

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 2)***

Norwegian Cruise Line Holdings Ltd.
(Name of Issuer)

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

G66721 10 4
(CUSIP Number)

John F. Hartigan, Esq.
Morgan, Lewis & Bockius LLP
300 S. Grand Avenue, 22nd Floor
Los Angeles, CA 90071
(213) 612-2500

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

December 9, 2013

(Date of Event Which Requires Filing of this Statement)

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

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

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

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

CUSIP No. G66721 10 4

13D

1 Name of Reporting Person
I.R.S. Identification of Above Person
AAA Guarantor Co-Invest (B), L.P.

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization
Marshall Islands

	7	Sole Voting Power
<hr/>		
Number of Shares Beneficially Owned by Each Reporting Person With	8	Shared Voting Power 88,351,789 shares of Ordinary Shares
	9	Sole Dispositive Power
	10	Shared Dispositive Power 5,890,121 shares of Ordinary Shares
<hr/>		
11	Aggregate Amount Beneficially Owned by Each Reporting Person 88,351,789 shares of Ordinary Shares	
<hr/>		
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>	
<hr/>		
13	Percent of Class Represented by Amount in Row (11) 43.1%	
<hr/>		
14	Type of Reporting Person PN	
<hr/>		

CUSIP No. G66721 10 4

13D

1	Name of Reporting Person I.R.S. Identification of Above Person AIF VI NCL (AIV), L.P.
<hr/>	
2	Check the Appropriate Box if a Member of a Group
(a)	<input type="checkbox"/>
(b)	<input type="checkbox"/>
<hr/>	
3	SEC Use Only
<hr/>	
4	Source of Funds OO
<hr/>	
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>
<hr/>	
6	Citizenship or Place of Organization Cayman Islands
<hr/>	

	7	Sole Voting Power	<hr/>
Number of Shares Beneficially Owned by Each Reporting Person With	8	Shared Voting Power 88,989,534 shares of Ordinary Shares	<hr/>
	9	Sole Dispositive Power	<hr/>
	10	Shared Dispositive Power 6,527,866 shares of Ordinary Shares	<hr/>
11	Aggregate Amount Beneficially Owned by Each Reporting Person 88,989,534 shares of Ordinary Shares		<hr/>
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>		<hr/>
13	Percent of Class Represented by Amount in Row (11) 43.4%		<hr/>
14	Type of Reporting Person PN		<hr/>

3

CUSIP No. G66721 10 4

13D

1	Name of Reporting Person I.R.S. Identification of Above Person AIF VI NCL (AIV II), L.P.		<hr/>
2	Check the Appropriate Box if a Member of a Group		
	(a)	<input type="checkbox"/>	<hr/>
	(b)	<input type="checkbox"/>	<hr/>
3	SEC Use Only		<hr/>
4	Source of Funds OO		<hr/>
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>		<hr/>
6	Citizenship or Place of Organization Cayman Islands		<hr/>

	7	Sole Voting Power	<hr/>
Number of Shares Beneficially Owned by Each Reporting Person With	8	Shared Voting Power 89,062,088 shares of Ordinary Shares	<hr/>
	9	Sole Dispositive Power	<hr/>
	10	Shared Dispositive Power 6,600,420 shares of Ordinary Shares	<hr/>
11	Aggregate Amount Beneficially Owned by Each Reporting Person 89,062,088 shares of Ordinary Shares		<hr/>
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>		<hr/>
13	Percent of Class Represented by Amount in Row (11) 43.4%		<hr/>
14	Type of Reporting Person PN		<hr/>

4

CUSIP No. G66721 10 4

13D

1	Name of Reporting Person I.R.S. Identification of Above Person AIF VI NCL (AIV III), L.P.		<hr/>
2	Check the Appropriate Box if a Member of a Group		
	(a)	<input type="checkbox"/>	<hr/>
	(b)	<input type="checkbox"/>	<hr/>
3	SEC Use Only		<hr/>
4	Source of Funds OO		<hr/>
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>		<hr/>
6	Citizenship or Place of Organization Cayman Islands		<hr/>

	7	Sole Voting Power	<hr/>
Number of Shares Beneficially Owned by Each Reporting Person With	8	Shared Voting Power 88,912,954 shares of Ordinary Shares	<hr/>
	9	Sole Dispositive Power	<hr/>
	10	Shared Dispositive Power 6,451,286 shares of Ordinary Shares	<hr/>
11	Aggregate Amount Beneficially Owned by Each Reporting Person 88,912,954 shares of Ordinary Shares		<hr/>
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>		<hr/>
13	Percent of Class Represented by Amount in Row (11) 43.3%		<hr/>
14	Type of Reporting Person PN		<hr/>

5

CUSIP No. G66721 10 4

13D

1	Name of Reporting Person I.R.S. Identification of Above Person AIF VI NCL (AIV IV), L.P.		<hr/>
2	Check the Appropriate Box if a Member of a Group		
	(a)	<input type="checkbox"/>	<hr/>
	(b)	<input type="checkbox"/>	<hr/>
3	SEC Use Only		<hr/>
4	Source of Funds OO		<hr/>
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>		<hr/>
6	Citizenship or Place of Organization Cayman Islands		<hr/>

