

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 10)*

Norwegian Cruise Line Holdings Ltd.

(Name of Issuer)

Ordinary Shares, par value \$0.001

(Title of Class of Securities)

G66721 10 4

(CUSIP Number)

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

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

December 17, 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

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
34,514,235 shares of Ordinary Shares

9 Sole Dispositive Power

10 Shared Dispositive Power
3,786,094 shares of Ordinary Shares

11 Aggregate Amount Beneficially Owned by Each Reporting Person
34,514,235 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)
15.2%

14 Type of Reporting Person
PN

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.

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
Guernsey

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
30,745,812 shares of Ordinary Shares

9 Sole Dispositive Power

10 Shared Dispositive Power
17,617 shares of Ordinary Shares

11 Aggregate Amount Beneficially Owned by Each Reporting Person
30,745,812 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)
13.5%

14 Type of Reporting Person
PN

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.

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds
OO

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

6 Citizenship or Place of Organization
Cayman Islands

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
34,184,112 shares of Ordinary Shares

9 Sole Dispositive Power

10 Shared Dispositive Power
3,455,971 shares of Ordinary Shares

11 Aggregate Amount Beneficially Owned by Each Reporting Person
34,184,112 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)
15.0%

14 Type of Reporting Person
PN

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.

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds
OO

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

6 Citizenship or Place of Organization
Cayman Islands

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
34,222,523 shares of Ordinary Shares

9 Sole Dispositive Power

10 Shared Dispositive Power
3,494,382 shares of Ordinary Shares

11 Aggregate Amount Beneficially Owned by Each Reporting Person
34,222,523 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)
15.0%

14 Type of Reporting Person
PN

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.

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds
OO

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

6 Citizenship or Place of Organization
Cayman Islands

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
34,143,570 shares of Ordinary Shares

9 Sole Dispositive Power

10 Shared Dispositive Power
3,415,429 shares of Ordinary Shares

11 Aggregate Amount Beneficially Owned by Each Reporting Person
34,143,570 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)
15.0%

14 Type of Reporting Person
PN

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.

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds
OO

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

6 Citizenship or Place of Organization
Cayman Islands

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
34,138,027 shares of Ordinary Shares

9 Sole Dispositive Power

10 Shared Dispositive Power
3,409,886 shares of Ordinary Shares

11 Aggregate Amount Beneficially Owned by Each Reporting Person
34,138,027 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)
15.0%

14 Type of Reporting Person
PN

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.

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds
OO

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

6 Citizenship or Place of Organization
Cayman Islands

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
34,545,480 shares of Ordinary Shares

9 Sole Dispositive Power

10 Shared Dispositive Power
3,817,339 shares of Ordinary Shares

11 Aggregate Amount Beneficially Owned by Each Reporting Person
34,545,480 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)
15.2%

14 Type of Reporting Person
PN

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.

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds
OO

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

6 Citizenship or Place of Organization
Delaware

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
32,306,971 shares of Ordinary Shares

9 Sole Dispositive Power

10 Shared Dispositive Power
1,578,830 shares of Ordinary Shares

11 Aggregate Amount Beneficially Owned by Each Reporting Person
32,306,971 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)
14.2%

14 Type of Reporting Person
PN

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.

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds
OO

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

6 Citizenship or Place of Organization
Delaware

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
34,583,636 shares of Ordinary Shares

9 Sole Dispositive Power

10 Shared Dispositive Power
3,855,495 shares of Ordinary Shares

11 Aggregate Amount Beneficially Owned by Each Reporting Person
34,583,636 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)
15.2%

14 Type of Reporting Person
PN

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.

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds
OO

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

6 Citizenship or Place of Organization
Cayman Islands

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
30,776,498 shares of Ordinary Shares

9 Sole Dispositive Power

10 Shared Dispositive Power
48,357 shares of Ordinary Shares

11 Aggregate Amount Beneficially Owned by Each Reporting Person
30,776,498 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)
13.5%

14 Type of Reporting Person
PN

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.

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds
OO

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

6 Citizenship or Place of Organization
Cayman Islands

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
37,499,494 shares of Ordinary Shares

9 Sole Dispositive Power

10 Shared Dispositive Power
6,771,353 shares of Ordinary Shares

11 Aggregate Amount Beneficially Owned by Each Reporting Person
37,499,494 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)
16.5%

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)

(b)

3 SEC Use Only

4 Source of Funds
OO

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

6 Citizenship or Place of Organization
Cayman Islands

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
33,177,037 shares of Ordinary Shares

9 Sole Dispositive Power

10 Shared Dispositive Power
2,448,896 shares of Ordinary Shares

11 Aggregate Amount Beneficially Owned by Each Reporting Person
33,177,037 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)
14.6%

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)

(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
Guernsey

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
34,514,235 shares of Ordinary Shares

9 Sole Dispositive Power

10 Shared Dispositive Power
3,786,094 shares of Ordinary Shares

11 Aggregate Amount Beneficially Owned by Each Reporting Person
34,514,235 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)
15.2%

14 Type of Reporting Person
CO

14

CUSIP No. G66721 10 4

13D

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

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds
OO

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

6 Citizenship or Place of Organization
Delaware

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
30,745,812 shares of Ordinary Shares

9 Sole Dispositive Power

10 Shared Dispositive Power
17,617 shares of Ordinary Shares

11 Aggregate Amount Beneficially Owned by Each Reporting Person
30,745,812 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)
13.5%

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 Alternative Assets, L.P.

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds
OO

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

6 Citizenship or Place of Organization
Cayman Islands

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
34,532,149 shares of Ordinary Shares

9 Sole Dispositive Power

10 Shared Dispositive Power
3,804,008 shares of Ordinary Shares

11 Aggregate Amount Beneficially Owned by Each Reporting Person
34,532,149 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)
15.2%

14 Type of Reporting Person
PN

16

CUSIP No. G66721 10 4

13D

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

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds
OO

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

6 Citizenship or Place of Organization
Delaware

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
34,532,149 shares of Ordinary Shares

9 Sole Dispositive Power

10 Shared Dispositive Power
3,804,008 shares of Ordinary Shares

11 Aggregate Amount Beneficially Owned by Each Reporting Person
34,532,149 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)
15.2%

14 Type of Reporting Person
PN

17

CUSIP No. G66721 10 4

13D

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

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds
OO

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

6 Citizenship or Place of Organization
Delaware

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
34,532,149 shares of Ordinary Shares

9 Sole Dispositive Power

10 Shared Dispositive Power
3,804,008 shares of Ordinary Shares

11 Aggregate Amount Beneficially Owned by Each Reporting Person
34,532,149 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)
15.2%

14 Type of Reporting Person
OO

18

CUSIP No. G66721 10 4

13D

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

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds
OO

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

6 Citizenship or Place of Organization
Delaware

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
40,028,162 shares of Ordinary Shares

9 Sole Dispositive Power

10 Shared Dispositive Power
9,300,021 shares of Ordinary Shares

11 Aggregate Amount Beneficially Owned by Each Reporting Person
40,028,162 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)
17.6%

14 Type of Reporting Person
PN

19

CUSIP No. G66721 10 4

13D

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

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds
OO

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

6 Citizenship or Place of Organization
Delaware

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
40,028,162 shares of Ordinary Shares

9 Sole Dispositive Power

10 Shared Dispositive Power
9,300,021 shares of Ordinary Shares

11 Aggregate Amount Beneficially Owned by Each Reporting Person
40,028,162 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)
17.6%

14 Type of Reporting Person
OO

20

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)

(b)

3 SEC Use Only

4 Source of Funds
OO

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

6 Citizenship or Place of Organization
Delaware

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
40,028,162 shares of Ordinary Shares

9 Sole Dispositive Power

10 Shared Dispositive Power
9,300,021 shares of Ordinary Shares

11 Aggregate Amount Beneficially Owned by Each Reporting Person
40,028,162 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)
17.6%

14 Type of Reporting Person
PN

21

CUSIP No. G66721 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

(a)

(b)

3 SEC Use Only

4 Source of Funds
OO

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

6 Citizenship or Place of Organization
Delaware

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
40,028,162 shares of Ordinary Shares

9 Sole Dispositive Power

10 Shared Dispositive Power
9,300,021 shares of Ordinary Shares

11 Aggregate Amount Beneficially Owned by Each Reporting Person
40,028,162 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)
17.6%

14 Type of Reporting Person
OO

22

CUSIP No. G66721 10 4

13D

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

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds
OO

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

6 Citizenship or Place of Organization
Cayman Islands

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
51,275,162 shares of Ordinary Shares

9 Sole Dispositive Power

10 Shared Dispositive Power
20,547,021 shares of Ordinary Shares

11 Aggregate Amount Beneficially Owned by Each Reporting Person
51,275,162 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)
22.5%

14 Type of Reporting Person
PN

23

CUSIP No. G66721 10 4

13D

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

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds
OO

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

6 Citizenship or Place of Organization
Cayman Islands

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
51,275,162 shares of Ordinary Shares

9 Sole Dispositive Power

10 Shared Dispositive Power
20,547,021 shares of Ordinary Shares

11 Aggregate Amount Beneficially Owned by Each Reporting Person
51,275,162 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)
22.5%

14 Type of Reporting Person
OO

24

CUSIP No. G66721 10 4

13D

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

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds
OO

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

6 Citizenship or Place of Organization
Cayman Islands

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
33,177,037 shares of Ordinary Shares

9 Sole Dispositive Power

10 Shared Dispositive Power
2,448,896 shares of Ordinary Shares

11 Aggregate Amount Beneficially Owned by Each Reporting Person
33,177,037 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)
14.6%

14 Type of Reporting Person
PN

25

CUSIP No. G66721 10 4

13D

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

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds
OO

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

6 Citizenship or Place of Organization
Cayman Islands

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
33,177,037 shares of Ordinary Shares

9 Sole Dispositive Power

10 Shared Dispositive Power
2,448,896 shares of Ordinary Shares

11 Aggregate Amount Beneficially Owned by Each Reporting Person
33,177,037 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)
14.6%

14 Type of Reporting Person
OO

26

CUSIP No. G66721 10 4

13D

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

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds
OO

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

6 Citizenship or Place of Organization
Cayman Islands

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
53,724,058 shares of Ordinary Shares

9 Sole Dispositive Power

10 Shared Dispositive Power
22,995,917 shares of Ordinary Shares

11 Aggregate Amount Beneficially Owned by Each Reporting Person
53,724,058 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)
23.6%

14 Type of Reporting Person
PN

27

CUSIP No. G66721 10 4

13D

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

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds
OO

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

6 Citizenship or Place of Organization
Cayman Islands

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
53,724,058 shares of Ordinary Shares

9 Sole Dispositive Power

10 Shared Dispositive Power
22,995,917 shares of Ordinary Shares

11 Aggregate Amount Beneficially Owned by Each Reporting Person
53,724,058 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)
23.6%

14 Type of Reporting Person
OO

28

CUSIP No. G66721 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 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
60,578,055 shares of Ordinary Shares

9 Sole Dispositive Power

10 Shared Dispositive Power
29,849,914 shares of Ordinary Shares

11 Aggregate Amount Beneficially Owned by Each Reporting Person
60,578,055 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)
26.6%

14 Type of Reporting Person
PN

29

CUSIP No. G66721 10 4

13D

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

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds
OO

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

6 Citizenship or Place of Organization
Delaware

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
60,578,055 shares of Ordinary Shares

9 Sole Dispositive Power

10 Shared Dispositive Power
29,849,914 shares of Ordinary Shares

11 Aggregate Amount Beneficially Owned by Each Reporting Person
60,578,055 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)
26.6%

14 Type of Reporting Person
OO

30

CUSIP No. G66721 10 4

13D

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

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds
OO

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

6 Citizenship or Place of Organization
Delaware

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
33,178,001 shares of Ordinary Shares

9 Sole Dispositive Power

10 Shared Dispositive Power
2,449,860 shares of Ordinary Shares

11 Aggregate Amount Beneficially Owned by Each Reporting Person
33,178,001 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)
14.6%

14 Type of Reporting Person
PN

31

CUSIP No. G66721 10 4

13D

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

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds
OO

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

6 Citizenship or Place of Organization
Delaware

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
33,178,001 shares of Ordinary Shares

9 Sole Dispositive Power

10 Shared Dispositive Power
2,449,860 shares of Ordinary Shares

11 Aggregate Amount Beneficially Owned by Each Reporting Person
33,178,001 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)
14.6%

14 Type of Reporting Person
OO

32

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)

(b)

3 SEC Use Only

4 Source of Funds
OO

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

6 Citizenship or Place of Organization
Delaware

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
60,579,019 shares of Ordinary Shares

9 Sole Dispositive Power

10 Shared Dispositive Power
29,850,878 shares of Ordinary Shares

11 Aggregate Amount Beneficially Owned by Each Reporting Person
60,579,019 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)
26.6%

14 Type of Reporting Person
PN

33

CUSIP No. G66721 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 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
60,579,019 shares of Ordinary Shares

9 Sole Dispositive Power

10 Shared Dispositive Power
29,850,878 shares of Ordinary Shares

11 Aggregate Amount Beneficially Owned by Each Reporting Person
60,579,019 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)
26.6%

14 Type of Reporting Person
OO

34

CUSIP No. G66721 10 4

13D

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

2 Check the Appropriate Box if a Member of a Group

(a)

(b)

3 SEC Use Only

4 Source of Funds
OO

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

6 Citizenship or Place of Organization
Delaware

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
66,831,923 shares of Ordinary Shares

9 Sole Dispositive Power

10 Shared Dispositive Power
36,103,782 shares of Ordinary Shares

11 Aggregate Amount Beneficially Owned by Each Reporting Person
66,831,923 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)
29.3%

14 Type of Reporting Person
PN

35

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)

(b)

3 SEC Use Only

4 Source of Funds
OO

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

6 Citizenship or Place of Organization
Delaware

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
66,831,923 shares of Ordinary Shares

9 Sole Dispositive Power

10 Shared Dispositive Power
36,103,782 shares of Ordinary Shares

11 Aggregate Amount Beneficially Owned by Each Reporting Person
66,831,923 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)
29.3%

14 Type of Reporting Person
OO

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This Amendment No. 10 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) AAA Investments (Co-Invest VII), L.P., a Delaware limited liability partnership, (xv) Apollo Alternative Assets, L.P., an exempted limited partnership registered in the Cayman Islands, (xvi) Apollo International Management, L.P., a Delaware limited partnership, (xvii) Apollo International Management GP, LLC, a Delaware limited liability company, (xviii) Apollo Advisors VI, L.P., a Delaware limited partnership, (xix) Apollo Capital Management VI, LLC, a Delaware limited liability company, (xx) Apollo Principal Holdings I, L.P., a Delaware limited partnership, (xxi) Apollo Principal Holdings I GP, LLC, a Delaware limited liability company, (xxii) Apollo Advisors VI (EH), L.P., an exempted limited partnership registered in the Cayman Islands, (xxiii) Apollo Advisors VI (EH-GP), Ltd., an exempted company incorporated in the Cayman Islands with limited liability, (xxiv) Apollo Advisors VII (EH), L.P., an exempted limited partnership registered in the Cayman Islands, (xxv) Apollo Advisors VII (EH-GP) Ltd, an exempted company incorporated in the Cayman Islands with limited liability, (xxvi) Apollo Principal Holdings III, L.P., an exempted limited partnership registered in the Cayman Islands, (xxvii) Apollo Principal Holdings III GP, Ltd., an exempted company incorporated in the Cayman Islands with limited liability, (xxviii) Apollo Management VI, L.P., a Delaware limited partnership, (xxix) AIF VI Management, LLC, a Delaware limited liability company, (xxx) Apollo Management VII, L.P., a Delaware limited partnership, (xxxi) AIF VII Management, LLC, a Delaware limited liability company, (xxxii) Apollo Management, L.P., a Delaware limited partnership, (xxxiii) Apollo Management GP, LLC, a Delaware limited liability company, (xxxiv) Apollo Management Holdings, L.P., a Delaware limited partnership, and (xxxv) 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, Amendment No. 6 to Schedule 13D filed on November 21, 2014, Amendment No. 7 to Schedule 13D filed on May 28, 2015, Amendment No. 8 to Schedule 13D filed on August 18, 2015, and Amendment No. 9 to Schedule 13D filed on August 31, 2015, 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. 10 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****Item 5. Interest in Securities of the Issuer**

Item 5 is hereby amended and supplemented as follows:

On December 17, 2015, Co-Invest VI (B), Co-Invest VII, AIF VI Euro, AIF VII Euro, Alternative Assets, Management VI and Management VII (collectively, the "Apollo Sellers") sold an aggregate of 5,171,028 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 December 16, 2015, and the underwriting agreement dated as of December 14, 2015 (the "Underwriting Agreement"), among the Issuer, the Apollo Sellers 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 Sellers, the Apollo Holders are the record holders of an aggregate of 36,103,782 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"), the Apollo Holders may be deemed to beneficially own an aggregate of 66,831,923 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 29.3% of the Issuer's outstanding Ordinary Shares.

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. 10 to Schedule 13D which is incorporated herein by reference. The percentage of Ordinary Shares beneficially owned by each Reporting Person is based on 227,808,376 outstanding Ordinary Shares (based on 228,156,929 outstanding Ordinary Shares as of December 10, 2015, as reported by the Issuer in the final prospectus supplement (File No. 333-194311) filed under Rule 424(b)(7) with the Securities and Exchange Commission on December 16, 2015, and after giving effect to the Issuer's repurchase of 348,553 shares of Ordinary Shares from the underwriter pursuant to the Underwriting Agreement).

- (b) See the information contained on the cover pages of this Amendment No. 10 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:

Underwriting Agreement

On December 14, 2015, the Issuer, the Apollo Sellers 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 Sellers of an aggregate of 5,171,028 Ordinary Shares of the Issuer. Closing of the sale of the Ordinary Shares sold by the Apollo Sellers occurred on December 17, 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 45 day period from December 14, 2015 until January 28, 2016 (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 those agreements, which are attached to this Amendment No. 10 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: Underwriting Agreement dated December 14, 2015 by and among the Issuer, Goldman, Sachs & Co and each selling shareholder named therein (incorporated by reference to Exhibit 1.1 to Amendment 8 to the Current Report on Form 8-K (File No. 001-35784) filed by the Issuer with the Securities and Exchange Commission on December 16, 2015).

SIGNATURES

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

Dated: December 21, 2015

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 Investments (Co-Invest VII), L.P.
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

AAA INVESTMENTS (CO-INVEST VII), L.P.

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

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APOLLO INTERNATIONAL MANAGEMENT, L.P.

By: Apollo International Management GP, LLC
its general partner

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

APOLLO INTERNATIONAL MANAGEMENT GP, LLC

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

AIF VI NCL (AIV), L.P.

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

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

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

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

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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

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

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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

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

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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

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

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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

APOLLO MANAGEMENT GP, LLC

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

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APOLLO MANAGEMENT HOLDINGS, L.P.

By: Apollo Management Holdings 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

Form of Lock-Up Agreement

December 14, 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.

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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, (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, or (xi) if it is publicly announced that Holdings will become included as part of the S&P 500 index, in a registered offering or otherwise, directly related to such S&P 500 index inclusion, *provided* such offering does not exceed 12% of the float post the consummation of the trade described in the Underwriting Agreement. 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.

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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: