,165	228,580	227,843	220,079
Total cruise operating expense	1,477,220	1,133,839	1,124,495	1,467,876	1,347,176	1,289,794
Other operating expense						
Marketing, general and administrative	248,921	190,748	193,178	251,351	264,152	241,615
Depreciation and amortization	185,601	140,900	139,284	183,985	170,191	152,700
Total other operating expense	434,522	331,648	332,462	435,336	434,343	394,315
Operating income	349,927	307,588	273,773	316,112	230,609	171,095
Non-operating income (expense)						
Interest expense, net	(188,019)	(142,271)	(144,439)	(190,187)	(173,672)	(114,514)
Other income (expense)(1)	3,654	2,186	(534)	934	(33,951)	10,371
Total non-operating income (expense)	(184,365)	(140,085)	(144,973)	(189,253)	(207,623)	(104,143)
Net income as reported	$ 165,562	$ 167,503	$ 128,800	$ 126,859	$ 22,986	$ 66,952
Pro forma net income as adjusted(a)		$		$		

Table of Contents

(in thousands, except per share data)	Twelve Months Ended September 30, 2012	Nine Months Ended September 30, 2012	2011	Year Ended December 31, 2011	2010	2009
Earnings per share as reported						
Basic	$ 7.80	$ 7.89	$ 6.09	$ 5.99	$ 1.09	$ 3.22
Diluted	$ 7.74	$ 7.83	$ 6.03	$ 5.94	$ 1.08	$ 3.21
Pro forma earnings per share as adjusted(b)(c)						
Basic		$		$		
Diluted		$		$		

(a) Pro forma net income as adjusted reflects an interest expense adjustment of $. This was derived by applying the applicable interest rates to the change in certain of our outstanding debt associated with the use of proceeds from this offering. See Use of Proceeds.

The interest expense adjustment per facility is as follows:

$450.0 million Senior Secured Notes with interest rate of	%	$	$
$350.0 million Senior Notes with interest rate of	%	$	$
Cash Sweep Credit Facilities		$	$
Due to Affiliate		$	

There was no tax effect on the interest expense adjustment based on our current tax structure.

(b) Pro forma earnings per share as adjusted reflects the shares outstanding as a result of the Corporate Reorganization, additional shares issued as part of this offering, as well as the interest expense adjustment noted in footnote (a). The basis of the computation includes $ of debt to be repaid and shares outstanding (assuming no exercise of the underwriters option to purchase additional ordinary shares) based upon an assumed initial public offering price of $ per ordinary share, which is the midpoint of the estimated price range set forth on the cover of this prospectus. Also included are pro forma basic weighted-average shares outstanding of and for the nine months ended September 30, 2012 and year ended December 31, 2011, respectively, and pro forma diluted weighted-average shares outstanding of and for the nine months ended September 30, 2012 and year ended December 31, 2011, respectively. We believe this presentation is meaningful to investors since it reflects all changes to outstanding shares as a result of this offering. A $1.00 increase or decrease in the assumed offering price of $ per ordinary share, which is the midpoint of the initial public offering price range set forth on the cover of this prospectus, would increase or decrease the number of ordinary shares to be outstanding after this offering by approximately shares as a result of an increase or decrease in the ordinary shares we will issue in exchange for the profits interests, assuming the number of ordinary shares offered by us, as set forth above and on the cover page of the prospectus, remains the same. See Note 12 Norwegian Cruise Line Holdings Ltd. and Reorganization Pro Forma EPS (Unaudited) and Adjusted Pro Forma EPS (Unaudited) to our consolidated financial statements for additional pro forma earnings per share calculations.

(c) We do not anticipate a material change in the use of proceeds from this offering (as described under Use of Proceeds), therefore any change in pro forma earnings per share as adjusted would not be material.

(in thousands, except Other data)	As of or for the Twelve Months Ended September 30, 2012	As of or for the Nine Months Ended September 30, 2012	2011	As of or for the Year Ended December 31, 2011	2010	2009

Balance sheet data: (at end of period)						
Cash and cash equivalents	$ 68,694	$ 68,694	$ 47,835	$ 58,926	$ 55,047	$ 50,152
Advance ticket sales	378,240	378,240	332,572	325,472	294,180	255,432
Total assets	5,892,643	5,892,643	5,548,301	5,562,411	5,572,371	4,819,837
Total debt	2,910,898	2,910,898	2,991,613	3,038,081	3,204,085	2,557,691
Total liabilities	3,881,131	3,881,131	3,694,428	3,717,948	3,831,845	3,106,797
Total shareholders equity	2,011,512	2,011,512	1,853,873	1,844,463	1,740,526	1,713,040
Cash flow data:						
Net cash provided by operating activities	409,967	376,523	323,546	356,990	430,423	117,532
Net cash used in investing activities	(297,331)	(229,855)	(117,321)	(184,797)	(977,466)	(161,838)
Net cash provided by (used in) financing activities	(91,777)	(136,900)	(213,437)	(168,314)	551,938	(91,259)
Other financial measures:(2)						
Ship Contribution(3)	784,449	639,236	606,235	751,448	664,952	565,410
Adjusted EBITDA(4)	540,426	452,174	417,787	506,039	405,113	332,254
Capital Expenditures Other	102,649	82,480	57,176	77,345	60,293	27,290
Capital Expenditures Newbuild	194,682	147,375	60,145	107,452	917,173	134,548
Other data:(5)						
Passenger Cruise Days	10,338,168	7,865,959	7,755,229	10,227,438	9,559,049	9,243,154
Capacity Days	9,562,773	7,192,091	7,083,888	9,454,570	8,790,980	8,450,980
Load Factor	108.1%	109.4%	109.5%	108.2%	108.7%	109.4%
Gross Yield	$ 236.51	$ 246.53	$ 244.32	$ 234.74	$ 228.89	$ 219.53
Net Yield	$ 175.30	$ 182.78	$ 180.33	$ 173.39	$ 168.29	$ 156.14

Table of Contents

(1) In 2010, a loss of $33.1 million was recorded primarily due to losses on foreign exchange contracts associated with the financing of Norwegian Epic. In 2009, foreign currency translation and interest rate swap gains (losses) of $(9.6) million were recorded primarily due to fluctuations in the euro/U.S. dollar exchange rate. In 2009, these amounts were offset by the change in fair value of our fuel derivative contracts of $20.4 million.

(2) We use certain non-GAAP financial measures, such as Ship Contribution, Adjusted EBITDA, Gross Yield, Net Yield and Net Revenue to enable us to analyze our performance. We utilize these financial measures to manage our business on a day-to-day basis and believe that they are the most relevant measures of our performance and some of these measures are commonly used in the cruise industry to measure performance. Our use of non-GAAP financial measures may not be comparable to other companies within our industry. We refer you to Terms Used in This Prospectus.

(3) The following table is a reconciliation of total revenue to Ship Contribution:

(in thousands)	Twelve Months Ended September 30, 2012	Nine Months Ended September 30, 2012	2011	Year Ended December 31, 2011	2010	2009
Total revenue	$ 2,261,669	$ 1,773,075	$ 1,730,730	$ 2,219,324	$ 2,012,128	$ 1,855,204
Less:						
Total Cruise Operating Expense	1,477,220	1,133,839	1,124,495	1,467,876	1,347,176	1,289,794
Ship Contribution	$ 784,449	$ 639,236	$ 606,235	$ 751,448	$ 664,952	$ 565,410

(4) We believe that Adjusted EBITDA is appropriate as a supplemental financial measure as it is used by management to assess operating performance, is a factor in the evaluation of the performance of management and is the primary metric used in determining the Company s performance incentive bonus paid to its employees. We believe that Adjusted EBITDA is a useful measure in determining the Company s performance as it reflects certain operating drivers of the Company s business, such as sales growth, operating costs, marketing, general and administrative expense and other operating income and expense. You are encouraged to evaluate each adjustment and the reasons we consider them appropriate for supplemental analysis. In evaluating Adjusted EBITDA, you should be aware that in the future we may incur expenses similar to the adjustments in this presentation. Our use of Adjusted EBITDA has limitations as an analytical tool, and you should not consider this measure in isolation or as a substitute for analysis of our results as reported under GAAP. Our presentation of Adjusted EBITDA should not be construed as an inference that our future results will be unaffected by unusual or non-recurring items.