	7	Sole Voting Power	<hr/>
Number of Shares Beneficially Owned by Each Reporting Person With	8	Shared Voting Power 88,902,485 shares of Ordinary Shares	<hr/>
	9	Sole Dispositive Power	<hr/>
	10	Shared Dispositive Power 6,440,817 shares of Ordinary Shares	<hr/>
11	Aggregate Amount Beneficially Owned by Each Reporting Person 88,902,485 shares of Ordinary Shares		<hr/>
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>		<hr/>
13	Percent of Class Represented by Amount in Row (11) 43.3%		<hr/>
14	Type of Reporting Person PN		<hr/>

6

CUSIP No. G66721 10 4

13D

1	Name of Reporting Person I.R.S. Identification of Above Person Apollo Overseas Partners VI, L.P.	<hr/>
2	Check the Appropriate Box if a Member of a Group	
	(a) <input type="checkbox"/>	<hr/>
	(b) <input type="checkbox"/>	<hr/>
3	SEC Use Only	<hr/>
4	Source of Funds OO	<hr/>
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	<hr/>
6	Citizenship or Place of Organization Cayman Islands	<hr/>

	7	Sole Voting Power	<hr/>
Number of Shares Beneficially Owned by Each Reporting Person With	8	Shared Voting Power 89,672,110 shares of Ordinary Shares	<hr/>
	9	Sole Dispositive Power	<hr/>
	10	Shared Dispositive Power 7,210,442 shares of Ordinary Shares	<hr/>
11	Aggregate Amount Beneficially Owned by Each Reporting Person 89,672,110 shares of Ordinary Shares		<hr/>
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>		<hr/>
13	Percent of Class Represented by Amount in Row (11) 43.7%		<hr/>
14	Type of Reporting Person PN		<hr/>

7

CUSIP No. G66721 10 4

13D

1	Name of Reporting Person I.R.S. Identification of Above Person Apollo Overseas Partners (Delaware) VI, L.P.	<hr/>
2	Check the Appropriate Box if a Member of a Group	
	(a) <input type="checkbox"/>	<hr/>
	(b) <input type="checkbox"/>	<hr/>
3	SEC Use Only	<hr/>
4	Source of Funds OO	<hr/>
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	<hr/>
6	Citizenship or Place of Organization Delaware	<hr/>

	7	Sole Voting Power	<hr/>
Number of Shares Beneficially Owned by Each Reporting Person With	8	Shared Voting Power 85,443,867 shares of Ordinary Shares	<hr/>
	9	Sole Dispositive Power	<hr/>
	10	Shared Dispositive Power 2,982,199 shares of Ordinary Shares	<hr/>
11	Aggregate Amount Beneficially Owned by Each Reporting Person 85,443,867 shares of Ordinary Shares		<hr/>
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>		<hr/>
13	Percent of Class Represented by Amount in Row (11) 41.7%		<hr/>
14	Type of Reporting Person PN		<hr/>
8			

CUSIP No. G66721 10 4 13D

1	Name of Reporting Person I.R.S. Identification of Above Person Apollo Overseas Partners (Delaware 892) VI, L.P.	<hr/>
2	Check the Appropriate Box if a Member of a Group	
	(a) <input type="checkbox"/>	<hr/>
	(b) <input type="checkbox"/>	<hr/>
3	SEC Use Only	<hr/>
4	Source of Funds OO	<hr/>
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	<hr/>
6	Citizenship or Place of Organization Delaware	<hr/>

	7	Sole Voting Power
<hr/>		
Number of Shares Beneficially Owned by Each Reporting Person With	8	Shared Voting Power 89,744,179 shares of Ordinary Shares
	<hr/>	
	9	Sole Dispositive Power
<hr/>		
	10	Shared Dispositive Power 7,282,511 shares of Ordinary Shares
<hr/>		
11	Aggregate Amount Beneficially Owned by Each Reporting Person 89,744,179 shares of Ordinary Shares	
<hr/>		
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>	
<hr/>		
13	Percent of Class Represented by Amount in Row (11) 43.7%	
<hr/>		
14	Type of Reporting Person PN	
<hr/>		

9

CUSIP No. G66721 10 4

13D

1	Name of Reporting Person I.R.S. Identification of Above Person Apollo Overseas Partners (Germany) VI, L.P.	
<hr/>		
2	Check the Appropriate Box if a Member of a Group	
(a)	<input type="checkbox"/>	
<hr/>		
(b)	<input type="checkbox"/>	
<hr/>		
3	SEC Use Only	
<hr/>		
4	Source of Funds OO	
<hr/>		
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
<hr/>		
6	Citizenship or Place of Organization Cayman Islands	
<hr/>		

	7	Sole Voting Power	
	<hr/>		
Number of Shares Beneficially Owned by Each Reporting Person With	8	Shared Voting Power 82,553,006 shares of Ordinary Shares	
	<hr/>		
	9	Sole Dispositive Power	
	<hr/>		
	10	Shared Dispositive Power 91,338 shares of Ordinary Shares	
	<hr/>		
11	Aggregate Amount Beneficially Owned by Each Reporting Person 82,553,006 shares of Ordinary Shares		
	<hr/>		
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>		
	<hr/>		
13	Percent of Class Represented by Amount in Row (11) 40.2%		
	<hr/>		
14	Type of Reporting Person PN		
	<hr/>		
	10		

