SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934 (Amendment No. 5)*

	(American Five)	
	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)	
	September 2, 2014	
	(Date of Event Which Requires Filing of this Statement)	
Ift	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	
sch	tule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. \Box	
	: 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 n copies are to be sent.	
	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	
	equent amendment containing information which would alter disclosures provided in a prior cover page.	
	nformation 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 34 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.	66721 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) \Box	
	(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	
	Principlant formings	

	7	Sole Voting Power			
Number of Shares	8	Shared Voting Power 78,161,610 shares of Ordinary Shares			
Beneficially Owned by Each Reporting Person With	9	Sole Dispositive Power			
	10	Shared Dispositive Power 4,849,942 shares of Ordinary Shares			
11	Aggregate 278,161,610	Amount Beneficially Owned by Each Reporting Person shares of Ordinary Shares			
12	Check Box	if the Aggregate Amount in Row (11) Excludes Certain Shares* ⊠			
13	Percent of 0 38.5%	Class Represented by Amount in Row (11)			
14	Type of Reporting Person PN				
		2			
CUSIP No. G	66721 10 4	13D			
1	I.R.S. Ident	eporting Person tification of Above Person L (AIV), L.P.			
2	Check the A	Appropriate Box if a Member of a Group			
	(a)				
	(b)				
3	SEC Use O	nly			
4	Source of F	Funds			
5	Check Box	if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)			
6	Citizenship Cayman Isl	or Place of Organization			

	7	Sole Voting Power		
Number of Shares Beneficially	8	Shared Voting Power 78,686,731 shares of Ordinary Shares		
Owned by Each Reporting Person With	9	Sole Dispositive Power		
	10	Shared Dispositive Power 5,375,063 shares of Ordinary Shares		
11	Aggregate 278,686,731	Amount Beneficially Owned by Each Reporting Person 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) 38.7%			
14	Type of Reporting Person PN			
		3		
CUSIP No. G	66721 10 4	13D		
1	I.R.S. Ident	eporting Person ification of Above Person L (AIV II), L.P.		
2		Appropriate Box if a Member of a Group □		
	(a) (b)	П		
		_ -		
3	SEC Use O	nly		
4	Source of F	funds		
5	Check Box	if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)		
6	Citizenship Cayman Isl	or Place of Organization ands		

	7	Sole Voting Power
Number of Shares Beneficially	8	Shared Voting Power 78,746,472 shares of Ordinary Shares
Owned by Each Reporting Person With	9	Sole Dispositive Power
	10	Shared Dispositive Power 5,434,804 shares of Ordinary Shares
11	Aggregate 78,746,472	Amount Beneficially Owned by Each Reporting Person Shares of Ordinary Shares
12	Check Box	if the Aggregate Amount in Row (11) Excludes Certain Shares*
13	Percent of 938.8%	Class Represented by Amount in Row (11)
14	Type of Re	eporting Person
		4
CUSIP No. G	66721 10 4	13D
1	I.R.S. Ident AIF VI NO	eporting Person tification of Above Person CL (AIV III), L.P.
2	Check the	Appropriate Box if a Member of a Group
	(a) (b)	
3	SEC Use C	Only
4	Source of F	Funds
5	Check Box	if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6	Citizenship Cayman Isl	o or Place of Organization lands

	7	Sole Voting Power
Number of Shares Beneficially	8	Shared Voting Power 78,623,675 shares of Ordinary Shares
Owned by Each Reporting Person With	9	Sole Dispositive Power
	10	Shared Dispositive Power 5,312,007 shares of Ordinary Shares
11	Aggregate 78,623,675	Amount Beneficially Owned by Each Reporting Person shares of Ordinary Shares
12	Check Box	if the Aggregate Amount in Row (11) Excludes Certain Shares* ⊠
13	Percent of 38.7%	Class Represented by Amount in Row (11)
14	Type of Re	eporting Person
		5
CUSIP No. G	66721 10 4	13D
1	I.R.S. Ident AIF VI NO	eporting Person tification of Above Person CL (AIV IV), L.P.
2	Check the	Appropriate Box if a Member of a Group
	(a) (b)	
3	SEC Use C	Only
4	Source of I	Funds
5	Check Box	if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6	Citizenship Cayman Isl	o or Place of Organization lands