Adjusted EBITDA is not a defined term under GAAP. Adjusted EBITDA is not intended to be a measure of liquidity or cash flows from operations or measures comparable to net income as it does not take into account certain requirements such as capital expenditures and related depreciation, principal and interest payments and tax payments and it includes other supplemental adjustments. Our use of Adjusted EBITDA may not be comparable to other companies.

The following table is a reconciliation of net income to Adjusted EBITDA:

(in thousands)	Twelve Months Ended September 30, 2012	Nine Months Ended September 30, 2012	2011	Year Ended December 31, 2011	2010	2009
Net income	$ 165,562	$ 167,503	$ 128,800	$ 126,859	$ 22,986	$ 66,952
Interest expense, net	188,019	142,271	144,439	190,187	173,672	114,514

Depreciation and amortization	185,601	140,900	139,284	183,985	170,191	152,700
EBITDA	539,182	450,674	412,523	501,031	366,849	334,166
Other (income) expense(a)	(3,654)	(2,186)	534	(934)	33,951	(10,371)
Other(b)	4,898	3,686	4,730	5,942	4,313	8,459
Adjusted EBITDA	$ 540,426	$ 452,174	$ 417,787	$ 506,039	$ 405,113	$ 332,254

(a) Includes taxes, (gains)/losses on foreign currency, debt translation and derivatives and other (income) expense.
(b) Includes non-cash compensation. Includes insurance claim recoveries and supplemental P&I insurance call, non-cash costs related to our Shipboard Retirement Plan and management equity grants. Also includes costs related to a mechanical failure on one of our ships in 2009 and a claim related to the S.S. Norway incident in 2003.

Table of Contents

(5) The following table is a reconciliation of total revenue to Net Revenue, Gross Yield and Net Yield:

(in thousands, except Capacity Days and Yield data)	Twelve Months Ended September 30, 2012	Nine Months Ended September 30, 2012	Nine Months Ended September 30, 2011	Year Ended December 31, 2011	Year Ended December 31, 2010	Year Ended December 31, 2009
Passenger ticket revenue	$ 1,595,254	$ 1,257,871	$ 1,225,980	$ 1,563,363	$ 1,411,785	$ 1,292,811
Onboard and other revenue	666,415	515,204	504,750	655,961	600,343	562,393
Total revenue	2,261,669	1,773,075	1,730,730	2,219,324	2,012,128	1,855,204
Less:						
Commissions, transportation and other expense	412,738	321,640	319,611	410,709	379,532	377,378
Onboard and other expense	172,530	136,851	133,650	169,329	153,137	158,330
Net Revenue	$ 1,676,401	$ 1,314,584	$ 1,277,469	$ 1,639,286	$ 1,479,459	$ 1,319,496
Capacity Days	9,562,773	7,192,091	7,083,888	9,454,570	8,790,980	8,450,980
Gross Yield	$ 236.51	$ 246.53	$ 244.32	$ 234.74	$ 228.89	$ 219.53
Net Yield	$ 175.30	$ 182.78	$ 180.33	$ 173.39	$ 168.29	$ 156.14

Table of Contents

RISK FACTORS

An investment in our ordinary shares involves a high degree of risk. In addition to the other information contained in this prospectus, you should carefully consider the following risk factors in evaluating us and our business before purchasing our ordinary shares. If any of the risks discussed in this prospectus actually occur, our business, financial condition and results of operations could be materially adversely affected. If this were to occur, the value of our ordinary shares could decline and you may lose all or part of your original investment. In connection with the forward-looking cautionary statements that appear in this prospectus, you should also carefully review the cautionary statement referred to under Cautionary Statement Concerning Forward-Looking Statements.

Risk factors related to our business

The specific risk factors set forth below, as well as the other information contained in this prospectus, could cause our actual results to differ from our expected or historical results and individually or any combination thereof could adversely affect our financial position and results of operations.

The adverse impact of the worldwide economic downturn and related factors such as high levels of unemployment and underemployment, fuel price increases, declines in the securities and real estate markets, and perceptions of these conditions that decrease the level of disposable income of consumers or consumer confidence.

The demand for cruises is affected by international, national and local economic conditions. Adverse changes in the perceived or actual economic climate, such as higher fuel prices, higher interest rates, stock and real estate market declines and/or volatility, more restrictive credit markets, higher taxes, and changes in governmental policies could reduce the level of discretionary income or consumer confidence in the countries from which we source our guests. For example, the worldwide economic downturn has had an adverse effect on consumer confidence and discretionary income resulting in decreased demand and price discounting. We cannot predict the duration or magnitude of this downturn or the timing or strength of economic recovery. If the downturn continues for an extended period of time or worsens, we could experience a prolonged period of decreased demand and price discounting. In addition, the economic downturn has and may continue to adversely impact our suppliers, which can result in disruptions in service and financial losses.

An increase in cruise capacity.

Historically, cruise capacity has grown to meet the growth in demand. According to CLIA, cruise capacity, in terms of Berths, has increased from 2000 through 2011 at a compound annual growth rate of 6.3%. CLIA estimates that between 2012 and 2015, the North America based CLIA member line fleet will increase by approximately 26 ships, representing a compound annual capacity growth of 1.8%. In order to profitably utilize this new capacity, the cruise industry will likely need to improve its percentage share of the U.S. population who has cruised at least once, which is approximately 24%, according to CLIA. If there is an industry-wide increase in capacity without a corresponding increase in public demand, we, as well as the entire cruise industry, could experience reduced occupancy rates and/or be forced to discount our prices. In addition, increased cruise capacity could impact our ability to retain and attract qualified shipboard employees, including officers, at competitive levels and, therefore, increase our shipboard employee costs.

We face intense competition from other cruise companies as well as non-cruise vacation alternatives and we may not be able to compete effectively.

We face intense competition from other cruise companies, primarily the other Major North American Cruise Brands, which together comprise approximately 90% of the North American cruise market as measured by total

Berths. These brands include Carnival Cruise Lines and Royal Caribbean International in the contemporary segment and Holland America, Princess Cruises and Celebrity Cruises in the premium segment. As of September 30, 2012, Norwegian Cruise Line accounted for approximately 11% of the Major North American Cruise Brands capacity in terms of Berths. We compete against all of these operators principally on the quality of our ships, our differentiated product offering, selection of our itineraries and value proposition of our cruises. We also face competition for many itineraries from other cruise operators as well as competition from non-cruise vacation alternatives. In the event we do not compete effectively, our business could be adversely affected.

Our substantial indebtedness could adversely affect our ability to raise additional capital to fund our operations, limit our ability to react to changes in the economy or our industry and prevent us from making debt service payments.

