

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 7)***

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)

May 26, 2015

(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 VI (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 52,920,819 shares of Ordinary Shares
	<hr/>	
	9	Sole Dispositive Power
	<hr/>	
	10	Shared Dispositive Power 5,021,651 shares of Ordinary Shares
	<hr/>	
11	Aggregate Amount Beneficially Owned by Each Reporting Person 52,920,819 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) 23.0%	
	<hr/>	
14	Type of Reporting Person PN	
	<hr/>	

2

CUSIP No. G66721 10 4

13D

1	Name of Reporting Person I.R.S. Identification of Above Person AAA Guarantor - Co-Invest VII, 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 Guernsey
	<hr/>

	7	Sole Voting Power	
	<hr/>		
Number of Shares Beneficially Owned by Each Reporting Person With	8	Shared Voting Power 47,919,556 shares of Ordinary Shares	
	<hr/>		
	9	Sole Dispositive Power	
	<hr/>		
	10	Shared Dispositive Power 20,388 shares of Ordinary Shares	
	<hr/>		
11	Aggregate Amount Beneficially Owned by Each Reporting Person 47,919,556 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) 20.9%		
	<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), 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 52,345,638 shares of Ordinary Shares	
	<hr/>		
	9	Sole Dispositive Power	
<hr/>			
	10	Shared Dispositive Power 4,446,470 shares of Ordinary Shares	
<hr/>			
11	Aggregate Amount Beneficially Owned by Each Reporting Person 52,345,638 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) 22.8%		
<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 II), 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 52,395,058 shares of Ordinary Shares	
	<hr/>		
	9	Sole Dispositive Power	
	<hr/>		
	10	Shared Dispositive Power 4,495,890 shares of Ordinary Shares	
	<hr/>		
11	Aggregate Amount Beneficially Owned by Each Reporting Person 52,395,058 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) 22.8%		
	<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 III), 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 52,293,476 shares of Ordinary Shares	
	<hr/>		
	9	Sole Dispositive Power	
<hr/>			
	10	Shared Dispositive Power 4,394,308 shares of Ordinary Shares	
<hr/>			
11	Aggregate Amount Beneficially Owned by Each Reporting Person 52,293,476 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) 22.8%		
<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 AIF VI NCL (AIV IV), 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 52,286,345 shares of Ordinary Shares	
	<hr/>		
	9	Sole Dispositive Power	
<hr/>			
	10	Shared Dispositive Power 4,387,177 shares of Ordinary Shares	
<hr/>			
11	Aggregate Amount Beneficially Owned by Each Reporting Person 52,286,345 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) 22.8%		
<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 VI, 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 52,810,576 shares of Ordinary Shares	
	<hr/>		
	9	Sole Dispositive Power	
<hr/>			
	10	Shared Dispositive Power 4,911,408 shares of Ordinary Shares	
<hr/>			
11	Aggregate Amount Beneficially Owned by Each Reporting Person 52,810,576 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) 23.0%		
<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) VI, 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 Delaware
<hr/>	

	7	Sole Voting Power	<hr/>
Number of Shares Beneficially Owned by Each Reporting Person With	8	Shared Voting Power 49,930,499 shares of Ordinary Shares	<hr/>
	9	Sole Dispositive Power	<hr/>
	10	Shared Dispositive Power 2,031,331 shares of Ordinary Shares	<hr/>
11	Aggregate Amount Beneficially Owned by Each Reporting Person 49,930,499 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) 21.7%		<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 (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 52,859,619 shares of Ordinary Shares	
	<hr/>		
	9	Sole Dispositive Power	
<hr/>			
	10	Shared Dispositive Power 4,960,499 shares of Ordinary Shares	
<hr/>			
11	Aggregate Amount Beneficially Owned by Each Reporting Person 52,859,619 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) 23.0%		
<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 Apollo Overseas Partners (Germany) VI, 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 47,961,384 shares of Ordinary Shares	
	<hr/>		
	9	Sole Dispositive Power	
<hr/>			
	10	Shared Dispositive Power 62,216 shares of Ordinary Shares	
<hr/>			
11	Aggregate Amount Beneficially Owned by Each Reporting Person 47,961,384 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) 20.9%		
<hr/>			
14	Type of Reporting Person PN		
<hr/>			