	7	Sole Voting Power		
Number of Shares Beneficially	8	Shared Voting Power 78,615,055 shares of Ordinary Shares		
Owned by Each Reporting Person With	9	Sole Dispositive Power		
	10	Shared Dispositive Power 5,303,387 shares of Ordinary Shares		
11	Aggregate Amount Beneficially Owned by Each Reporting Person 78,615,055 shares of Ordinary Shares			
12	Check Box	if the Aggregate Amount in Row (11) Excludes Certain Shares* ⊠		
13	Percent of 0 38.7%	Class Represented by Amount in Row (11)		
14	Type of Reporting Person PN			
		6		
CUSIP No. G	66721 10 4	13D		
1	I.R.S. Ident	eporting Person iification of Above Person erseas Partners VI, L.P.		
2	Check the	Appropriate Box if a Member of a Group		
	(a)			
	(b)			
3	SEC Use O	nly		
4	Source of F	funds		
5	Check Box	if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)		
6	Citizenship Cayman Isl	or Place of Organization		

	7	Sole Voting Power	
Number of Shares Beneficially	8	Shared Voting Power 79,248,766 shares of Ordinary Shares	
Owned by Each Reporting Person With	9	Sole Dispositive Power	
	10	Shared Dispositive Power 5,937,098 shares of Ordinary Shares	
11	Aggregate 79,248,766	Amount Beneficially Owned by Each Reporting Person shares of Ordinary Shares	
12	Check Box	if the Aggregate Amount in Row (11) Excludes Certain Shares* ⊠	
13	Percent of 039.0%	Class Represented by Amount in Row (11)	
14	Type of Reporting Person PN		
		7	
CUSIP No. G	66721 10 4	13D	
1	I.R.S. Ident	eporting Person tification of Above Person erseas Partners (Delaware) VI, L.P.	
2	Check the	Appropriate Box if a Member of a Group	
	(a) (b)		
3	SEC Use O	only	
4	Source of F	funds	
5	Check Box	if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)	
6	Citizenship Delaware	or Place of Organization	

	7	Sole Voting Power			
Number of Shares Beneficially	8	Shared Voting Power 75,767,219 shares of Ordinary Shares			
Owned by Each Reporting Person With	9	Sole Dispositive Power			
	10	Shared Dispositive Power 2,455,551 shares of Ordinary Shares			
11	Aggregate 75,767,219	Amount Beneficially Owned by Each Reporting Person 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) 37.3%				
14	Type of Re	eporting Person			
		8			
CUSIP No. G	66721 10 4	13D			
1	I.R.S. Ident Apollo Ove	eporting Person tification of Above Person erseas Partners (Delaware 892) VI, L.P.			
2		Appropriate Box if a Member of a Group			
2	(a)				
	(b)				
3	SEC Use C	Only			
4	Source of F	Funds			
5	Check Box	if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)			
6	Citizenship Delaware	or Place of Organization			

	7	Sole Voting Power		
Number of Shares	8	Shared Voting Power 79,308,108 shares of Ordinary Shares		
Beneficially Dwned by Each Reporting Person With	9	Sole Dispositive Power		
	10	Shared Dispositive Power 5,996,440 shares of Ordinary Shares		
11	Aggregate Amount Beneficially Owned by Each Reporting Person 79,308,108 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) 39.0%			
14	Type of Reporting Person PN			
		9		
CUSIP No. G	66721 10 4	13D		
1	I.R.S. Ident	eporting Person diffication of Above Person derseas Partners (Germany) VI, L.P.		
2	Check the Appropriate Box if a Member of a Group			
	(a)			
	(b)			
3	SEC Use O	nly		
4	Source of F	funds		
5	Check Box	if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) □		
6	Citizenship Cayman Isl	or Place of Organization lands		