CUSIP No. G66721 10 4

13D

1	Name of Reporting Person I.R.S. Identification of Above Person AAA MIP Limited		
	<hr/>		
2	Check the Appropriate Box if a Member of a Group		
(a)	<input type="checkbox"/>		
(b)	<input type="checkbox"/>		
	<hr/>		
3	SEC Use Only		
	<hr/>		
4	Source of Funds OO		
	<hr/>		
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>		
	<hr/>		
6	Citizenship or Place of Organization Guernsey		
	<hr/>		

	7	Sole Voting Power	<hr/>
Number of Shares Beneficially Owned by Each Reporting Person With	8	Shared Voting Power 88,351,789 shares of Ordinary Shares	<hr/>
	9	Sole Dispositive Power	<hr/>
	10	Shared Dispositive Power 5,890,121 shares of Ordinary Shares	<hr/>
11	Aggregate Amount Beneficially Owned by Each Reporting Person 88,351,789 shares of Ordinary Shares		<hr/>
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>		<hr/>
13	Percent of Class Represented by Amount in Row (11) 43.1%		<hr/>
14	Type of Reporting Person CO		<hr/>

11

CUSIP No. G66721 10 4

13D

1	Name of Reporting Person I.R.S. Identification of Above Person Apollo Alternative Assets, L.P.	<hr/>
2	Check the Appropriate Box if a Member of a Group	
	(a) <input type="checkbox"/>	<hr/>
	(b) <input type="checkbox"/>	<hr/>
3	SEC Use Only	<hr/>
4	Source of Funds OO	<hr/>
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	<hr/>

6 Citizenship or Place of Organization
Cayman Islands

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
88,351,789 shares of Ordinary Shares

9 Sole Dispositive Power

10 Shared Dispositive Power
5,890,121 shares of Ordinary Shares

11 Aggregate Amount Beneficially Owned by Each Reporting Person
88,351,789 shares of Ordinary Shares

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

13 Percent of Class Represented by Amount in Row (11)
43.1%

14 Type of Reporting Person
PN

12

CUSIP No. G66721 10 4

13D

1 Name of Reporting Person
I.R.S. Identification of Above Person
Apollo International Management, L.P.

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization
Delaware

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
88,351,789 shares of Ordinary Shares

9 Sole Dispositive Power

10 Shared Dispositive Power
5,890,121 shares of Ordinary Shares

11 Aggregate Amount Beneficially Owned by Each Reporting Person
88,351,789 shares of Ordinary Shares

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

13 Percent of Class Represented by Amount in Row (11)
43.1%

14 Type of Reporting Person
PN

13

CUSIP No. G66721 10 4

13D

1 Name of Reporting Person
I.R.S. Identification of Above Person
Apollo International Management GP, LLC

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization
Delaware

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
88,351,789 shares of Ordinary Shares

9 Sole Dispositive Power

10 Shared Dispositive Power
5,890,121 shares of Ordinary Shares

11 Aggregate Amount Beneficially Owned by Each Reporting Person
88,351,789 shares of Ordinary Shares

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

13 Percent of Class Represented by Amount in Row (11)
43.1%

14 Type of Reporting Person
OO

14

CUSIP No. G66721 10 4

13D

1 Name of Reporting Person
I.R.S. Identification of Above Person
Apollo Advisors VI (EH), L.P.

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization
Cayman Islands

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
108,482,057 shares of Ordinary Shares

9 Sole Dispositive Power

10 Shared Dispositive Power
26,020,389 shares of Ordinary Shares

11 Aggregate Amount Beneficially Owned by Each Reporting Person
108,482,057 shares of Ordinary Shares

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

13 Percent of Class Represented by Amount in Row (11)
52.9%

14 Type of Reporting Person
PN

15

CUSIP No. G66721 10 4

13D

1 Name of Reporting Person
I.R.S. Identification of Above Person
Apollo Advisors VI (EH-GP), Ltd.

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization
Cayman Islands

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
108,482,057 shares of Ordinary Shares

9 Sole Dispositive Power

10 Shared Dispositive Power
26,020,389 shares of Ordinary Shares

11 Aggregate Amount Beneficially Owned by Each Reporting Person
108,482,057 shares of Ordinary Shares

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

13 Percent of Class Represented by Amount in Row (11)
52.9%

14 Type of Reporting Person
OO

16

CUSIP No. G66721 10 4

13D

1 Name of Reporting Person
I.R.S. Identification of Above Person
Apollo Principal Holdings III, L.P.

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization
Cayman Islands

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
108,482,057 shares of Ordinary Shares

9 Sole Dispositive Power

10 Shared Dispositive Power
26,020,389 shares of Ordinary Shares

11 Aggregate Amount Beneficially Owned by Each Reporting Person
108,482,057 shares of Ordinary Shares

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

13 Percent of Class Represented by Amount in Row (11)
52.9%

14 Type of Reporting Person
PN

17

CUSIP No. G66721 10 4

13D

1 Name of Reporting Person
I.R.S. Identification of Above Person
Apollo Principal Holdings III GP, Ltd.

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization
Cayman Islands

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
108,482,057 shares of Ordinary Shares

9 Sole Dispositive Power

10 Shared Dispositive Power
26,020,389 shares of Ordinary Shares

11 Aggregate Amount Beneficially Owned by Each Reporting Person
108,482,057 shares of Ordinary Shares

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

13 Percent of Class Represented by Amount in Row (11)
52.9%

14 Type of Reporting Person
OO

18

CUSIP No. G66721 10 4

13D

1 Name of Reporting Person
I.R.S. Identification of Above Person
Apollo Advisors VI, L.P.

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization
Delaware

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
100,028,158 shares of Ordinary Shares

9 Sole Dispositive Power

10 Shared Dispositive Power
17,566,490 shares of Ordinary Shares

11 Aggregate Amount Beneficially Owned by Each Reporting Person
100,028,158 shares of Ordinary Shares

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

13 Percent of Class Represented by Amount in Row (11)
48.8%

14 Type of Reporting Person
PN

19

CUSIP No. G66721 10 4

13D

1 Name of Reporting Person
I.R.S. Identification of Above Person
Apollo Capital Management VI, LLC.

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization
Delaware

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
100,028,158 shares of Ordinary Shares

9 Sole Dispositive Power

10 Shared Dispositive Power
17,566,490 shares of Ordinary Shares

11 Aggregate Amount Beneficially Owned by Each Reporting Person
100,028,158 shares of Ordinary Shares

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

13 Percent of Class Represented by Amount in Row (11)
48.8%

14 Type of Reporting Person
OO

1 Name of Reporting Person
I.R.S. Identification of Above Person
Apollo Principal Holdings I, L.P.

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization
Delaware

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
100,028,158 shares of Ordinary Shares

9 Sole Dispositive Power

10 Shared Dispositive Power
17,566,490 shares of Ordinary Shares

11 Aggregate Amount Beneficially Owned by Each Reporting Person
100,028,158 shares of Ordinary Shares

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

13 Percent of Class Represented by Amount in Row (11)
48.8%

14 Type of Reporting Person
PN

1 Name of Reporting Person
I.R.S. Identification of Above Person
Apollo Principal Holdings I GP, LLC

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization
Delaware

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
100,028,158 shares of Ordinary Shares

9 Sole Dispositive Power

10 Shared Dispositive Power
17,566,490 shares of Ordinary Shares

11 Aggregate Amount Beneficially Owned by Each Reporting Person
100,028,158 shares of Ordinary Shares

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

13 Percent of Class Represented by Amount in Row (11)
48.8%

14 Type of Reporting Person
OO

1 Name of Reporting Person
I.R.S. Identification of Above Person
Apollo Management VI, L.P.

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization
Delaware

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
126,048,547 shares of Ordinary Shares

9 Sole Dispositive Power

10 Shared Dispositive Power
43,586,879 shares of Ordinary Shares

11 Aggregate Amount Beneficially Owned by Each Reporting Person
126,048,547 shares of Ordinary Shares

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

13 Percent of Class Represented by Amount in Row (11)
61.4%

14 Type of Reporting Person
PN

1 Name of Reporting Person
I.R.S. Identification of Above Person
AIF VI Management, LLC

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization
Delaware

7 Sole Voting Power

Number of Shares Beneficially Owned by Each Reporting Person With

8 Shared Voting Power
126,048,547 shares of Ordinary Shares

9 Sole Dispositive Power

10 Shared Dispositive Power
43,586,879 shares of Ordinary Shares

11 Aggregate Amount Beneficially Owned by Each Reporting Person
126,048,547 shares of Ordinary Shares

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

13 Percent of Class Represented by Amount in Row (11)
61.4%

14 Type of Reporting Person
OO

1 Name of Reporting Person
I.R.S. Identification of Above Person
Apollo Management, L.P.

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization
Delaware

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
126,048,547 shares of Ordinary Shares

9 Sole Dispositive Power

10 Shared Dispositive Power
43,586,879 shares of Ordinary Shares

11 Aggregate Amount Beneficially Owned by Each Reporting Person
126,048,547 shares of Ordinary Shares

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

13 Percent of Class Represented by Amount in Row (11)
61.4%

14 Type of Reporting Person
PN

1 Name of Reporting Person
I.R.S. Identification of Above Person
Apollo Management GP, LLC

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization
Delaware

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
126,048,547 shares of Ordinary Shares

9 Sole Dispositive Power

10 Shared Dispositive Power
43,586,879 shares of Ordinary Shares

11 Aggregate Amount Beneficially Owned by Each Reporting Person
126,048,547 shares of Ordinary Shares

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

13 Percent of Class Represented by Amount in Row (11)
61.4%

14 Type of Reporting Person
OO

1 Name of Reporting Person
I.R.S. Identification of Above Person
Apollo Management Holdings, L.P.

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6 Citizenship or Place of Organization
Delaware

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
131,938,668 shares of Ordinary Shares

9 Sole Dispositive Power

10 Shared Dispositive Power
49,477,000 shares of Ordinary Shares

11 Aggregate Amount Beneficially Owned by Each Reporting Person
131,938,668 shares of Ordinary Shares

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*

13 Percent of Class Represented by Amount in Row (11)
64.3%

14 Type of Reporting Person
PN

1 Name of Reporting Person
I.R.S. Identification of Above Person
Apollo Management Holdings GP, LLC

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3	SEC Use Only
4	Source of Funds OO
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>
6	Citizenship or Place of Organization Delaware
7	Sole Voting Power
8	Shared Voting Power 131,938,668 shares of Ordinary Shares
9	Sole Dispositive Power
10	Shared Dispositive Power 49,477,000 shares of Ordinary Shares
11	Aggregate Amount Beneficially Owned by Each Reporting Person 131,938,668 shares of Ordinary Shares
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input type="checkbox"/>
13	Percent of Class Represented by Amount in Row (11) 64.3%
14	Type of Reporting Person OO