11

CUSIP No. G66721 10 4

13D

1	Name of Reporting Person I.R.S. Identification of Above Person AIF VI Euro Holdings, 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	

Number of Shares Beneficially Owned by Each Reporting Person With	8	Shared Voting Power 57,847,910 shares of Ordinary Shares	_____
	9	Sole Dispositive Power	_____
	10	Shared Dispositive Power 9,588,742 shares of Ordinary Shares	_____
11	Aggregate Amount Beneficially Owned by Each Reporting Person 57,847,910 shares of Ordinary Shares		_____
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>		_____
13	Percent of Class Represented by Amount in Row (11) 25.0%		_____
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 AIF VII Euro Holdings, L.P.		_____
2	Check the Appropriate Box if a Member of a Group		
	(a)	<input type="checkbox"/>	_____
	(b)	<input type="checkbox"/>	_____
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 Cayman Islands		_____

	7	Sole Voting Power	

Number of Shares Beneficially Owned by Each Reporting Person With	8	Shared Voting Power 50,733,323 shares of Ordinary Shares	_____
	9	Sole Dispositive Power	_____
	10	Shared Dispositive Power 2,834,155 shares of Ordinary Shares	_____
11	Aggregate Amount Beneficially Owned by Each Reporting Person 50,733,323 shares of Ordinary Shares		_____
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>		_____
13	Percent of Class Represented by Amount in Row (11) 22.1%		_____
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 AAA MIP Limited		_____
2	Check the Appropriate Box if a Member of a Group		
	(a)	<input type="checkbox"/>	_____
	(b)	<input type="checkbox"/>	_____
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 Guernsey		_____

	7	Sole Voting Power	
	<hr/>		
Number of Shares Beneficially Owned by Each Reporting Person With	8	Shared Voting Power 52,941,207 shares of Ordinary Shares	
	<hr/>		
	9	Sole Dispositive Power	
<hr/>			
	10	Shared Dispositive Power 5,042,039 shares of Ordinary Shares	
<hr/>			
11	Aggregate Amount Beneficially Owned by Each Reporting Person 52,941,207 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) 23.0%		
<hr/>			
14	Type of Reporting Person CO		
<hr/>			

14

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"/>	
	(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	
Number of Shares Beneficially Owned by Each Reporting Person With	8	Shared Voting Power 52,941,553 shares of Ordinary Shares	
	9	Sole Dispositive Power	
	10	Shared Dispositive Power 5,042,385 shares of Ordinary Shares	
11	Aggregate Amount Beneficially Owned by Each Reporting Person 52,941,553 shares of Ordinary Shares		
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>		
13	Percent of Class Represented by Amount in Row (11) 23.0%		
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 International Management, L.P.		
2	Check the Appropriate Box if a Member of a Group		
	(a)	<input type="checkbox"/>	
	(b)	<input type="checkbox"/>	
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	
	<hr/>		
Number of Shares Beneficially Owned by Each Reporting Person With	8	Shared Voting Power 52,941,553 shares of Ordinary Shares	
	<hr/>		
	9	Sole Dispositive Power	
<hr/>			
	10	Shared Dispositive Power 5,042,385 shares of Ordinary Shares	
<hr/>			
11	Aggregate Amount Beneficially Owned by Each Reporting Person 52,941,553 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) 23.0%		
<hr/>			
14	Type of Reporting Person PN		
<hr/>			

16

CUSIP No. G66721 10 4

13D

1	Name of Reporting Person I.R.S. Identification of Above Person Apollo International Management GP, LLC		
<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 Delaware		
<hr/>			