	7	Sole Voting Power		
Number of Shares Beneficially	8	Shared Voting Power 73,386,876 shares of Ordinary Shares		
Owned by Each Reporting Person With	9	Sole Dispositive Power		
	10	Shared Dispositive Power 75,208 shares of Ordinary Shares		
11	Aggregate 73,386,876	Amount Beneficially Owned by Each Reporting Person shares of Ordinary Shares		
12	Check Box	if the Aggregate Amount in Row (11) Excludes Certain Shares* ⊠		
13	Percent of 0 36.1%	Class Represented by Amount in Row (11)		
14	Type of Reporting Person PN			
		10		
CUSIP No. G	66721 10 4	13D		
1	Name of Reporting Person I.R.S. Identification of Above Person AAA MIP Limited			
2		Appropriate Box if a Member of a Group		
	(a) (b)			
3	SEC Use O	nly		
4	Source of F	funds		
5	Check Box	if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)		
6	Citizenship or Place of Organization Guernsey			

	7	Sole Voting Power			
Number of Shares	8	Shared Voting Power 78,161,610 shares of Ordinary Shares			
Beneficially Owned by Each Reporting Person With	9	Sole Dispositive Power			
	10	Shared Dispositive Power 4,849,942 shares of Ordinary Shares			
11	Aggregate 78,161,610	Amount Beneficially Owned by Each Reporting Person O shares of Ordinary Shares			
12	Check Box	a if the Aggregate Amount in Row (11) Excludes Certain Shares* ⊠			
13	Percent of 38.5%	Class Represented by Amount in Row (11)			
14	Type of Reporting Person CO				
		11			
CUSIP No. G	66721 10 4	13D			
1	I.R.S. Iden	eporting Person tification of Above Person ernative Assets, L.P.			
2		Appropriate Box if a Member of a Group			
	(a) (b)				
3	SEC Use C	Only			
4	Source of I	Funds			
5	Check Box	a 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	8	Shared Voting Power 78,161,610 shares of Ordinary Shares		
Each Reporting Person With	9	Sole Dispositive Power		
	10	Shared Dispositive Power 4,849,942 shares of Ordinary Shares		
11	Aggregate 78,161,610	Amount Beneficially Owned by Each Reporting Person shares of Ordinary Shares		
12	Check Box	if the Aggregate Amount in Row (11) Excludes Certain Shares* ⊠		
13	Percent of C	Class Represented by Amount in Row (11)		
14	Type of Rep	porting Person		
		12		
CUSIP No. G	66721 10 4	13D		
1	I.R.S. Ident	eporting Person ification of Above Person rnational Management, L.P.		
2	Check the A	Appropriate Box if a Member of a Group		
	(a)			
	(b)			
3	SEC Use O	nly		
4	Source of F	funds		
5	Check Roy	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	8	Shared Voting Power 78,161,610 shares of Ordinary Shares		
Each Reporting Person With	9	Sole Dispositive Power		
	10	Shared Dispositive Power 4,849,942 shares of Ordinary Shares		
11	Aggregate 78,161,610	Amount Beneficially Owned by Each Reporting Person 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) 38.5%			
14	Type of Reporting Person PN			
		13		
CUSIP No. G	66721 10 4	13D		
1	I.R.S. Ident	eporting Person iffication of Above Person rnational Management GP, LLC		
2	Check the A	Appropriate Box if a Member of a Group		
	(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	Delaware			
	7	Sole Voting Power		
Number of Shares Beneficially Owned by	8	Shared Voting Power 78,161,610 shares of Ordinary Shares		
Each Reporting Person With	9	Sole Dispositive Power		
	10	Shared Dispositive Power 4,849,942 shares of Ordinary Shares		
11	Aggregate . 78,161,610	Amount Beneficially Owned by Each Reporting Person shares of Ordinary Shares		
12	Check Box	if the Aggregate Amount in Row (11) Excludes Certain Shares* 区		
13	Percent of Class Represented by Amount in Row (11) 38.5%			
14	Type of Re	porting Person		
		14		
CUSIP No. G	66721 10 4	13D		
1	I.R.S. Ident	eporting Person tification of Above Person visors VI (EH), L.P.		
2	Check the	Appropriate Box if a Member of a Group		
	(a) (b)			
3	SEC Use O	nly		
4	Source of Funds			
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	8	Shared Voting Power 94,736,929 shares of Ordinary Shares		
Each Reporting Person With	9	Sole Dispositive Power		
	10	Shared Dispositive Power 21,425,261 shares of Ordinary Shares		
11	Aggregate 294,736,929	Amount Beneficially Owned by Each Reporting Person shares of Ordinary Shares		
12	Check Box	if the Aggregate Amount in Row (11) Excludes Certain Shares* ⊠		
13	Percent of 0	Class Represented by Amount in Row (11)		
14	Type of Reporting Person PN			
		15		
CUSIP No. G	66721 10 4	13D		
1	I.R.S. Ident	eporting Person ification of Above Person visors VI (EH-GP), Ltd.		
2	Check the A	Appropriate Box if a Member of a Group		
	(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	Cayman Islands		
	7	Sole Voting Power	
Number of Shares Beneficially Owned by	8	Shared Voting Power 94,736,929 shares of Ordinary Shares	
Each Reporting Person With	9	Sole Dispositive Power	
	10	Shared Dispositive Power 21,425,261 shares of Ordinary Shares	
11	Aggregate 294,736,929	Amount Beneficially Owned by Each Reporting Person 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) 46.6%		
14	Type of Re	eporting Person	
		16	
CUSIP No. G	66721 10 4	13D	
1	I.R.S. Ident	eporting Person tification of Above Person ncipal Holdings III, L.P.	
2	Check the A	Appropriate Box if a Member of a Group	
	(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	Cayman Islands			
	7	Sole Voting Power		
Number of Shares Beneficially	8	Shared Voting Power 94,736,929 shares of Ordinary Shares		
Owned by Each Reporting Person With	9	Sole Dispositive Power		
	10	Shared Dispositive Power 21,425,261 shares of Ordinary Shares		
11	Aggregate Amount Beneficially Owned by Each Reporting Person 94,736,929 shares of Ordinary Shares			
12	Check Box	if the Aggregate Amount in Row (11) Excludes Certain Shares* ⊠		
13	Percent of 46.6%	Class Represented by Amount in Row (11)		
14	Type of Reporting Person PN			
		17		
CUSIP No. G	66721 10 4	13D		
1	I.R.S. Iden	eporting Person tification of Above Person ncipal Holdings III GP, Ltd.		
2	Check the	Appropriate Box if a Member of a Group		
	(a)			
	(b)			
3	SEC Use C	Only		
4	Source of I	Funds		