This Amendment No. 2 to Schedule 13D is filed by: (i) AAA Guarantor Co-Invest VI (B), L.P., a Marshall Islands limited partnership (“Co-Invest VI (B)”), (ii) AIF VI NCL (AIV), L.P., an exempted limited partnership registered in the Cayman Islands (“AIF VI NCL”), (iii) AIF VI NCL (AIV II), L.P., an exempted limited partnership registered in the Cayman Islands (“NCL (AIV II)”), (iv) AIF VI NCL (AIV III), L.P., an exempted limited partnership registered in the Cayman Islands (“NCL (AIV III)”), (v) AIF VI NCL (AIV IV), L.P., an exempted limited partnership registered in the Cayman Islands (“NCL (AIV IV)”), (vi) Apollo Overseas Partners VI, L.P., an exempted limited partnership registered in the Cayman Islands (“Overseas VI”), (vii) Apollo Overseas Partners (Delaware) VI, L.P., a Delaware limited partnership (“Overseas Delaware”), (viii) Apollo Overseas Partners (Delaware 892) VI, L.P., a Delaware limited partnership (“Overseas 892”), (ix) Apollo Overseas Partners (Germany) VI, L.P., an exempted limited partnership registered in the Cayman Islands (“Overseas Germany”), (x) AAA MIP Limited, a limited company incorporated in Guernsey (“AAA MIP”), (xi) Apollo Alternative Assets, L.P., an exempted limited partnership registered in the Cayman Islands (“Alternative Assets”), (xii) Apollo International Management, L.P., a Delaware limited partnership (“Intl Management”), (xiii) Apollo International Management GP, LLC, a Delaware limited liability company (“International GP”), (xiv) Apollo Advisors VI, L.P., a Delaware limited partnership (“Advisors VI”), (xv) Apollo Capital Management VI, LLC, a Delaware limited liability company (“ACM VI”), (xvi) Apollo Principal Holdings I, L.P., a Delaware limited partnership (“Principal I”), (xvii) Apollo Principal Holdings I GP, LLC, a Delaware limited liability company (“Principal I GP”), (xviii) Apollo Advisors VI (EH), L.P., an exempted limited partnership registered in the Cayman Islands (“Advisors VI (EH)”), (xix) Apollo Advisors VI (EH-GP), Ltd., an exempted company incorporated in the Cayman Islands with limited liability (“Advisors VI (EH-GP)”), (xx) Apollo Principal Holdings III, L.P., an exempted limited partnership registered in the Cayman Islands (“Principal III”), (xxi) Apollo Principal Holdings III GP, Ltd., an exempted company incorporated in the Cayman Islands with limited liability (“Principal III GP”), (xxii) Apollo Management VI, L.P., a Delaware limited partnership (“Management VI”), (xxiii) AIF VI Management, LLC, a Delaware limited liability company (“AIF VI LLC”), (xxiv) Apollo Management, L.P., a Delaware limited partnership (“Apollo Management”), (xxv) Apollo Management GP, LLC, a Delaware limited liability company (“Management GP”), (xxvi) Apollo Management Holdings, L.P., a Delaware limited partnership (“Management Holdings”), and (xxvii) Apollo Management Holdings GP, LLC, a Delaware limited liability company (“Management Holdings GP”), and supplements and amends the Statement on Schedule 13D filed on February 4, 2013, and Amendment No. 1 to Schedule 13D filed on August 16, 2013, with respect to the ordinary shares, par

value \$0.001 (the “Ordinary Shares”), of Norwegian Cruise Line Holdings Ltd. (the “Issuer”). Co-Invest VI (B), AIF VI NCL, NCL (AIV II), NCL (AIV III), NCL (AIV IV), Overseas VI, Overseas Delaware, Overseas 892, Overseas Germany, AAA MIP, Alternative Assets, Intl Management, International GP, Advisors VI, ACM VI, Principal I, Principal I GP, Advisors VI (EH), Advisors VI (EH GP), Principal III, Principal III GP, Management VI, AIF VI LLC, Apollo Management, Management GP, Management Holdings and Management Holdings GP are referred to herein collectively as the “Reporting Persons”.

Unless otherwise indicated, capitalized terms used but not otherwise defined herein shall have the meaning assigned to such terms in the Statement on Schedule 13D filed on February 4, 2013, as amended.

Responses to each item of this Amendment No. 2 to Schedule 13D are incorporated by reference into the response to each other item, as applicable.

Item 1. Security and Issuer

Item 2. Identity and Background

Item 3. Source and Amount of Funds or Other Consideration

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Item 4. Purpose of Transaction

Item 5. Interest in Securities of the Issuer

Item 5 is hereby amended and supplemented as follows:

On December 9, 2013, the Apollo Funds sold an aggregate of 8,250,000 Ordinary Shares pursuant to an underwritten offering (the “Offering”), as discussed in the Issuer’s registration statement on Form S-1 (File No. 333-192417) filed with the Securities and Exchange Commission on November 20, 2013, and the underwriting agreement dated as of December 3, 2013 (the “Underwriting Agreement”), among the Issuer, the Apollo Funds, the Genting HK Entities and the TPG Entities as selling shareholders, and UBS Securities LLC and Barclays Capital Inc. as the managing underwriters and representatives of the underwriters identified therein. Following the sale of the Ordinary Shares by the Apollo Funds, the Apollo Funds are the record holders of an aggregate of 49,477,000 Ordinary Shares.