	7	Sole Voting Power	_____
Number of Shares Beneficially Owned by Each Reporting Person With	8	Shared Voting Power 52,941,553 shares of Ordinary Shares	_____
	9	Sole Dispositive Power	_____
	10	Shared Dispositive Power 5,042,385 shares of Ordinary Shares	_____
11	Aggregate Amount Beneficially Owned by Each Reporting Person 52,941,553 shares of Ordinary Shares		_____
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>		_____
13	Percent of Class Represented by Amount in Row (11) 23.0%		_____
14	Type of Reporting Person OO		_____

17

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) <input type="checkbox"/>	_____
	(b) <input type="checkbox"/>	_____
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	
	<hr/>		
Number of Shares Beneficially Owned by Each Reporting Person With	8	Shared Voting Power 59,864,622 shares of Ordinary Shares	
	<hr/>		
	9	Sole Dispositive Power	
	<hr/>		
	10	Shared Dispositive Power 11,965,454 shares of Ordinary Shares	
	<hr/>		
11	Aggregate Amount Beneficially Owned by Each Reporting Person 59,864,622 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) 26.1%		
	<hr/>		
14	Type of Reporting Person PN		
	<hr/>		

18

CUSIP No. G66721 10 4

13D

1	Name of Reporting Person I.R.S. Identification of Above Person Apollo Capital Management VI, LLC.		
	<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 Delaware		
	<hr/>		

	7	Sole Voting Power	

Number of Shares Beneficially Owned by Each Reporting Person With	8	Shared Voting Power 59,864,622 shares of Ordinary Shares	_____
	9	Sole Dispositive Power	_____
	10	Shared Dispositive Power 11,965,454 shares of Ordinary Shares	_____
11	Aggregate Amount Beneficially Owned by Each Reporting Person 59,864,622 shares of Ordinary Shares		_____
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>		_____
13	Percent of Class Represented by Amount in Row (11) 26.1%		_____
14	Type of Reporting Person OO		_____

19

CUSIP No. G66721 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)	<input type="checkbox"/>	_____
	(b)	<input type="checkbox"/>	_____
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	
	<hr/>		
Number of Shares Beneficially Owned by Each Reporting Person With	8	Shared Voting Power 59,864,622 shares of Ordinary Shares	
	<hr/>		
	9	Sole Dispositive Power	
<hr/>			
	10	Shared Dispositive Power 11,965,454 shares of Ordinary Shares	
<hr/>			
11	Aggregate Amount Beneficially Owned by Each Reporting Person 59,864,622 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) 26.1%		
<hr/>			
14	Type of Reporting Person PN		
<hr/>			

20

CUSIP No. G66721 10 4

13D

1	Name of Reporting Person I.R.S. Identification of Above Person Apollo Principal Holdings I GP, LLC	
<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 Delaware	
<hr/>		

	7	Sole Voting Power	<hr/>
Number of Shares Beneficially Owned by Each Reporting Person With	8	Shared Voting Power 59,864,622 shares of Ordinary Shares	<hr/>
	9	Sole Dispositive Power	<hr/>
	10	Shared Dispositive Power 11,965,454 shares of Ordinary Shares	<hr/>
11	Aggregate Amount Beneficially Owned by Each Reporting Person 59,864,622 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) 26.1%		<hr/>
14	Type of Reporting Person OO		<hr/>

21

CUSIP No. G66721 10 4

13D

1	Name of Reporting Person I.R.S. Identification of Above Person Apollo Advisors VI (EH), 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 75,216,194 shares of Ordinary Shares	
	<hr/>		
	9	Sole Dispositive Power	
	<hr/>		
	10	Shared Dispositive Power 27,317,026 shares of Ordinary Shares	
	<hr/>		
11	Aggregate Amount Beneficially Owned by Each Reporting Person 75,216,194 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) 32.7%		
	<hr/>		
14	Type of Reporting Person PN		
	<hr/>		

22

CUSIP No. G66721 10 4

13D

1	Name of Reporting Person I.R.S. Identification of Above Person Apollo Advisors VI (EH-GP), Ltd.
<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 75,216,194 shares of Ordinary Shares	
	<hr/>		
	9	Sole Dispositive Power	
	<hr/>		
	10	Shared Dispositive Power 27,317,026 shares of Ordinary Shares	
	<hr/>		
11	Aggregate Amount Beneficially Owned by Each Reporting Person 75,216,194 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) 32.7%		
	<hr/>		
14	Type of Reporting Person OO		
	<hr/>		

23

CUSIP No. G66721 10 4

13D

1	Name of Reporting Person I.R.S. Identification of Above Person Apollo Advisors VII (EH), 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 50,733,323 shares of Ordinary Shares	
	<hr/>		
	9	Sole Dispositive Power	
	<hr/>		
	10	Shared Dispositive Power 2,834,155 shares of Ordinary Shares	
	<hr/>		
11	Aggregate Amount Beneficially Owned by Each Reporting Person 50,733,323 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) 22.1%		
	<hr/>		
14	Type of Reporting Person PN		
	<hr/>		

24

CUSIP No. G66721 10 4

13D

1	Name of Reporting Person I.R.S. Identification of Above Person Apollo Advisors VII (EH-GP) Ltd.		
	<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 50,733,323 shares of Ordinary Shares	
	<hr/>		
	9	Sole Dispositive Power	
	<hr/>		
	10	Shared Dispositive Power 2,834,155 shares of Ordinary Shares	
	<hr/>		
11	Aggregate Amount Beneficially Owned by Each Reporting Person 50,733,323 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) 22.1%		
	<hr/>		
14	Type of Reporting Person OO		
	<hr/>		

25

CUSIP No. G66721 10 4

13D

1	Name of Reporting Person I.R.S. Identification of Above Person Apollo Principal Holdings III, 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 78,051,464 shares of Ordinary Shares	
	<hr/>		
	9	Sole Dispositive Power	
	<hr/>		
	10	Shared Dispositive Power 30,152,296 shares of Ordinary Shares	
	<hr/>		
11	Aggregate Amount Beneficially Owned by Each Reporting Person 78,051,464 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) 34.0%		
	<hr/>		
14	Type of Reporting Person PN		
	<hr/>		

26

CUSIP No. G66721 10 4

13D

1	Name of Reporting Person I.R.S. Identification of Above Person Apollo Principal Holdings III GP, Ltd.		
	<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 78,051,464 shares of Ordinary Shares	
	<hr/>		
	9	Sole Dispositive Power	
	<hr/>		
	10	Shared Dispositive Power 30,152,296 shares of Ordinary Shares	
	<hr/>		
11	Aggregate Amount Beneficially Owned by Each Reporting Person 78,051,464 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) 34.0%		
	<hr/>		
14	Type of Reporting Person OO		
	<hr/>		

27

CUSIP No. G66721 10 4

13D

1	Name of Reporting Person I.R.S. Identification of Above Person Apollo Management VI, 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 Delaware
<hr/>	

	7	Sole Voting Power	
	<hr/>		
Number of Shares Beneficially Owned by Each Reporting Person With	8	Shared Voting Power 87,180,533 shares of Ordinary Shares	
	<hr/>		
	9	Sole Dispositive Power	
	<hr/>		
	10	Shared Dispositive Power 39,281,365 shares of Ordinary Shares	
	<hr/>		
11	Aggregate Amount Beneficially Owned by Each Reporting Person 87,180,533 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) 38.0%		
	<hr/>		
14	Type of Reporting Person PN		
	<hr/>		

28

CUSIP No. G66721 10 4

13D

1	Name of Reporting Person I.R.S. Identification of Above Person AIF VI Management, LLC
<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 Delaware
<hr/>	