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	
Jumber of Shares Beneficially	8	Shared Voting Power 94,736,929 shares of Ordinary Shares	
owned by ach eporting erson With	9	Sole Dispositive Power	
	10	Shared Dispositive Power 21,425,261 shares of Ordinary Shares	
11	Aggregate . 94,736,929	Amount Beneficially Owned by Each Reporting Person 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) 46.6%		
14	Type of Reporting Person OO		
		18	
USIP No. G	66721 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 O	only	
4	Source of Funds OO		

5	Check Box	and Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)	
6	Citizenship Delaware	o or Place of Organization	
	7	Sole Voting Power	
Number of Shares	8	Shared Voting Power 87,775,965 shares of Ordinary Shares	
Beneficially Owned by Each Reporting Person With	9	Sole Dispositive Power	
	10	Shared Dispositive Power 14,464,297 shares of Ordinary Shares	
11	Aggregate 87,775,965	Amount Beneficially Owned by Each Reporting Person 5 shares of Ordinary Shares	
12	Check Box	x if the Aggregate Amount in Row (11) Excludes Certain Shares*	
13	Percent of Class Represented by Amount in Row (11) 43.2%		
14	Type of Reporting Person PN		
		19	
CUSIP No. G	66721 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 C	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	
Jumber of Shares Beneficially	8	Shared Voting Power 87,775,965 shares of Ordinary Shares	
owned by ach eporting erson With	9	Sole Dispositive Power	
	10	Shared Dispositive Power 14,464,297 shares of Ordinary Shares	
11	Aggregate . 87,775,965	Amount Beneficially Owned by Each Reporting Person 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) 43.2%		
14	Type of Reporting Person OO		
		20	
CUSIP No. G	66721 10 4	13D	
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 O	only	
4	Source of Funds OO		