Pursuant to the Shareholders Agreement, and following the sale of Ordinary Shares by the Genting HK Entities, the TPG Entities and the Apollo Funds pursuant to the Underwriting Agreement, the Apollo Funds may be deemed to beneficially own an aggregate of 131,938,668 Ordinary Shares, which includes the Ordinary Shares held of record by the Apollo Funds and the Ordinary Shares held by the Genting HK Entities and the TPG Entities, respectively, and represents approximately 64.3% of the Issuer’s outstanding Ordinary Shares. See the Amendments to Schedule 13D filed with the Securities and Exchange Commission by the TPG Entities and by the Genting HK Entities, respectively.

The Ordinary Shares reported as beneficially owned by each Reporting Person includes only those shares over which such person may be deemed to have voting or dispositive power. None of the Apollo Funds has voting or dispositive power over the shares owned of record by any of the other Apollo Funds, and only Management Holdings and Management Holdings GP report beneficial ownership of all of the Ordinary Shares reported as beneficially owned by the Apollo Funds. Each of the Reporting Persons disclaims beneficial ownership of all of the Ordinary Shares included in this report, and the filing of this report shall not be construed as an admission that any such person or entity is the beneficial owner of any such securities for purposes of Section 13(d) or 13(g) of the Securities Exchange Act of 1934, as amended, or for any other purpose.

(a) See also the information contained on the cover pages of this Amendment No. 2 to Schedule 13D which is incorporated herein by reference. The percentage of Ordinary Shares beneficially owned by each Reporting Person is based on 205,145,258 outstanding Ordinary Shares as of November 15, 2013, as reported by the Issuer in its final prospectus filed under Rule 424(b)(4) with the Securities and Exchange Commission on December 4, 2013.

(b) See the information contained on the cover pages of this Amendment No. 2 to Schedule 13D, which is incorporated herein by reference.

(c) There have been no reportable transactions with respect to the Ordinary Shares of the Issuer within the last 60 days by the Reporting Persons, other than as described in this Amendment No. 2 to Schedule 13D.

(d) Not applicable.

(e) Not applicable.

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Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Item 6 is hereby amended and supplemented as follows:

Underwriting Agreement

On December 3, 2013, the Issuer, and the Apollo Funds, the Genting HK Entities and the TPG Entities as the selling shareholders, entered into the Underwriting Agreement with UBS Securities LLC and Barclays Capital Inc. as the managing underwriters and representatives of the underwriters identified in the Underwriting Agreement (collectively, the "Underwriters"), with respect to, among other things, the sale by the Apollo Funds of an aggregate of 8,250,000 shares of the Ordinary Shares of the Issuer. Pursuant to the Underwriting Agreement, the Apollo Funds also granted the Underwriters a 30-day option to purchase up to 1,237,500 additional Ordinary Shares. Closing of the sale of 8,250,000 of the Ordinary Shares sold by the Apollo Funds occurred on December 9, 2013.

Lock-up Agreement

In connection with the Offering, the Apollo Funds agreed pursuant to a lock-up agreement (the "Lock-Up Agreement") with UBS Securities LLC and Barclays Capital Inc. as managing underwriters and representatives of the Underwriters, that for a period of 60 days after December 3, 2013 (the "Lock-Up Period"), except with the prior written consent of UBS Securities LLC and Barclays Capital Inc., the Apollo Funds would not, among other things and subject to certain exceptions, (i) sell, offer to sell, contract or agree to sell, hypothecate, pledge, grant any option to purchase or otherwise dispose of or agree to dispose of, directly or indirectly, or file (or participate in the filing of) a registration statement with the Securities and Exchange Commission in respect of, or establish or increase a put equivalent position or liquidate or decrease a call equivalent position with the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, and the rules and regulations of the Securities and Exchange Commission promulgated thereunder with respect to, any Ordinary Shares, any other securities of the Issuer that are substantially similar to Ordinary Shares, or any securities convertible into or exchangeable or exercisable for, or any warrants or other rights to purchase or subscribe for, the foregoing (collectively, the "Lock-Up Securities"); (ii) enter into any swap or other agreement that transfers to another, in whole or in part, any of the economic consequences of ownership of the Lock-Up Securities, whether any such transaction is to be settled by delivery of Ordinary Shares or such other securities, in cash or otherwise; or (iii) publicly announce an intention to effect any transaction specified in clause (i) or (ii).

The Lock-Up Period will be automatically extended if (i) during the last 17 days of the Lock-Up Period, or (ii) prior to the expiration of the Lock-Up Period, the Issuer announces that it will release earnings results during the 16-day period beginning on the last day of the Lock-Up Period, in which case the restrictions imposed by the Lock-Up Agreement will continue to apply until the expiration of the 18-day period beginning on the date of issuance of the earnings release or the occurrence of the material news or material event, unless UBS Securities LLC and Barclays Capital Inc. waive, in writing, such extension.

The summaries of the Underwriting Agreement and the Lock-Up Agreement as described in this Item 6 do not purport to be complete and are qualified in their entirety by reference to such agreements, which are attached to this Amendment No. 2 to Schedule 13D as Exhibit 1 and Exhibit 2, respectively, and are incorporated herein by this reference.