We are highly leveraged with a high level of variable rate debt, and our level of indebtedness could limit cash flow available for our operations and could adversely affect our financial condition, operations, prospects and flexibility. As of September 30, 2012, we had approximately $2.9 billion of total debt. See Capitalization. Our substantial indebtedness could:

- limit our ability to borrow money for our working capital, capital expenditures, development projects, debt service requirements, strategic initiatives or other purposes;
- make it more difficult for us to satisfy our obligations with respect to our indebtedness, and any failure to comply with the obligations of any of our debt instruments, including restrictive covenants and borrowing conditions, could result in an event of default under the agreements governing our indebtedness;
- require us to dedicate a substantial portion of our cash flow from operations to the repayment of our indebtedness thereby reducing funds available to us for other purposes;
- limit our flexibility in planning for, or reacting to, changes in our operations or business;
- make us more highly leveraged than some of our competitors, which may place us at a competitive disadvantage;
- make us more vulnerable to downturns in our business or the economy;
- restrict us from making strategic acquisitions, introducing new technologies or exploiting business opportunities;
- restrict us from taking certain actions by means of restrictive covenants;
- make our credit card processors seek more restrictive terms in respect of our credit card arrangements; and
- expose us to the risk of increased interest rates as certain of our borrowings are at a variable rate of interest.

Based on our September 30, 2012 outstanding variable rate debt balance, a one percentage point increase in the LIBOR interest rates would increase our annual interest expense by approximately $17.6 million, excluding the effects of capitalization of interest. In addition, future financings we may undertake may also provide for rates that fluctuate with prevailing interest rates.

Increases in fuel prices and/or other cruise operating costs.

Fuel expense accounted for 16.6% of our total cruise operating expense in 2011, 15.4% in 2010 and 12.6% in 2009. Future increases in the cost of fuel globally would increase the cost of our cruise ship operations. In addition, we could experience increases in other cruise operating costs, due to market forces and economic or political instability beyond our control.

Table of Contents

Conducting business internationally may result in increased costs and risks.

We operate our business internationally and plan to continue to develop our international presence. Operating internationally exposes us to a number of risks, including political risks, risks of increase in duties and taxes, risks relating to anti-bribery laws, as well as changes in laws and policies affecting cruising, vacation or maritime businesses, or governing the operations of foreign-based companies. Because some of our expenses are incurred in foreign currencies, we are exposed to exchange rate risks. Additional risks include interest rate movements, imposition of trade barriers and restrictions on repatriation of earnings.

We have implemented safeguards and policies to prevent violations of various anti-corruption laws that prohibit improper payments or offers of payments to foreign governments and their officials for the purpose of obtaining or retaining business by our employees and agents. However, our existing safeguards and any future improvements may prove to be less than effective and our employees or agents may engage in conduct for which we might be held responsible. If employees violate our policies or we fail to maintain adequate record-keeping and internal accounting practices to accurately record our transactions, we may be subject to regulatory sanctions, or severe criminal or civil sanctions and penalties.

The agreements governing our indebtedness contain restrictions that limit our flexibility in operating our business.

The agreements governing our indebtedness contain, and any instruments governing future indebtedness of ours would likely contain, a number of covenants that impose significant operating and financial restrictions on us, including restrictions or prohibitions on our ability to, among other things:

- incur additional debt or issue certain preference shares;
- pay dividends on or make distributions in respect of our share capital or make other restricted payments, including the ability of NCL Corporation Ltd. to make distributions or other restricted payments to the Issuer;
- make certain investments;
- sell certain assets;
- create liens on certain assets;
- consolidate, merge, sell or otherwise dispose of all or substantially all of our assets;
- enter into certain transactions with our affiliates; and
- designate our subsidiaries as unrestricted subsidiaries.

As a result of these covenants, we are limited in the manner in which we conduct our business, and we may be unable to engage in favorable business activities or finance future operations or capital needs.

We have pledged a significant portion of our assets as collateral under our existing debt agreements. If any of the holders of our indebtedness accelerate the repayment of such indebtedness, there can be no assurance that we will have sufficient assets to repay our indebtedness.

Under our existing debt agreements we are required to satisfy and maintain specified financial ratios. Our ability to meet those financial ratios can be affected by events beyond our control, and there can be no assurance that we will meet those ratios. A failure to comply with the covenants contained in our existing debt agreements could result in an event of default under the agreements, which, if not cured or waived, could have a material adverse affect on our business, financial condition and results of operations. In the event of any default under our existing debt agreements, the holders of our indebtedness thereunder:

- will not be required to lend any additional amounts to us, if applicable;

- could elect to declare all indebtedness outstanding, together with accrued and unpaid interest and fees, to be due and payable and terminate all commitments to extend further credit, if applicable; and/or

Table of Contents

could require us to apply all of our available cash to repay such indebtedness.

Such actions by the holders of our indebtedness could cause cross defaults under our other indebtedness. If we were unable to repay those amounts, the holders of our indebtedness under our Existing Senior Secured Credit Facilities could proceed against the collateral granted to them to secure that indebtedness.

If the indebtedness under our existing debt agreements were to be accelerated, there can be no assurance that our assets would be sufficient to repay such indebtedness in full.

Despite our substantial indebtedness, we may still be able to incur significantly more debt. This could intensify the risks described above.

We may be able to incur substantial indebtedness at any time in the future. Although the terms of the agreements governing our indebtedness contain restrictions on our ability to incur additional indebtedness, these restrictions are subject to a number of important qualifications and exceptions, and the indebtedness incurred in compliance with these restrictions could be substantial. We may not be able to generate sufficient cash to service all of our indebtedness, and may be forced to take other actions to satisfy our obligations under our indebtedness that may not be successful. Our ability to satisfy our debt obligations will depend upon, among other things:

our future financial and operating performance, which will be affected by prevailing economic conditions and financial, business, regulatory and other factors, many of which are beyond our control; and

our future ability to borrow under certain of our Existing Senior Secured Credit Facilities, the availability of which depends on, among other things, our complying with the covenants in such Existing Senior Secured Credit Facilities.

There can be no assurance that our business will generate sufficient cash flow from operations, or that we will be able to draw under certain of our Existing Senior Secured Credit Facilities or otherwise, in an amount sufficient to fund our liquidity needs.

If our cash flows and capital resources are insufficient to service our indebtedness, we may be forced to reduce or delay capital expenditures, sell assets, seek additional capital or restructure or refinance our indebtedness. These alternative measures may not be successful and may not permit us to meet our scheduled debt service obligations. Our ability to restructure or refinance our debt will depend on the condition of the capital markets and our financial condition at such time. Any refinancing of our debt could be at higher interest rates and may require us to comply with more onerous covenants, which could further restrict our business operations. In addition, the terms of existing or future debt agreements may restrict us from adopting some of these alternatives. In the absence of such operating results and resources, we could face substantial liquidity problems and might be required to dispose of material assets or operations to meet our debt service and other obligations. We may not be able to consummate those dispositions for fair market value or at all. Furthermore, any proceeds that we could realize from any such dispositions may not be adequate to meet our debt service obligations then due. Neither our shareholders nor any of their respective affiliates has any continuing obligation to provide us with debt or equity financing.

The impact of volatility and disruptions in the global credit and financial markets may adversely affect our ability to borrow and could increase our counterparty credit risks, including those under our credit facilities, derivative instruments, contingent obligations, insurance contracts and new ship progress payment guarantees.

There can be no assurance that we will be able to borrow additional money on terms as favorable as our current debt, on commercially acceptable terms, or at all. As a result of the global credit crisis, certain financial institutions have filed for bankruptcy, have sold some or all of their assets, or may be looking to enter into a

Table of Contents

merger or other transaction with another financial institution. Consequently, some of the counterparties under our credit facilities, derivatives, contingent obligations, insurance contracts and new ship progress payment guarantees may be unable to perform their obligations or may breach their obligations to us under our contracts with them, which could include failures of financial institutions to fund required borrowings under our loan agreements and to pay us amounts that may become due under our derivative contracts and other agreements. Also, we may be limited in obtaining funds to pay amounts due to our counterparties under our derivative contracts and to pay amounts that may become due under other agreements. If we were to elect to replace any counterparty for their failure to perform their obligations under such instruments, we would likely incur significant costs to replace the counterparty. Any failure to replace any counterparties under these circumstances may result in additional costs to us or an ineffective instrument.