3	Check Box	in Disciosure of Legar Proceedings is Required Pursuant to Items 2(a) or 2(e)	
6	Citizenship Delaware	o or Place of Organization	
	7	Sole Voting Power	
Number of Shares Beneficially	8	Shared Voting Power 87,775,965 shares of Ordinary Shares	
Owned by Each Reporting Person With	9	Sole Dispositive Power	
	10	Shared Dispositive Power 14,464,297 shares of Ordinary Shares	
11	Aggregate 87,775,965	Amount Beneficially Owned by Each Reporting Person 5 shares of Ordinary Shares	
12	Check Box	x if the Aggregate Amount in Row (11) Excludes Certain Shares*	
13	Percent of Class Represented by Amount in Row (11) 43.2%		
14	Type of Reporting Person PN		
		21	
CUSIP No. G	66721 10 4	13D	
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	
	(b)		
3	SEC Use C	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	
umber of hares eneficially	8	Shared Voting Power 87,775,965 shares of Ordinary Shares	
wned by ach eporting erson With	9	Sole Dispositive Power	
	10	Shared Dispositive Power 14,464,297 shares of Ordinary Shares	
11	Aggregate . 87,775,965	Amount Beneficially Owned by Each Reporting Person 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) 43.2%		
14	Type of Reporting Person OO		
		22	
USIP No. G	66721 10 4	13D	
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 O	SEC Use Only	
4	Source of Funds OO		

3	Check Box	ii Disclosure of Legal Proceedings is Required Fursuant to items 2(d) of 2(e)	
	Giri II		
6	Citizenship or Place of Organization Delaware		
	7	Sole Voting Power	
Number of Shares Beneficially	8	Shared Voting Power 109,201,226 shares of Ordinary Shares	
Owned by Each Reporting Person With	9	Sole Dispositive Power	
	10	Shared Dispositive Power 35,889,558 shares of Ordinary Shares	
11	Aggregate 109,201,22	Amount Beneficially Owned by Each Reporting Person 6 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) 53.7%		
14	Type of Reporting Person PN		
		23	
CUSIP No. G	66721 10 4	13D	
1	I.R.S. Ident AIF VI Ma	eporting Person ification of Above Person nagement, LLC	
2		Appropriate Box if a Member of a Group □	
	(b)		
3	SEC Use O	nly	
4	Source of F	funds	

a D

2(4)

 \Box

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		or Place of Organization	
	7	Sole Voting Power	
Number of Shares Beneficially	8	Shared Voting Power 109,201,226 shares of Ordinary Shares	
Owned by Each Reporting Person With	9	Sole Dispositive Power	
	10	Shared Dispositive Power 35,889,558 shares of Ordinary Shares	
11	Aggregate . 109,201,22	Amount Beneficially Owned by Each Reporting Person 6 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) 53.7%		
14	Type of Reporting Person OO		
		24	
CHODN: C	CC721 10 4	130	
CUSIP No. G	66/21 10 4	13D	
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 O	nly	
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	8	Shared Voting Power 109,201,226 shares of Ordinary Shares	
Owned by Each Reporting Person With	9	Sole Dispositive Power	
	10	Shared Dispositive Power 35,889,558 shares of Ordinary Shares	
11	Aggregate Amount Beneficially Owned by Each Reporting Person 109,201,226 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) 53.7%		
14	Type of Reporting Person PN		
		25	
CUSIP No. G	66721 10 4	13D	
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 O	mly	