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Item 7. Material to be Filed as Exhibits

- Exhibit 1: Form of Underwriting Agreement, by and among the Issuer, the Apollo Funds, the Genting HK Entities and the TPG Entities as selling shareholders, and UBS Securities LLC and Barclays Capital Inc. as the managing underwriters and representatives of the Underwriters (incorporated herein by reference to Exhibit 1.1 to the Issuer's Registration Statement on Form S-1 (File No. 333-192417) filed with the Securities and Exchange Commission on December 3, 2013).
- Exhibit 2: Form of Lock-Up Agreement by and among UBS Securities LLC and Barclays Capital Inc., as Managing Underwriters, together with the other Underwriters named in Schedule A to the Underwriting Agreement referred to therein, and the Apollo Funds.

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SIGNATURES

After reasonable inquiry and to the best knowledge and belief of each of the undersigned, each of the undersigned certifies that the information set forth in this statement with respect to such person is true, complete and correct.

Dated: December 11, 2013

AAA GUARANTOR - CO-INVEST VI (B), L.P.

By: AAA MIP Limited
its general partner

By: Apollo Alternative Assets, L.P.
its investment manager

By: Apollo International Management, L.P.
its managing general partner

By: Apollo International Management GP, LLC
its general partner

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

AAA MIP LIMITED

By: Apollo Alternative Assets, L.P.
its investment manager

By: Apollo International Management, L.P.
its managing general partner

By: Apollo International Management GP, LLC,
its general partner

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

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APOLLO ALTERNATIVE ASSETS, L.P.

By: Apollo International Management, L.P.
its managing general partner

By: Apollo International Management GP, LLC
its general partner

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

APOLLO INTERNATIONAL MANAGEMENT, L.P.

By: Apollo International Management GP, LLC
its general partner

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

APOLLO INTERNATIONAL MANAGEMENT GP, LLC

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

AIF VI NCL (AIV), L.P.

By: Apollo Advisors VI (EH), L.P.
its general partner

By: Apollo Advisors VI (EH-GP), Ltd.
its general partner

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

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AIF VI NCL (AIV II), L.P.

By: Apollo Advisors VI (EH), L.P.
its general partner

By: Apollo Advisors VI (EH-GP), Ltd.
its general partner

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

AIF VI NCL (AIV III), L.P.

By: Apollo Advisors VI (EH), L.P.
its general partner

By: Apollo Advisors VI (EH-GP), Ltd.
its general partner

By: /s/ Laurie D. Medley

AIF VI NCL (AIV IV), L.P.

By: Apollo Advisors VI (EH), L.P.
its general partner

By: Apollo Advisors VI (EH-GP), Ltd.
its general partner

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

APOLLO ADVISORS VI (EH), L.P.

By: Apollo Advisors VI (EH-GP), Ltd.
its general partner

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

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APOLLO ADVISORS VI (EH-GP), LTD.

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

APOLLO PRINCIPAL HOLDINGS III, L.P.

By: Apollo Principal Holdings III GP, Ltd.
its general partner

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

APOLLO PRINCIPAL HOLDINGS III GP, LTD.

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

APOLLO OVERSEAS PARTNERS VI, L.P.

By: Apollo Advisors VI, L.P.,
its managing general partner

By: Apollo Capital Management VI, LLC,
its general partner

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

APOLLO OVERSEAS PARTNERS (DELAWARE) VI, L.P.

By: Apollo Advisors VI, L.P.,
its general partner

By: Apollo Capital Management VI, LLC,
its general partner

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

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APOLLO OVERSEAS PARTNERS (DELAWARE 892) VI, L.P.

By: Apollo Advisors VI, L.P.,
its general partner

By: Apollo Capital Management VI, LLC,
its general partner

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

APOLLO OVERSEAS PARTNERS (GERMANY) VI, L.P.

By: Apollo Advisors VI, L.P.,
its managing general partner

By: Apollo Capital Management VI, LLC,
its general partner

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

APOLLO ADVISORS VI, L.P.

By: Apollo Capital Management VI, LLC,
its general partner

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

APOLLO CAPITAL MANAGEMENT VI, LLC

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

APOLLO PRINCIPAL HOLDINGS I, L.P.

By: Apollo Principal Holdings I GP, LLC,
its general partner

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

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APOLLO PRINCIPAL HOLDINGS I GP, LLC

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

APOLLO MANAGEMENT VI, L.P.

By: AIF VI Management, LLC
its general partner

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

AIF VI MANAGEMENT, LLC

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

APOLLO MANAGEMENT, L.P.

By: Apollo Management GP, LLC
its general partner

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

APOLLO MANAGEMENT GP, LLC

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

APOLLO MANAGEMENT HOLDINGS, L.P.

By: Apollo Management Holdings GP, LLC
its general partner

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

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APOLLO MANAGEMENT HOLDINGS GP, LLC

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

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Form of Lock-Up Agreement

, 2013

UBS Securities LLC
 Barclays Capital Inc.
 as Managing Underwriters (the "Representatives")
 Together with the other Underwriters
 named in Schedule A to the Underwriting Agreement
 referred to herein

c/o UBS Securities LLC
 299 Park Avenue
 New York, New York 10171-0026

c/o Barclays Capital Inc.
 745 Seventh Avenue
 New York, New York 10019

Ladies and Gentlemen:

This Lock-Up Agreement is being delivered to you in connection with the proposed Underwriting Agreement (the "Underwriting Agreement") to be entered into by Norwegian Cruise Line Holdings Ltd., a Bermuda company ("Holdings"), each selling shareholder named therein (the "Selling Stockholders"), and you and the other underwriters named in Schedule A to the Underwriting Agreement, with respect to the public offering (the "Offering") of ordinary shares, par value \$.001 per share, of Holdings (the "Ordinary Shares").