	7	Sole Voting Power	
	<hr/>		
Number of Shares Beneficially Owned by Each Reporting Person With	8	Shared Voting Power 87,180,533 shares of Ordinary Shares	
	<hr/>		
	9	Sole Dispositive Power	
	<hr/>		
	10	Shared Dispositive Power 39,281,365 shares of Ordinary Shares	
	<hr/>		
11	Aggregate Amount Beneficially Owned by Each Reporting Person 87,180,533 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) 38.0%		
	<hr/>		
14	Type of Reporting Person OO		
	<hr/>		

29

CUSIP No. G66721 10 4

13D

1	Name of Reporting Person I.R.S. Identification of Above Person Apollo Management VII, 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 Delaware		
	<hr/>		

	7	Sole Voting Power
	<hr/>	
Number of Shares Beneficially Owned by Each Reporting Person With	8	Shared Voting Power 50,734,438 shares of Ordinary Shares
	<hr/>	
	9	Sole Dispositive Power
	<hr/>	
	10	Shared Dispositive Power 2,835,270 shares of Ordinary Shares
	<hr/>	
11	Aggregate Amount Beneficially Owned by Each Reporting Person 50,734,438 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) 22.1%	
	<hr/>	
14	Type of Reporting Person PN	
	<hr/>	

30

CUSIP No. G66721 10 4

13D

1	Name of Reporting Person I.R.S. Identification of Above Person Apollo VII Management, LLC.
	<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 Delaware
	<hr/>

	7	Sole Voting Power	
Number of Shares Beneficially Owned by Each Reporting Person With	8	Shared Voting Power 50,734,438 shares of Ordinary Shares	
	9	Sole Dispositive Power	
	10	Shared Dispositive Power 2,835,270 shares of Ordinary Shares	
11	Aggregate Amount Beneficially Owned by Each Reporting Person 50,734,438 shares of Ordinary Shares		
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>		
13	Percent of Class Represented by Amount in Row (11) 22.1%		
14	Type of Reporting Person OO		

31

CUSIP No. G66721 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) <input type="checkbox"/>	
	(b) <input type="checkbox"/>	
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	
	<hr/>		
Number of Shares Beneficially Owned by Each Reporting Person With	8	Shared Voting Power 90,015,803 shares of Ordinary Shares	
	<hr/>		
	9	Sole Dispositive Power	
<hr/>			
	10	Shared Dispositive Power 42,116,635 shares of Ordinary Shares	
<hr/>			
11	Aggregate Amount Beneficially Owned by Each Reporting Person 90,015,803 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) 39.2%		
<hr/>			
14	Type of Reporting Person PN		
<hr/>			

32

CUSIP No. G66721 10 4

13D

1	Name of Reporting Person I.R.S. Identification of Above Person Apollo Management GP, LLC	
<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 90,015,803 shares of Ordinary Shares	
	<hr/>		
	9	Sole Dispositive Power	
<hr/>			
	10	Shared Dispositive Power 42,116,635 shares of Ordinary Shares	
<hr/>			
11	Aggregate Amount Beneficially Owned by Each Reporting Person 90,015,803 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) 39.2%		
<hr/>			
14	Type of Reporting Person OO		
<hr/>			

33

CUSIP No. G66721 10 4

13D

1	Name of Reporting Person I.R.S. Identification of Above Person Apollo Management Holdings, 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	
Number of Shares Beneficially Owned by Each Reporting Person With	8	Shared Voting Power 95,058,188 shares of Ordinary Shares	
	9	Sole Dispositive Power	
	10	Shared Dispositive Power 47,159,020 shares of Ordinary Shares	
11	Aggregate Amount Beneficially Owned by Each Reporting Person 95,058,188 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) 41.4%		
14	Type of Reporting Person PN		

34

CUSIP No. G66721 10 4

13D

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) <input type="checkbox"/>	
	(b) <input type="checkbox"/>	
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
Number of Shares Beneficially Owned by Each Reporting Person With	8	Shared Voting Power 95,058,188 shares of Ordinary Shares
	9	Sole Dispositive Power
	10	Shared Dispositive Power 47,159,020 shares of Ordinary Shares
11	Aggregate Amount Beneficially Owned by Each Reporting Person 95,058,188 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) 41.4%	
14	Type of Reporting Person OO	

35

This Amendment No. 7 to Schedule 13D is filed by: (i) AAA Guarantor - Co-Invest VI (B), L.P., a Marshall Islands limited partnership, (ii) AAA Guarantor — Co-Invest VII, L.P., a Guernsey limited partnership, (iii) AIF VI NCL (AIV), L.P., an exempted limited partnership registered in the Cayman Islands, (iv) AIF VI NCL (AIV II), L.P., an exempted limited partnership registered in the Cayman Islands, (v) AIF VI NCL (AIV III), L.P., an exempted limited partnership registered in the Cayman Islands, (vi) AIF VI NCL (AIV IV), L.P., an exempted limited partnership registered in the Cayman Islands, (vii) Apollo Overseas Partners VI, L.P., an exempted limited partnership registered in the Cayman Islands, (viii) Apollo Overseas Partners (Delaware) VI, L.P., a Delaware limited partnership, (ix) Apollo Overseas Partners (Delaware 892) VI, L.P., a Delaware limited partnership, (x) Apollo Overseas Partners (Germany) VI, L.P., an exempted limited partnership registered in the Cayman Islands, (xi) AIF VI Euro Holdings, L.P., an exempted limited partnership registered in the Cayman Islands, (xii) AIF VII Euro Holdings, L.P., an exempted limited partnership registered in the Cayman Islands, (xiii) AAA MIP Limited, a limited company incorporated in Guernsey, (xiv) Apollo Alternative Assets, L.P., an exempted limited partnership registered in the Cayman Islands, (xv) Apollo International Management, L.P., a Delaware limited partnership, (xvi) Apollo International Management GP, LLC, a Delaware limited liability company, (xvii) Apollo Advisors VI, L.P., a Delaware limited partnership, (xviii) Apollo Capital Management VI, LLC, a Delaware limited liability company, (xix) Apollo Principal Holdings I, L.P., a Delaware limited partnership, (xx) Apollo Principal Holdings I GP, LLC, a Delaware limited liability company, (xxi) Apollo Advisors VI (EH), L.P., an exempted limited partnership registered in the Cayman Islands, (xxii) Apollo Advisors VI (EH-GP), Ltd., an exempted company incorporated in the Cayman Islands with limited liability, (xxiii) Apollo Advisors VII (EH), L.P., an exempted limited partnership registered in the Cayman Islands, (xxiv) Apollo Advisors VII (EH-GP) Ltd, an exempted company incorporated in the Cayman Islands with limited liability, (xxv) Apollo Principal Holdings III, L.P., an exempted limited partnership registered in the Cayman Islands, (xxvi) Apollo Principal Holdings III GP, Ltd., an exempted company incorporated in the Cayman Islands with limited liability, (xxvii) Apollo Management VI, L.P., a Delaware limited partnership, (xxviii) AIF VI Management, LLC, a Delaware limited liability company, (xxix) Apollo Management VII, L.P., a Delaware limited partnership, (xxx) AIF VII Management, LLC, a Delaware limited liability company, (xxxi) Apollo Management, L.P., a Delaware limited partnership, (xxxii) Apollo Management GP, LLC, a Delaware limited liability company, (xxxiii) Apollo Management Holdings, L.P., a Delaware limited partnership, and (xxxiv) Apollo Management Holdings GP, LLC, a Delaware limited liability company, 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, Amendment No. 4 to Schedule 13D filed on March 12, 2014, Amendment No. 5 to Schedule 13D filed on September 5, 2014, and Amendment No. 6 to Schedule 13D filed on November 21, 2014, with respect to the ordinary shares, par value \$0.001 (the “Ordinary Shares”), of Norwegian Cruise Line Holdings Ltd. (the “Issuer”).