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 109,201,226 shares of Ordinary Shares			
	9	Sole Dispositive Power			
	10	Shared Dispositive Power 35,889,558 shares of Ordinary Shares			
11	Aggregate Amount Beneficially Owned by Each Reporting Person 109,201,226 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) 53.7%				
14	Type of Reporting Person OO				
		26			
CUSIP No. G	66721 10 4	13D			
1	Name of Reporting Person I.R.S. Identification of Above Person Apollo Management Holdings, L.P.				
2	2 Check the Appropriate Box if a Member of a Group				
	(a) (b)				
	(0)				
3	SEC Use C	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 114,051,168 shares of Ordinary Shares			
	9	Sole Dispositive Power			
	10	Shared Dispositive Power 40,739,500 shares of Ordinary Shares			
11	Aggregate Amount Beneficially Owned by Each Reporting Person 114,051,168 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) 56.1%				
14	Type of Reporting Person PN				
		27			
CUSIP No. G	66721 10 4	13D			
1	Name of Reporting Person I.R.S. Identification of Above Person Apollo Management Holdings GP, LLC				
2	2 Check the Appropriate Box if a Member of a Group				
	(a) (b)				
3	SEC Use C	Only			

4	Source of Funds OO					
5	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					
6						
	7	Sole Voting Power				
Number of Shares Beneficially	8	Shared Voting Power 114,051,168 shares of Ordinary Shares				
Owned by Each Reporting Person With	9	Sole Dispositive Power				
	10	Shared Dispositive Power 40,739,500 shares of Ordinary Shares				
11	Aggregate Amount Beneficially Owned by Each Reporting Person 114,051,168 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) 56.1%					
14	Type of Reporting Person OO					
		28				

This Amendment No. 5 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"), (xxiii) 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, Amendment No. 1 to Schedule 13D filed on August 16, 2013, Amendment No. 2 to Schedule 13D filed on December 11, 2013, Amendment No. 3 to Schedule 13D filed on December 31, 2013, and Amendment No. 4 to Schedule 13D filed on March 12, 2014, 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. 5 to Schedule 13D are incorporated by reference into the response to each other item, as applicable.

29

- Item 1. Security and Issuer
- Item 2. Identity and Background
- Item 3. Source and Amount of Funds or Other Consideration
- Item 4. Purpose of Transaction

Item 5. Interest in Securities of the Issuer

There is no change in the number of Ordinary Shares reported as being beneficially owned in this Amendment No. 5 to Schedule 13D, from the Ordinary Shares reported as being beneficially owned by the Reporting Persons in Amendment No. 4 to Schedule 13D.

- (a) See also the information contained on the cover pages of this Amendment No. 5 to Schedule 13D which is incorporated herein by reference. The percentage of Ordinary Shares beneficially owned by each Reporting Person is based on 203,203,767 outstanding Ordinary Shares as of July 28, 2014, as reported by the Issuer in its Quarterly Report on Form 10-Q with the Securities and Exchange Commission on July 31, 2014.
 - (b) See the information contained on the cover pages of this Amendment No. 5 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.
 - (d) Not applicable.
 - (e) Not applicable.

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

Item 6 is hereby amended and supplemented as follows:

Merger Agreement

On September 2, 2014, Prestige Cruises International, Inc. ("Prestige"), the Issuer, Portland Merger Sub, Inc. and Apollo Management entered into the Agreement and Plan of Merger dated as of September 2, 2014 (the "Merger Agreement"), pursuant to which, subject to the satisfaction of certain conditions, Prestige will become an indirect, wholly-owned subsidiary of the Issuer (the "Merger"), and the shareholders of Prestige, including certain of the Apollo Funds and certain other affiliates of the Reporting Persons (the "Apollo PCI Funds"), will acquire Ordinary Shares of the Issuer as partial consideration for the shares and other equity interests of Prestige currently held by them. Apollo Management has agreed to act as the Stockholders' Representative for the Prestige stockholders, pursuant to and in accordance with the terms of the Merger Agreement.

Term Sheet

In connection with the signing of the Merger Agreement, the Apollo Funds, the Apollo PCI Funds, the TPG Entities, the Genting HK Entities and the Issuer entered into a Term Sheet under which the Apollo PCI Funds agreed to become parties to the Shareholders Agreement upon the closing of the Merger. In addition, the Apollo Funds and the Apollo PCI Funds agreed that during the period from the closing of the Merger until January 1, 2016, the Apollo Funds and the Apollo PCI Funds would maintain

30

record ownership of an aggregate number of Ordinary Shares that is at least equal to the number of Ordinary Shares that the Apollo PCI Funds will acquire pursuant to the Merger Agreement (the "Base Amount"), and would not sell or otherwise dispose of Ordinary Shares that would reduce the aggregate number of Ordinary Shares held by the Apollo Funds and the Apollo PCI Funds below the Base Amount. The obligation to maintain record ownership of at least the Base Amount of Ordinary Shares is subject to certain exceptions, including in connection with a sale or other transfer of Ordinary Shares that is approved by Genting HK. The Apollo Funds and the Apollo PCI Funds also agreed that the rights of the Apollo Funds and the Apollo PCI Funds under the Shareholders Agreement to nominate members to the board of directors or committees of the boards of the subsidiaries of the Issuer, shall not apply in the case of Prestige or its subsidiaries.

The summaries of the Merger Agreement and the Term Sheet 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. 5 to Schedule 13D as Exhibit 1 and Exhibit 2, respectively, and are incorporated herein by this reference.

Item 7. Material to be Filed as Exhibits

- Exhibit 1: Agreement and Plan of Merger dated as of September 2, 2014, by and among Prestige, the Issuer, Portland Merger Sub, Inc. and Apollo Management (incorporated herein by reference to Exhibit 2.1 to the Issuer's Current Report on Form 8-K (File No. 001-35784) filed with the Securities and Exchange Commission on September 3, 2014).
- Exhibit 2: Form of Term Sheet, by and among the Apollo Funds, the Apollo PCI Funds, the TPG Entities, the Genting HK Entities and the Issuer.

3

with respect to such person is true, complete and correct.

Dated: September 5, 2014

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

32

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:

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

/s/ Laurie D. Medley Laurie D. Medley AIF VI NCL (AIV II), L.P.

Apollo Advisors VI (EH), L.P.

its general partner

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

its general partner

/s/ Laurie D. Medley

Laurie D. Medley Vice President

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

Apollo Advisors VI (EH), L.P.

its general partner

Apollo Advisors VI (EH-GP), Ltd.

its general partner

By: /s/ Laurie D. Medley

> Laurie D. Medley Vice President

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

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

its general partner

Apollo Advisors VI (EH-GP), Ltd.

its general partner

/s/ Laurie D. Medley

Laurie D. Medley Vice President

APOLLO ADVISORS VI (EH), L.P.

Apollo Advisors VI (EH-GP), Ltd.

its general partner

/s/ Laurie D. Medley

Laurie D. Medley

Vice President

34

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

/s/ Laurie D. Medley By:

Laurie D. Medley

Vice President

APOLLO PRINCIPAL HOLDINGS III GP, LTD.

/s/ Laurie D. Medley

Laurie D. Medley

Vice President

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

35

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

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

37

APOLLO MANAGEMENT HOLDINGS GP, LLC

By: /s/ Laurie D. Medley

Laurie D. Medley Vice President

38

PROJECT SAIL Term Sheet

Dated as of September 2, 2014

Reference is made to that certain Agreement and Plan of Merger (the 'Merger Agreement'), dated as of the date hereof, by and among Norwegian Cruise Line Holdings Ltd. ("NCL"), Portland Merger Sub, Inc. ("Merger Sub"), Prestige Cruises International, Inc. ("Prestige") and Apollo Management, L.P. in its capacity as sellers' representative, and the transactions contemplated by the Merger Agreement, including the merger (the "Merger") of Merger Sub with and into Prestige. Subject to the closing of the Merger, the following term sheet (the "Term Sheet") sets forth certain modifications to the existing contractual relationship among GHK, Apollo and TPG set forth in the Amended and Restated Shareholders' Agreement, dated as of January 24, 2013, by and among NCL and the parties thereto (the "Shareholders' Agreement"). Capitalized terms used in this Term Sheet and not defined shall have the meanings given to such terms in the Shareholders' Agreement. For purposes of this Term Sheet and the Shareholders' Agreement, in addition to the existing Apollo Entities, the term "Apollo Entities" shall be deemed to include all of the investment funds affiliated with Apollo Entities, collectively. The parties hereto agree to cooperate and negotiate in good faith to enter into a definitive agreement memorializing the terms of this Term Sheet (the "Definitive Agreement"). This Term Sheet shall be binding and enforceable on the parties signatory to this Term Sheet until such time as the parties execute and deliver the Definitive Agreement superseding this Term Sheet. Except for the specific acknowledgements and agreements contained herein, the rights of the parties to the Shareholders' Agreement under the Shareholders' Agreement shall remain unmodified in full force and effect.

<u>Joinder</u>

Upon the consummation of the Merger, the Joining Apollo Entities will sign a joinder to the Shareholders' Agreement.

Lock-up:

From the closing of the Merger until January 1, 2016, Apollo will maintain ownership of a number of Ordinary Shares at least equal to the number of Ordinary Shares obtained by Apollo pursuant to the Merger Agreement (giving effect to equitable adjustments for splits, combinations, recapitalizations and similar transactions) (such minimum number of Ordinary Shares, the "Base Amount") and agrees not to 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, Ordinary Shares that would reduce its holdings below the Base Amount or otherwise enter into any arrangement or transaction that will have an economic effect of transferring the ownership of Ordinary Shares so that Apollo's holdings are reduced below the Base Amount, whether any such arrangement or transaction is to be settled physically, in cash or otherwise; provided that, notwithstanding anything to the contrary set forth in this Term Sheet, the foregoing shall not restrict:

- Any Transfer of Ordinary Shares to a Permitted Transferee of Apollo (provided that the holdings of such Permitted Transferee shall be subject to the same restriction as stated above considered in the aggregate together with Apollo); or
- · Any Transfer of Ordinary Shares with the written consent of GHK.

Miscellaneous:

Apollo shall not have the Apollo Board Rights with respect to Prestige or its subsidiaries and the words "and to the board of directors and any committee of the board of directors of each Subsidiary of the Company" set forth in Section 6(e)(i) of the Shareholders' Agreement shall not apply to Prestige or its subsidiaries as they relate to Apollo.

By:

Name:

IN WITNESS WHEREOF, the undersigned have duly executed this Term Sheet as of the date first written above.

NVESTCO I, INC.
Name: Title:
NVESTCO II, INC.
Name: Title:
NVESTCO III, INC.
Name: Title:
NVESTCO IV, INC.
Name:

Title:

[Signature Pages to Term Sheet]

AIF VI	EURO HOLDINGS, L.P.
Ву:	Name: Title:
AAA G	UARANTOR-CO-INVEST VII, L.P.
Ву:	Name:
	Title:
AIF VI	EURO HOLDINGS, L.P.
Ву:	Name: Title:
AIF VI	NCL (AIV), L.P.
Ву:	Name: Title:
AIF VI	NCL (AIV II), L.P.
Ву:	Name: Title:
[Signature Pages to Term	n Sheet]
AIF VI	NCL (AIV III), L.P.
Ву:	Name: Title:
AIF VI	NCL (AIV IV), L.P.
By:	Name: Title:
APOLL	O OVERSEAS PARTNERS (DELAWARE) VI, L.P.
Ву:	Name: Title:
APOLL	O OVERSEAS PARTNERS (DELAWARE 892) VI, L.P.
	Name: Title:

APOLLO OVERSEAS PARTNERS VI, L.P.

В	By: Name:
	Title:
[Signature Pages to	o Term Sheet]
A	APOLLO OVERSEAS PARTNERS (GERMANY) VI, L.P.
В	By:
	Name: Title:
[Signature Pages to	o Term Sheet]
Т	PG VIKING, L.P.
В	Name:
	Title:
Т	PG VIKING AIV I, L.P.
В	By:
	Name: Title:
Т	PG VIKING AIV II, L.P.
R	ву:
ц	Name: Title:
Т	PG VIKING AIV III, L.P.
В	By: Name:
	Title:
[Signature Pages to	o Term Sheet]
G	GENTING HONG KONG LIMITED
В	By:
	Name: Title:
9	TAR NCLC HOLDINGS LTD.
В	Name:
[Signature Pages to	Title:
[Signature Pages to	o remii succtj

By:

Name: Title:

[Signature Pages to Term Sheet]