In order to induce you to enter into the Underwriting Agreement, the undersigned agrees that, for a period (the "Lock-Up Period") beginning on the date hereof and ending on, and including, the date that is 60 days after the date of the Underwriting Agreement, the undersigned will not, without the prior written consent of the Representatives (i) sell, offer to sell, contract or agree to sell, hypothecate, pledge, grant any option to purchase or otherwise dispose of or agree to dispose of, directly or indirectly, or file (or participate in the filing of) a registration statement with the Securities and Exchange Commission (the "Commission") in respect of, or establish or increase a put equivalent position or liquidate or decrease a call equivalent position within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, and the rules and regulations of the Commission promulgated thereunder (the "Exchange Act") with respect to, any Ordinary Shares, any other securities of Holdings that are substantially similar to Ordinary Shares, or any securities convertible into or exchangeable or exercisable for, or any warrants or other rights to purchase or subscribe for, the foregoing (collectively, the "Lock-Up Securities"), (ii) enter into any swap or other arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership of Lock-Up Securities, whether any such transaction is to be settled by delivery of Ordinary Shares or such other securities, in cash or otherwise or (iii) publicly announce an intention to effect any transaction specified in clause (i) or (ii).

In addition, except as such as have already been exercised in connection with the Offering prior to the date hereof, the undersigned hereby waives, for the duration of the Lock-Up Period, any and all rights the undersigned may have to (x) require the filing of a registration statement with respect to the registration of Ordinary Shares (y) in connection with the Offering, require registration of Ordinary Shares, or (z) make any demand for, or exercise any right with respect to, any securities convertible into or exercisable or exchangeable for Ordinary Shares, or warrants or other rights to purchase or subscribe for Ordinary Shares or any such securities, provided that, notwithstanding anything to the contrary herein, nothing contained herein or otherwise shall restrict the undersigned's right and ability to (x) exchange its Management NCL Corporation Units for Ordinary Shares or (y) exercise options to acquire Ordinary Shares.

Notwithstanding anything to the contrary herein, the foregoing restrictions shall not apply to any transactions effected pursuant to a trading plan entered into by the undersigned that complies with Rule 10b5-1 under the Exchange Act for the sale or other disposition of Ordinary Shares, provided that such plan does not permit the transfer of any Ordinary Shares during the Lock-Up Period and entry into such plan does not require, under the Securities Act of 1933, as amended, or the Exchange Act, any filing (including, without limitation, any Form 144) to be made, and no such filing or other public disclosure of such plan is made, during the Lock-Up Period.

If (i) Holdings issues an earnings release or material news, or a material event relating to Holdings occurs, during the last 17 days of the Lock-Up Period, or (ii) prior to the expiration of the Lock-Up Period, Holdings announces that it will release earnings results during the 16-day period beginning on the last day of the Lock-Up Period, the restrictions imposed by this agreement shall continue to apply until the expiration of the 18-day period beginning on the issuance of the earnings release or the occurrence of the material news or material event, unless the Representatives waive, in writing, such extension. The undersigned hereby acknowledges that Holdings has agreed in the Underwriting Agreement that one of them will provide prior written notice of any event that would result in an extension of the Lock-Up Period and agrees that any such notice properly delivered will be deemed to have given to, and received by, the undersigned.

The undersigned hereby confirms that the undersigned has not, directly or indirectly, taken, and hereby covenants that the undersigned will not, directly or indirectly, take, any action designed, or which has constituted or will constitute or might reasonably be expected to cause or result in the stabilization or manipulation of the price of any security of Holdings to facilitate the sale or resale of Ordinary Shares.

The undersigned hereby authorizes Holdings and its transfer agent, during the Lock-Up Period, to decline a transfer of or to note stop transfer restrictions on the share register and other records relating to Ordinary Shares or other securities subject to this Lock-Up Agreement of which the undersigned is the record holder (to the extent any such transfer is in contravention of this Lock-Up Agreement); and, with respect to Ordinary Shares or other securities subject to this Lock-Up Agreement of which the undersigned is the beneficial owner but not the record holder, the undersigned hereby agrees to cause such record holder to authorize Holdings and its transfer agent, during the Lock-Up Period, to decline the transfer of or to note stop transfer restrictions on the share register and other records relating to such shares or other securities (to the extent any such transfer is in contravention of this Lock-Up Agreement).

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If (i) the Selling Stockholders notify you in writing that they do not intend to proceed with the Offering, (ii) the registration statement filed with the Commission with respect to the Offering is withdrawn, (iii) for any reason the Underwriting Agreement shall be terminated prior to the "time of purchase" (as defined in the Underwriting Agreement) or (iv) the Underwriting Agreement has not been executed by the date that is thirty (30) days after the date hereof, this Lock-Up Agreement shall be terminated and the undersigned shall be released from its obligations hereunder.

Yours very truly,

Name: _____