Terrorist acts, acts of piracy, armed conflict and threats thereof, and other international events impacting the security of travel could adversely affect the demand for cruises.

Past acts of terrorism have had an adverse effect on tourism, travel and the availability of air service and other forms of transportation. The threat or possibility of future terrorist acts, an outbreak of hostilities or armed conflict abroad or the possibility thereof, the issuance of travel advisories by national governments, and other geo-political uncertainties have had in the past and may again in the future have an adverse impact on the demand for cruises and consequently the pricing for cruises. Decreases in demand and reduced pricing in response to such decreased demand would adversely affect our business by reducing our profitability.

We rely on external distribution channels for passenger bookings, and major changes in the availability of external distribution channels could undermine our customer base.

In 2011, the majority of our passengers booked their cruises through independent travel agents. In the event that the travel agent distribution channel is adversely impacted by the worldwide economic downturn, or other reason, this could reduce the distribution channels available for us to market and sell our cruises and we could be forced to increase the use of alternative distribution channels.

We rely on scheduled commercial airline services for passenger connections, and increases in the price of, or major changes or reduction in, commercial airline services could undermine our customer base.

A number of our passengers depend on scheduled commercial airline services to transport them to ports of embarkation for our cruises. Increases in the price of airfare, due to increases in fuel prices or other factors, would increase the overall vacation cost to our customers and may adversely affect demand for our cruises. Changes in commercial airline services as a result of strikes, weather or other events, or the lack of availability due to schedule changes or a high level of airline bookings could adversely affect our ability to deliver passengers to our cruises and/or increase our cruise operating expense.

Any delays in the construction and delivery of a cruise ship.

Delays in the construction, repair, refurbishment and delivery of a cruise ship can occur as a result of events such as insolvency, work stoppages, other labor actions or force majeure events experienced by our shipbuilders and other such companies that are beyond our control. Any termination or breach of contract following such an event may result in, among other things, the forfeiture of prior deposits or payments made by us, potential claims and impairment of losses. A significant delay in the delivery of a new ship, or a significant performance deficiency or mechanical failure of a new ship, particularly in light of decreasing availability of Dry-dock facilities, could have an adverse effect on our business.

Future epidemics and viral outbreaks.

Public perception about the safety of travel and adverse publicity related to passenger or crew illness, such as incidents of H1N1, stomach flu, or other contagious diseases, may impact demand for cruises. If any wide-ranging health scare should occur, our business would likely be adversely affected.

Table of Contents

The political environment in certain countries where we operate is uncertain and our ability to operate our business as we have in the past may be restricted.

We operate in waters and call at ports throughout the world, including geographic regions that, from time to time, have experienced political and civil unrest as well as insurrection and armed hostilities. Adverse international events could affect demand for cruise products generally and could have an adverse effect on us.

Adverse incidents involving cruise ships.

The operation of cruise ships carries an inherent risk of loss caused by adverse weather conditions, maritime disaster, including, but not limited to, oil spills and other environmental mishaps, fire, mechanical failure, collisions, human error, war, terrorism, piracy, political action, civil unrest and insurrection in various countries and other circumstances or events. Any such event may result in loss of life or property, loss of revenue or increased costs. The operation of cruise ships also involves the risk of other incidents at sea or while in port, including missing passengers, inappropriate crew or passenger behavior and onboard crimes, that may bring into question passenger safety, may adversely affect future industry performance and may lead to litigation against us. Although we place passenger safety as the highest priority in the design and operation of our fleet, we have experienced accidents and other incidents involving our cruise ships and there can be no assurance that similar events will not occur in the future. It is possible that we could be forced to cancel a cruise or a series of cruises due to these factors or incur increased port related and other costs resulting from such adverse events. Any such event involving our cruise ships or other passenger cruise ships may adversely affect passengers perceptions of safety or result in increased governmental or other regulatory oversight. An adverse judgment or settlement in respect of any of the ongoing claims against us may also lead to negative publicity about us. Anything that damages our reputation (whether or not justified), including adverse publicity about passenger safety, could have an adverse impact on demand, which could lead to price discounting and a reduction in our sales.

There can be no assurance that all risks are fully insured against or that any particular claim will be fully paid. Such losses, to the extent they are not adequately covered by contractual remedies or insurance, could affect our financial results. In addition, we have been and continue to be subject to calls, or premiums, in amounts based not only on our own claim records, but also the claim records of all other members of the protection and indemnity associations through which we receive indemnity coverage for tort liability. Our payment of these calls and increased premiums could result in significant expenses to us which could reduce our cash flows. If we were to sustain significant losses in the future, our ability to obtain insurance coverage or coverage at commercially reasonable rates could be materially adversely affected.

Breaches in data security or other disturbances to our information technology and other networks could impair our operations and have an adverse impact on our financial results.

The integrity and reliability of our information technology systems and other networks are crucial to our business operations. We have made significant investments in our information technology systems to optimize booking procedures, enhance the marketing power of our website and control costs. Any unauthorized use of our information systems to gain access to sensitive information, corrupt data or create general disturbances in our operations systems could impair our ability to conduct business and damage our reputation. While we have information technology security and recovery plans in place, we cannot completely insulate ourselves from cyber-related risks.

Amendments to the collective bargaining agreements for crew members of our fleet and other employee relation issues may adversely affect our financial results.

Currently, we are a party to six collective bargaining agreements. Three of these agreements were recently renegotiated and are in effect through 2014. Of the three remaining collective bargaining agreements, two are scheduled to expire in 2018 and one is scheduled to expire in 2020. Upon appropriate notice, the agreements may be reopened at certain yearly intervals, and we received notice from two of the parties to reopen wage/benefit negotiations in 2012. These negotiations were completed and effective from April 2012 without material cost to the Company. Any future amendments to such collective bargaining agreements or inability to satisfactorily renegotiate such agreements may increase our labor costs and have a negative impact on our financial condition. In addition, our collective bargaining agreements may not prevent a disruption in work on our ships in the future. Any such disruptions in work could have a material adverse effect on our financial results.

Unavailability of ports of call.

We believe that attractive port destinations are a major reason why passengers choose to go on a particular cruise or on a cruise vacation. The availability of ports is affected by a number of factors, including, but not limited to, existing capacity constraints, security concerns, adverse weather conditions and natural disasters, financial limitations on port development, local governmental regulations and local community concerns about port development and other adverse impacts on their communities from additional tourists. Any limitations on the availability of our ports of call could adversely affect our business.

The loss of key personnel or our inability to recruit or retain qualified personnel.

We rely upon the ability, expertise, judgment, discretion, integrity and good faith of our senior management team. Our success is dependent upon our personnel and our ability to recruit and retain high quality employees. We must continue to recruit, retain and motivate management and other employees sufficient to maintain our current business and support our projected growth. The loss of services of any of the key members of our management team could have a material adverse effect on our business. See Management for additional information about our management personnel.

The leadership of our President and Chief Executive Officer, Mr. Sheehan, and other executive officers has been a critical element of our success. The death or disability of Mr. Sheehan or other extended or permanent loss of his services, or any negative market or industry perception with respect to him or arising from his loss, could have a material adverse effect on our business. Our other executive officers and other members of senior management have substantial experience and expertise in our business and have made significant contributions to our growth and success. The unexpected loss of services of one or more of these individuals could also adversely affect us. We are not protected by key man or similar life insurance covering members of our senior management. We have employment agreements with our executive officers, but these agreements do not guarantee that any given executive will remain with us.

We are, and after this offering will continue to be, controlled by a group of shareholders that hold a significant percentage of our ordinary shares and whose interests may not be aligned with ours or our public shareholders.

Prior to this offering, all of our voting ordinary shares were held by affiliates of Genting HK, the Apollo Funds and the TPG Viking Funds. The Shareholders Agreement governing the relationship among those parties gives the Apollo Funds effective control over our affairs and policies, subject to certain limitations. Genting HK and the Apollo Funds also control the election of our Board of Directors, the appointment of management, the entering into of mergers, sales of substantially all of our assets and other material transactions. Immediately after giving effect to this offering, we expect that these shareholders will continue to control a majority of our ordinary shares; specifically, we expect that Genting HK, the Apollo Funds and the TPG Viking Funds will together own approximately % of our outstanding ordinary shares (without giving effect to the exercise of the underwriters option to purchase additional shares). The directors appointed by Genting HK and the Apollo Funds will have the authority, on our behalf and subject to the terms of our debt agreements and the Shareholders Agreement, to issue additional ordinary shares, implement share repurchase programs, declare dividends, pay advisory fees and make other decisions, and they may have an interest in our doing so.

The interests of Genting HK, the Apollo Funds and the TPG Viking Funds could conflict with our public shareholders interests in material respects. Furthermore, Genting HK engages in the cruise industry and leisure, entertainment and hospitality activities and Apollo and TPG Capital are in the business of managing investment funds which make investments in companies and one or more of which has now and may from time to time acquire and hold interests in businesses that compete directly or indirectly with us, as well as businesses that represent major customers of our business. Investment funds managed by Genting HK, Apollo and/or TPG Capital may also pursue acquisition opportunities that may be complementary to our business, and as a result, those acquisition opportunities may not be available to us. So long as our current shareholders continue to control a significant amount of our outstanding voting ordinary shares, such shareholders will continue to be able to strongly influence or effectively control our decisions. Additionally, the concentration of ownership held by our current shareholders could delay, defer or prevent a change of control of us or impede a merger, takeover or other business combination that you as a shareholder may otherwise view favorably. Certain provisions of our Shareholders Agreement may also make it more difficult to reissue additional equity capital in the future, if needed. See Certain Relationships and Related Party Transactions The Shareholders Agreement.

Risks related to the regulatory environment in which we operate

Future changes in applicable tax laws, or our inability to take advantage of favorable tax regimes.

We believe and have taken the position that our income that is considered to be derived from the international operation of ships as well as certain income that is considered to be incidental to such income (shipping income), is exempt from U.S. federal income taxes under Section 883 of the Internal Revenue Code of 1986, as amended (the Code), based upon certain assumptions as to shareholdings and other information as more fully described in Business Taxation of the Company Exemption of Operating Income from U.S. Federal Income Taxation. The provisions of Section 883 of the Code are subject to change at any time, possibly with retroactive effect.

We believe and have taken the position that substantially all of our income derived from the international operation of ships is properly categorized as shipping income and that we do not have a material amount of non-qualifying income. It is possible, however, that a much larger percentage of our income does not qualify (or will not qualify) as shipping income. Moreover, the exemption for shipping income is only available for years in which we will satisfy complex stock ownership tests under Section 883 of the Code as described in Business Taxation of the Company Exemption of Operating Income from U.S. Federal Income Taxation. There are factual circumstances beyond our control, including changes in the direct and indirect owners of our shares, that could cause us or our subsidiaries to lose the benefit of this tax exemption. Finally, any changes in our operations could significantly increase our exposure to either the net tax regime or the 4% regime (each as defined in Business Taxation of the Company Taxation of Operating Income: In General), and we can give no assurances on this matter.

If we or any of our subsidiaries were not to qualify for the exemption under Section 883 of the Code, our or such subsidiary s U.S. source income would be subject either to the net tax regime or the 4% regime (each as defined in Business Taxation of the Company Taxation of Operating Income: In General). We believe that we and our subsidiaries will satisfy the stock ownership tests imposed under Section 883 and therefore believe that we will qualify for the exemption under Section 883. However, as discussed above there are factual circumstances beyond our control that could cause us to not meet the stock ownership tests. Therefore, we can give no assurances on this matter. See Business Taxation of the Company Exemption of Operating Income from U.S. Federal Income Taxation.

We may be subject to state, local and non-U.S. income or non-income taxes in various jurisdictions, including those in which we transact business, own property or reside. We may be required to file tax returns in some or all of those jurisdictions. Our state, local or non-U.S. tax treatment may not conform to the U.S. federal income tax treatment discussed above. We may be required to pay non-U.S. taxes on dispositions of foreign property or operations involving foreign property may give rise to non-U.S. income or other tax liabilities in amounts that could be substantial.

The various tax regimes to which we are currently subject result in a relatively low effective tax rate on our world-wide income. These tax regimes, however, are subject to change, possibly with retroactive effect.

Table of Contents

Moreover, we may become subject to new tax regimes and may be unable to take advantage of favorable tax provisions afforded by current or future law.

We are subject to complex laws and regulations, including environmental laws and regulations, which could adversely affect our operations and any changes in the current laws and regulations could lead to increased costs or decreased revenue.

Some environmental groups have lobbied for more extensive oversight of cruise ships and have generated negative publicity about the cruise industry and its environmental impact. Increasingly stringent federal, state, local and international laws and regulations on environmental protection and health and safety of workers could affect our operations. The U.S. Environmental Protection Agency, the IMO (a United Nations agency with responsibility for the safety and security of shipping and the prevention of marine pollution by ships), the Council of the European Union and individual states are considering, as well as implementing, new laws and rules to manage cruise ship waste. In addition, many aspects of the cruise industry are subject to governmental regulation by the U.S. Coast Guard as well as international treaties such as the International Convention for the Safety of Life at Sea (SOLAS), an international safety regulation, the International Convention for the Prevention of Pollution from Ships (MARPOL), an international environmental regulation and the Standard of Training Certification and Watchkeeping for Seafarers (STCW) and its recently adopted conventions in ship manning. International regulations regarding ballast water and security levels are currently pending. Additionally, the U.S. and various state and foreign government or regulatory agencies have enacted or are considering new environmental regulations or policies, such as requiring the use of low sulfur fuels, increasing fuel efficiency requirements or further restricting emissions, including those of green house gases. Compliance with such laws and regulations may entail significant expenses for ship modification and changes in operating procedures which could adversely impact our operations as well as our competitors operations. In addition, the state of Alaska approved stringent regulations in 2008 concerning waste water discharge. In 2010, Alaska issued a final permit that regulates discharges of treated wastewater from cruise ships for the summer tourist seasons running from 2010 to 2012. The permit provides for the cruise companies to gather data on performance of new shipboard environmental control systems that will allow a scientific review committee to advise state officials on improving the regulations. The International Labor Organization s Maritime Labor Convention, 2006 is expected to become international law on August 20, 2013, now that thirty member countries with a total share of at least 33% of the world gross tonnage of ships have signed the agreement. It will regulate many aspects of maritime crew labor and will impact the worldwide sourcing of new crewmembers.

These issues are, and we believe will continue to be, an area of focus by the relevant authorities throughout the world. This could result in the enactment of more stringent regulation of cruise ships that would subject us to increasing compliance costs in the future.

By virtue of our operations in the U.S., the U.S. Federal Maritime Commission (FMC) requires us to maintain a third-party performance guarantee on our behalf in respect of liabilities for non-performance of transportation and other obligations to passengers. The FMC has proposed rules that would significantly increase the amount of our required guarantees and accordingly our cost of compliance. There can be no assurance that such an increase in the amount of our guarantees, if required, would be available to us. For additional discussion of the FMC s proposed requirements, we refer to you to Business Regulatory Issues.

In 2007, the state of Alaska implemented taxes which have impacted the cruise industry operating in Alaska. It is possible that other states, countries or ports of call that our ships regularly visit may also decide to assess new taxes or fees or change existing taxes or fees specifically applicable to the cruise industry and its employees and/or guests, which could increase our operating costs and/or could decrease the demand for cruises.

Changes in health, safety, security and other regulatory issues.

We are subject to various international, national, state and local health, safety and security laws and regulations. For additional discussion of these requirements, we refer you to Business Regulatory Issues.

Table of Contents

Changes in existing legislation or regulations and the imposition of new requirements could adversely affect our business.

Implementation of U.S. federal regulations, requiring U.S. citizens to obtain passports for seaborne travel to all foreign destinations, could adversely affect our business. Many cruise customers may not currently have passports or may not obtain a passport card (previously known as the People Access Security Service Card, or PASS Card) as an alternative to a passport. This card was created to meet the documentary requirements of the Western Hemisphere Travel Initiative. Applications for the card have been accepted since February 1, 2008 and the cards were made available to the public beginning in July 2008.

Risk factors related to the offering and to our ordinary shares

There has been no prior market for our ordinary shares, and an active trading market for our ordinary shares may not develop, which could impede your ability to sell your ordinary shares and depress the market price of your ordinary shares.

Prior to this offering, there has been no public market for our ordinary shares, and we cannot assure you that an active and liquid public market for our ordinary shares will develop or be sustained after this offering or that investors will be able to sell the ordinary shares should they desire to do so. The failure of an active trading market to develop could affect your ability to sell your ordinary shares and depress the market price of your ordinary shares. We will negotiate with the representatives of the underwriters to determine the initial public offering price, which will be based on numerous factors and may bear no relationship to the price at which the ordinary shares will trade upon completion of this offering. See Underwriting. The market price of the ordinary shares may fall below the initial public offering price.

The price of our shares may fluctuate substantially, and your investment may decline in value.

The trading price of our ordinary shares could be volatile and subject to wide fluctuations in response to factors, many of which are beyond our control, including those described in this Risk Factors section.

Further, the stock markets in general, and the stock exchange and the market for travel and leisure-related companies in particular, have experienced extreme price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of these companies. We cannot assure you that trading prices and valuations will be sustained. These broad market and industry factors may materially and adversely affect the market price of our ordinary shares, regardless of our operating performance. Market fluctuations, as well as general political and economic conditions in the countries where we operate, such as recession or currency exchange rate fluctuations, may also adversely affect the market price of our ordinary shares. In the past, following periods of volatility in the market price of a company s securities, that company is often subject to securities class-action litigation. This kind of litigation, regardless of the outcome, could result in substantial costs and a diversion of management s attention and resources, which could have a material adverse effect on our business, results of operations and financial condition.

We are a controlled company within the meaning of the rules of NASDAQ and, as a result, will qualify for, and intend to rely on, exemptions from certain corporate governance requirements.

Upon the closing of this offering, Genting HK, the Apollo Funds and the TPG Viking Funds will together continue to control a majority of our ordinary shares. As a result, we are a controlled company within the meaning of the corporate governance standards of NASDAQ. Under the rules of NASDAQ, a company of which more than 50% of the voting power is held by an individual, group or another company is a controlled company and may elect not to comply with certain corporate governance requirements, including:

- the requirement that a majority of our Board of Directors consists of independent directors;
- the requirement that we have a nominating and governance committee that is composed entirely of independent directors with a written charter addressing the committee s purpose and responsibilities;

the requirement that we have a compensation committee that is composed entirely of independent directors with a written charter addressing the committee s purpose and responsibilities; and

the requirement for an annual performance evaluation of the nominating and governance committee and compensation committee.

Following this offering, we intend to utilize these exemptions. As a result, we will not have a majority of independent directors nor will be required to have any independent directors on our nominating and governance committee and compensation committee, and we will not be required to have an annual performance evaluation of the nominating and governance committee and compensation committee. See Management. Accordingly, you will not have the same protections afforded to shareholders of companies that are subject to the general corporate governance requirements (without giving effect to the controlled company exemptions) of NASDAQ.

Because the price you will pay for our ordinary shares is above our net tangible book value per ordinary share, you will experience an immediate and substantial dilution upon the completion of this offering.

The initial public offering price of our ordinary shares is substantially higher than what the net tangible book value per ordinary share will be immediately after this offering. If you purchase our ordinary shares in this offering, you will experience immediate dilution of approximately $ in the net tangible book value per ordinary share from the price you pay for our ordinary shares, representing the difference between (1) the assumed initial public offering price of $ per ordinary share, which is the mid-point of the range shown on the cover of this prospectus, and (2) the pro forma net tangible book value per ordinary share of $ at September 30, 2012 after giving effect to this offering. For additional information on discussion of the effect of a change in the price of this offering see Dilution.

There are regulatory limitations on the ownership and transfer of our ordinary shares.

The Bermuda Monetary Authority (the BMA) must approve all issuances and transfers of securities of a Bermuda exempted company like us. However, for as long as our ordinary shares are listed on an appointed stock exchange, the BMA has given general permission that permits the issue and free transferability of our ordinary shares to and among persons who are residents and non-residents of Bermuda for exchange control purposes. Any other transfers remain subject to approval by the BMA and such approval may be denied or delayed.

Additionally, our bye-laws will contain provisions that prevent third parties, other than the Apollo Funds, the TPG Viking Funds and Genting HK, from acquiring beneficial ownership of more than 4.9% of its outstanding shares without the consent of our Board of Directors and provide for the lapse of rights, and sale, of any shares acquired in excess of that limit.

As a shareholder of our Company, you may have greater difficulties in protecting your interests than as a shareholder of a U.S. corporation.

We are a Bermuda exempted company. The Companies Act 1981 of Bermuda (the Companies Act), which applies to our Company, differs in material respects from laws generally applicable to U.S. corporations and their shareholders. Taken together with the provisions of our bye-laws, some of these differences may result in you having greater difficulties in protecting your interests as a shareholder of our Company than you would have as a shareholder of a U.S. corporation. This affects, among other things, the circumstances under which transactions involving an interested director are voidable, whether an interested director can be held accountable for any benefit realized in a transaction with our Company, what approvals are required for business combinations by our Company with a large shareholder or a wholly-owned subsidiary, what rights you may have as a shareholder to enforce specified provisions of the Companies Act or our bye-laws, and the circumstances under which we may indemnify our directors and officers.

Table of Contents

The market price for our ordinary shares could be subject to wide fluctuations and you could lose all or part of your investment.

The market price for our ordinary shares could be volatile and subject to wide fluctuations in response to factors including the following:

actual or anticipated fluctuations in our quarterly results;

the public s reaction to our press releases, other public announcements and filings with the SEC;

sales of large blocks of our ordinary shares, or the expectation that such sales may occur, including sales by our directors, officers and controlling shareholder;

market and industry perception of our success, or lack thereof, in pursuing our growth strategy;

announcements of new itineraries or services or the introduction of new ships by us or our competitors;

changes in financial estimates by securities analysts;

conditions in the cruise industry;

price and volume fluctuations in the stock markets generally;

announcements by our competitors of significant acquisitions, strategic partnerships, joint ventures or capital commitments;

our involvement in significant acquisitions, strategic alliances or joint ventures;

changes in government and environmental regulation;

changes in accounting standards, policies, guidance, interpretations or principles;

additions or departures of key personnel;

changes in general market, economic and political conditions in the U.S. and global economies or financial markets, including those resulting from natural disasters, terrorist attacks, acts of war and responses to such events; or

potential litigation.

In addition, the securities markets have from time to time experienced significant price and volume fluctuations that are not related to the operating performance of particular companies. These market fluctuations may also materially and adversely affect the market price of our shares.

The substantial number of ordinary shares that will be eligible for sale in the near future may cause the market price of our ordinary shares to decline.

Immediately after the completion of this offering, we will have an aggregate of ordinary shares issued and outstanding (without giving effect to the exercise of the underwriters option to purchase additional shares). Our ordinary shares sold in this offering will be eligible for immediate resale in the public market without restrictions, and those held by our controlling shareholders and key employees may also be sold in the public market in the future subject to applicable lock-up agreements as well as the restrictions contained in Rule 144 under the Securities Act of 1933, as amended, or the Securities Act. If our controlling shareholders sell a substantial amount of our ordinary shares after the expiration of the lock-up period, the prevailing market price for our ordinary shares could be adversely affected. See Shares Eligible for Future Sale for a more detailed description of the eligibility of our ordinary shares for future sale.

We may issue our ordinary shares or other securities from time to time as consideration for future acquisitions and investments. If any such acquisition or investment is significant, the number of ordinary shares, or the number or aggregate principal amount, as the case may be, of other securities that we may issue may in turn be substantial. We may also grant registration rights covering those ordinary shares or other securities in connection with any such acquisitions and investments.

Table of Contents

As soon as practicable after the completion of this offering, we intend to file a registration statement on Form S-8 under the Securities Act covering the ordinary shares reserved for issuance under our new long-term incentive plan. Accordingly, ordinary shares registered under such registration statement will be available for sale in the open market upon exercise by the holders, subject to vesting restrictions, Rule 144 limitations applicable to our affiliates and the contractual lock-up provisions in Shares Eligible for Future Sale .

We may use the proceeds of this offering in ways with which you may not agree.

Although we currently intend to use the proceeds of this offering to redeem or prepay outstanding debt and to pay expenses associated with this offering, our management will have considerable discretion in the application of the net proceeds received by us. You will not have the opportunity, as part of your investment decision, to assess whether the proceeds are being used appropriately. You must rely on the judgment of our management regarding the application of the net proceeds of this offering. The net proceeds may be used for corporate purposes that do not improve our efforts to achieve profitability or increase the price of our ordinary shares.

We do not intend to pay dividends on our ordinary shares at any time in the foreseeable future.

We do not currently intend to pay dividends to our shareholders and our Board of Directors may never declare a dividend. You should not anticipate receiving dividends with respect to ordinary shares that you purchase in the offering. Our debt agreements limit or prohibit, and any of our future debt arrangements may restrict, among other things, the ability of our subsidiaries, including NCL Corporation Ltd., to pay distributions to the Issuer and our ability to pay cash dividends to our shareholders. In addition, any determination to pay dividends in the future will be entirely at the discretion of our Board of Directors and will depend upon our results of operations, cash requirements, financial condition, business opportunities, contractual restrictions, restrictions imposed by applicable law and other factors that our Board of Directors deems relevant. We are not legally or contractually required to pay dividends. Accordingly, if you purchase ordinary shares in this offering, it is likely that in order to realize a gain on your investment, the price of our ordinary shares will have to appreciate. This may not occur. In addition, we are a holding company and would depend upon our subsidiaries for their ability to pay distributions to us to finance any dividend or pay any other obligations of the Issuer. Investors seeking dividends should not purchase our ordinary shares. See Dividend Policy.

Enforcement of civil liabilities against us by our shareholders and others may be difficult.

We are a company incorporated under the laws of Bermuda. In addition, certain of our subsidiaries are organized outside the U.S. Certain of our directors named herein are resident outside the U.S. A substantial portion of our assets and the assets of such individuals are located outside the U.S. As a result, it may not be possible for investors to effect service of process upon us or upon such persons within the U.S. or to enforce against us or them in U.S. courts judgments obtained in U.S. courts predicated upon the civil liability provisions of the U.S. federal securities laws. Furthermore, we have been advised by counsel in Bermuda that the Bermuda courts will not enforce a U.S. federal securities law that is either penal or contrary to the public policy of Bermuda. An action brought pursuant to a public or penal law, the purpose of which is the enforcement of a sanction, power or right at the instance of the state in its sovereign capacity, may not be entertained by a Bermuda court. Certain remedies available under the laws of U.S. jurisdictions, including certain remedies under U.S. federal securities laws, may not be available under Bermuda law or enforceable in a Bermuda court, as they may be contrary to Bermuda public policy. Further, no claim may be brought in Bermuda against us or our directors and officers in the first instance for violations of U.S. federal securities laws because these laws have no extraterritorial jurisdiction under Bermuda law and do not have force of law in Bermuda. A Bermuda court may, however, impose civil liability on us or our directors and officers if the facts alleged in a complaint constitute or give rise to a cause of action under Bermuda law. However, section 281 of the Companies Act allows a Bermuda court, in certain circumstances, to relieve officers and directors of Bermuda companies of liability for acts of negligence, breach of duty or trust or other defaults.

Provisions in our constitutional documents may prevent or discourage takeovers and business combinations that our shareholders might consider to be in their best interests.

Following the consummation of this offering, our bye-laws will contain provisions that may delay, defer, prevent or render more difficult a takeover attempt that our shareholders consider to be in their best interests. As a result, these provisions may prevent our shareholders from receiving a premium to the market price of our shares offered by a bidder in a takeover context. Even in the absence of a takeover attempt, the existence of these provisions may adversely affect the prevailing market price of our shares if they are viewed as discouraging takeover attempts in the future. These provisions include (subject to the Shareholders Agreement):

- the ability of our Board of Directors to designate one or more series of preference shares and issue preference shares without shareholder approval;
- a classified board of directors;
- the sole power of a majority of our Board of Directors to fix the number of directors;
- the power of our Board of Directors to fill any vacancy on our Board of Directors in most circumstances, including when such vacancy occurs as a result of an increase in the number of directors or otherwise; and
- advance notice requirements for nominating directors or introducing other business to be conducted at shareholder meetings.

Additionally, our bye-laws will contain provisions that prevent third parties, other than the Apollo Funds, the TPG Viking Funds and Genting HK, from acquiring beneficial ownership of more than 4.9% of its outstanding shares without the consent of our Board of Directors and provide for the lapse of rights, and sale, of any shares acquired in excess of that limit. The effect of these provisions as well as the significant ownership of ordinary shares by our existing shareholders, the Apollo Funds, the TPG Viking Funds and Genting HK, may preclude third parties from seeking to acquire a controlling interest in us in transactions that shareholders might consider to be in their best interests and may prevent them from receiving a premium above market price for their shares. See Certain Related Party Transactions The Shareholders Agreement and Description of Share Capital.

Any issuance of preference shares could make it difficult for another company to acquire us or could otherwise adversely affect holders of our ordinary shares, which could depress the price of our ordinary shares.

Our Board of Directors has the authority to issue preference shares and to determine the preferences, limitations and relative rights of shares of preference shares and to fix the number of shares constituting any series and the designation of such series, without any further vote or action by our shareholders, subject to the Shareholders Agreement. Our preference shares could be issued with voting, liquidation, dividend and other rights superior to the rights of our ordinary shares. The potential issuance of preference shares may delay or prevent a change in control of us, discouraging bids for our ordinary shares at a premium over the market price, and adversely affect the market price and the voting and other rights of the holders of our ordinary shares. See Description of Share Capital.

Table of Contents

CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING STATEMENTS

This prospectus contains forward-looking statements within the meaning of the U.S. federal securities laws. All statements other than statements of historical facts in this prospectus, including, without limitation, those regarding our business strategy, financial position, results of operations, plans, prospects and objectives of management for future operations (including development plans and objectives relating to our activities), are forward-looking statements. Many, but not all of these statements can be found by looking for words like expect, anticipate, goal, project, plan believe, seek, will, may, forecast, estimate, intend and future and for similar words. Forward-looking statements do not guarantee fu performance and may involve risks, uncertainties and other factors which could cause our actual results, performance or achievements to differ materially from the future results, performance or achievements expressed or implied in those forward-looking statements. Examples of these risks, uncertainties and other factors include, but are not limited to:

- the adverse impact of the worldwide economic downturn and related factors such as high levels of unemployment and underemployment, declines in the securities and real estate markets, and perceptions of these conditions that decrease the level of disposable income of consumers or consumer confidence;
- changes in cruise capacity, as well as capacity changes in the overall vacation industry;
- intense competition from other cruise companies as well as non-cruise vacation alternatives which may affect our ability to compete effectively;
- our substantial leverage, including the inability to generate the necessary amount of cash to service our existing debt, repay our credit facilities if payment is accelerated and incur substantial indebtedness in the future;
- changes in fuel prices or other cruise operating costs;
- the risks associated with operating internationally;
- the continued borrowing availability under our credit facilities and compliance with our financial covenants;
- our ability to incur significantly more debt despite our substantial existing indebtedness;
- the impact of volatility and disruptions in the global credit and financial markets which may adversely affect our ability to borrow and could increase our counterparty credit risks, including those under our credit facilities, derivatives, contingent obligations, insurance contracts and new ship progress payment guarantees;
- adverse events impacting the security of travel that may affect consumer demand for cruises such as terrorist acts, acts of piracy, armed conflict and other international events;
- the impact of any future changes relating to how travel agents sell and market our cruises;

the impact of any future increases in the price of, or major changes or reduction in, commercial airline services;

the impact of the spread of contagious diseases;

accidents and other incidents affecting the health, safety, security and vacation satisfaction of passengers or causing damage to ships, which could cause the modification of itineraries or cancellation of a cruise or series of cruises;

the impact of any breaches in data security or other disturbances to our information technology and other networks;

our ability to attract and retain key personnel, qualified shipboard crew, maintain good relations with employee unions, maintain or renegotiate our collective bargaining agreements on favorable terms and prevent any disruptions in work;

the continued availability of attractive port destinations;

Table of Contents

the control of our Company by certain of our shareholders whose interests may not continue to be aligned with ours;

the impact of problems encountered at shipyards, as well as, any potential claim, impairment loss, cancellation or breach of contract in connection with our contracts with shipyards;

changes involving the tax, environmental, health, safety, security and other regulatory regimes in which we operate;

our ability to obtain insurance coverage on terms that are favorable or consistent with our expectations;

the lack of acceptance of new itineraries, products or services by our targeted customers;

our ability to implement brand strategies and our shipbuilding programs, and to continue to expand our brands and business worldwide;

the costs of new initiatives and our ability to achieve expected cost savings from our new initiatives;

changes in interest rates and/or foreign currency rates;

increases in our future fuel expenses related to implementing IMO regulations, which require the use of higher priced low sulfur fuels in certain cruising areas;

the delivery schedules and estimated costs of new ships on terms that are favorable or consistent with our expectations;

the impact of pending or threatened litigation and investigations;

the impact of changes in our credit ratings;

the possibility of environmental liabilities and other damage that is not covered by insurance or that exceeds our insurance coverage;

our ability to attain and maintain any price increases for our products;

the impact of delays, costs and other factors resulting from emergency ship repairs as well as scheduled repairs, maintenance and refurbishment of our ships;

the implementation of regulations in the U.S. requiring U.S. citizens to obtain passports for travel to additional foreign destinations;

the impact of weather and natural disasters; and

other factors set forth under Risk Factors.

The above examples are not exhaustive and new risks emerge from time to time. Except as required by law, we undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Such forward-looking statements are based on our current beliefs, assumptions, expectations, estimates and projections regarding our present and future business strategies and the environment in which we will operate in the future. These forward-looking statements speak only as of the date of this prospectus. We expressly disclaim any obligation or undertaking to release publicly any updates or revisions to any forward-looking statement contained herein to reflect any change in our expectations with regard thereto or any change of events, conditions or circumstances on which any such statement was based.

Table of Contents

USE OF PROCEEDS

We estimate that we will receive net proceeds from the sale of our ordinary shares in this offering, after deducting the underwriting discount and other estimated expenses, of approximately $ million, assuming the ordinary shares are offered at $ per ordinary share, which is the midpoint of the estimated offering price range set forth on the cover page of this prospectus. A $1.00 increase or decrease in the assumed offering price of $ per ordinary share would increase or decrease the net proceeds we receive from this offering by approximately $ million, assuming the number of ordinary shares offered by us, as set forth on the cover of this prospectus, remains the same and after deducting the underwriting discounts and other estimated expenses. If the underwriters exercise their option to purchase additional ordinary shares in full, the net proceeds to us will be approximately $ million.

We intend to use the net proceeds that we receive to (i) prepay $21.3 million on our 624.0 million Norwegian Pearl and Norwegian Gem Revolving Credit Facility, $14.7 million on our 308.1 million Pride of Hawai i loan, $8.0 million on our $334.1 million Norwegian Jewel loan, $10.1 million on our 258.0 million Pride of America loan, and $1.5 million on our 40.0 million Pride of America commercial loan, which in the aggregate total $55.6 million under our Cash Sweep Credit Facilities that becomes payable upon an initial public offering, (ii) pay Genting HK $79.7 million, together with accrued interest, that becomes payable pursuant to the Norwegian Sky Agreement upon an initial public offering and (iii) pay expenses associated with this offering. We intend to use the balance of the net proceeds that we receive to redeem or prepay other indebtedness, which may include (i) up to $ million aggregate principal amount of our $350.0 million Senior Notes, (ii) up to $ million aggregate principal amount of our $450.0 million Senior Secured Notes and (iii) redemption premiums of up to $ million in the aggregate for such senior notes.

The foregoing represents our current intentions with respect to the use of the net proceeds of this offering based upon our present plans and business conditions and no specific allocation of the net proceeds has yet been determined. Our determination of whether to use all or a portion of the net proceeds to redeem a portion of our $450.0 million Senior Secured Notes and/or our $350.0 million Senior Notes will depend on interest rates and the prices at which our $450.0 million Senior Secured Notes and $350.0 million Senior Notes are being purchased and sold in the market (including relative to the redemption price for such notes) at or following the consummation of this offering.

Any net proceeds used to redeem or prepay our indebtedness would be first contributed by the Company to NCL Corporation Ltd. so that NCL Corporation Ltd. may effect such redemption or repayment. Affiliates of certain of the underwriters in this offering currently hold or may in the future hold a portion of the notes that may be redeemed and, accordingly, may receive a portion of the net proceeds from this offering as a result of the redemption of the notes. Pending the application of the net proceeds of this offering as described above, all or a portion of the net proceeds of this offering may be invested by us in short-term interest-bearing investments.

As of September 30, 2012, there was (i) $450.0 million (which does not include the original issue discount of $3.6 million) aggregate principal amount outstanding of our $450.0 million Senior Secured Notes, which bear interest at a rate of 11.75% per annum and mature on November 15, 2016 and (ii) $350.0 million (which does not include the unamortized premium of $5.6 million) aggregate principal amount outstanding of our $350.0 million Senior Notes, which bear interest at a rate of 9.50% per annum and mature on November 15, 2018. We issued our $250.0 million