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. 7 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

Item 4. Purpose of Transaction

36

Item 5. Interest in Securities of the Issuer

Item 5 is hereby amended and supplemented as follows:

On May 26, 2015, the Apollo Holders, other than AIF VI Euro, sold an aggregate of 7,500,000 Ordinary Shares pursuant to an underwritten offering (the “Offering”), as described in the Issuer’s Rule 424(b)(7) final prospectus supplement (File No. 333-194311) filed with the Securities and Exchange Commission on May 21, 2015, and the underwriting agreement dated as of May 19, 2015 (the “Underwriting Agreement”), among the Issuer, the Apollo Holders (except for AIF VI Euro), the TPG Entities and the Genting HK Entities as selling shareholders, and Goldman, Sachs & Co. as the underwriter. Following the sale of the Ordinary Shares by the Apollo Holders (other than AIF VI Euro), the Apollo Holders are the record holders of an aggregate of 47,159,020 Ordinary Shares.

Pursuant to the Shareholders Agreement, as amended on November 19, 2014 pursuant to Amendment No. 1 to Amended and Restated Shareholders’ Agreement (“Amendment 1 to Shareholders Agreement”), and following the sale of Ordinary Shares by the Genting HK Entities, the TPG Entities and certain of the Apollo Holders pursuant to the Offering, the Apollo Holders may be deemed to beneficially own an aggregate of 95,058,188 Ordinary Shares, which includes the Ordinary Shares held of record by the Apollo Holders and the Ordinary Shares held by the Genting HK Entities and the TPG Entities, respectively, and represents approximately 41.4% of the Issuer’s outstanding Ordinary Shares. See the Issuer’s Rule 424(b)(7) final prospectus supplement (File No. 333-194311) filed with the Securities and Exchange Commission on May 21, 2015.

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. Only Management Holdings and Management Holdings GP report beneficial ownership of all of the Ordinary Shares owned of record by the Apollo Holders. 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. 7 to Schedule 13D which is incorporated herein by reference. The percentage of Ordinary Shares beneficially owned by each Reporting Person is based on 229,745,434 outstanding Ordinary Shares as of May 14, 2015, as reported by the Issuer the final prospectus filed under Rule 424(b)(7) with the Securities and Exchange Commission on May 21, 2015.

- (b) See the information contained on the cover pages of this Amendment No. 7 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.

37

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

Underwriting Agreement

On May 19, 2015, the Issuer, and the Apollo Holders (except for AIF VI Euro), the TPG Entities and the Genting HK Entities as selling shareholders, and Goldman, Sachs & Co. as the underwriter (the “Underwriter”), entered into the Underwriting Agreement with respect to, among other things, the sale by the Apollo Holders (other than AIF VI Euro) of an aggregate of 7,500,000 shares of the Ordinary Shares of the Issuer. Closing of the sale of the Ordinary Shares sold by the Apollo Holders (other than AIF VI Euro) occurred on May 26, 2015.

Lock-up Agreement

In connection with the Offering, the Apollo Holders agreed to enter into a lock-up agreement (the “Lock-Up Agreement”) with the Underwriter, pursuant to which the Apollo Holders agreed that for a period of 45 days after May 19, 2015 (the “Lock-Up Period”), except with the prior written consent of the Underwriter, the Apollo Holders 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 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. 7 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: Form of Underwriting Agreement, by and among the Issuer, certain of the Apollo Holders, the TPG Entities and the Genting HK Entities as selling shareholders, and Goldman, Sachs & Co. as the underwriter (incorporated herein by reference to Exhibit 1.1 to the Issuer’s Current Report on Form 8-K (File No. 001-35784) filed with the Securities and Exchange Commission on May 21, 2015).

Exhibit 2: Form of Lock-Up Agreement by and among the Issuer, Goldman, Sachs & Co. and the Apollo Holders.

38

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.

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 GUARANTOR - CO-INVEST VII, 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

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

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

40

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

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
Laurie D. Medley
Vice President

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

41

AIF VI EURO HOLDINGS, 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

APOLLO ADVISORS VI (EH-GP), LTD.

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

AIF VII EURO HOLDINGS, L.P.

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

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

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

APOLLO ADVISORS VII (EH), L.P.

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

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

42

APOLLO ADVISORS VII (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

43

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

44

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 VII, L.P.

By: AIF VII Management, LLC
its general partner

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

AIF VII 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

45

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

APOLLO MANAGEMENT HOLDINGS GP, LLC

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

46

Form of Lock-Up Agreement

May [], 2015

Goldman, Sachs & Co.
as Underwriter

200 West Street
New York, NY 10282

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, 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 45 days after the date of the Underwriting Agreement, the undersigned will not, without the prior written consent of the Underwriter (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), *provided*, that Genting Hong Kong Limited may publish and dispatch (A) a circular, a notice of general meeting and a proxy form (including any related supplemental documents) in relation to a specific mandate that Genting Hong Kong Limited may seek from its shareholders to authorize its board of directors to effect future disposals of the Ordinary Shares (the "Shareholder Consent") pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited; and (B) any announcement in Hong Kong for the purpose of obtaining the Shareholder Consent.

1

Notwithstanding the foregoing, the undersigned may transfer the undersigned's Lock-Up Securities (i) in connection with the disposition of any Lock-Up Securities acquired, after the completion of the Offering, by the undersigned in open market transactions, *provided* that no filing or public disclosure, reporting any sale, transfer or other disposition of Lock-Up Securities or any reduction in beneficial ownership of Ordinary Shares, shall be required under the Exchange Act, or shall be voluntarily made, during the Lock-Up Period in connection with any disposition pursuant to this clause (i), (ii) as a *bona fide* gift or gifts, *provided* that the donee or donees thereof agree to be bound in writing by the restrictions set forth herein, (iii) to any trust for the direct or indirect benefit of the undersigned or the immediate family of the undersigned, *provided* that the trustee of the trust agrees to be bound in writing by the restrictions set forth herein, and *provided further* that any such transfer shall not involve a disposition for value, (iv) with the prior written consent of the Underwriter, (v) by will or intestate succession, *provided* that the beneficiary thereof agrees to be bound in writing by the restrictions set forth herein, (vi) to a nominee or custodian of a person or entity to whom a disposition or transfer would be permitted hereunder, *provided* that such nominee or custodian agrees to be bound in writing by the restrictions set forth herein, (vii) in connection with the forfeiture to Holdings of Ordinary Shares to cover tax withholding obligations upon the vesting of options and other equity based compensation granted to the undersigned pursuant to any employee stock option plan existing upon or prior to the effectiveness of the Registration Statement (as defined in the Underwriting Agreement), (viii) as a transfer to Holdings in connection with the exercise of equity awards, in order to pay the exercise price thereof or the full or partial tax withholding obligations in connection therewith, (ix) to Holdings, pursuant to any right or obligation of Holdings to repurchase shares from the undersigned, or (x) if the undersigned is a corporation, partnership, limited liability company or similar entity, to the undersigned's direct or indirect affiliates (as defined in Rule 12b-2 of the Exchange Act), including, without limitation its direct and indirect stockholders, members and partners and its direct and indirect subsidiaries, or to any investment fund or other entity controlled or managed by, or under the common control or management with, the undersigned; *provided* that (1) such affiliate, partner, former partner, member, former member, subsidiary, investment fund or other entity controlled or managed by, or under the common control or management with, the undersigned agrees to be bound in writing by the restrictions set forth herein, (2) such transfers are not required to be reported in any public report or filing with the Commission, and (3) the undersigned does not otherwise voluntarily effect any public filing or report regarding such transfers. For purposes hereof, "immediate family" shall mean any relationship by blood, marriage or adoption, not more remote than first cousin. Notwithstanding anything herein to the contrary, the preceding paragraph shall not apply to the sale of Shares by any Selling Stockholder to the Underwriter pursuant to the Underwriting Agreement.

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.

2

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.

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).

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: