

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

PROXY STATEMENT PURSUANT TO SECTION 14(a) OF
THE SECURITIES EXCHANGE ACT OF 1934 (AMENDMENT NO. ___)

Filed by the Registrant
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
 Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
 Definitive Proxy Statement
 Definitive Additional Materials
 Soliciting Material Pursuant to §240.14a-12

NORWEGIAN CRUISE LINE HOLDINGS LTD.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of filing fee (Check the appropriate box):

- No fee required.
 Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transactions applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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 Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

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NORWEGIAN CRUISE LINE HOLDINGS LTD.

Supplement to 2021 Proxy Statement

April 21, 2021

This Supplement amends and supplements the 2021 Proxy Statement of Norwegian Cruise Line Holdings Ltd. (the "Company"), dated April 7, 2021, provided to shareholders in connection with the Company's 2021 Annual General Meeting of Shareholders to be held on May 20, 2021.

This Supplement provides additional information on the voting requirements for and the effect of abstentions on "Proposal 4 – Approval of an amendment to our 2013 Performance Incentive Plan (our "Plan"), including an increase in the number of shares available for grant under our Plan" ("Proposal 4"). For purposes of the listing rules of

the New York Stock Exchange (“NYSE”) requiring shareholder approval of Proposal 4, abstentions are counted as votes cast and, therefore, abstentions will have the same effect as a vote “against” the proposal; broker non-votes are not counted as votes cast and, therefore, will have no impact.

Except as specifically supplemented by the information in this Supplement, all information set forth in the 2021 Proxy Statement remains unchanged. From and after the date of this Supplement, all references to the “Proxy Statement” are to the Proxy Statement as supplemented hereby. The Proxy Statement contains important information, and this Supplement should be read in conjunction with the Proxy Statement.
