

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): November 1, 2022

NORWEGIAN CRUISE LINE HOLDINGS LTD.

(Exact name of registrant as specified in its charter)

Bermuda
(State or other jurisdiction
of incorporation)

001-35784
(Commission
File Number)

98-0691007
(I.R.S. Employer
Identification No.)

7665 Corporate Center Drive, Miami, Florida 33126
(Address of principal executive offices, and Zip Code)

(305) 436-4000
Registrant's telephone number, including area code

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Ordinary shares, par value \$.001 per share	NCLH	The New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On November 1, 2022, the Board of Directors (the "Board") of Norwegian Cruise Line Holdings Ltd. ("NCLH") appointed Ms. Zillah Ellen Byng-Thorne as a member of the Board. In connection with Ms. Byng-Thorne's appointment, the Board increased the size of the Board from seven to eight. The Board has determined that Ms. Byng-Thorne qualifies as an independent director pursuant to the rules and regulations of the United States Securities and Exchange Commission and the New York Stock Exchange.

The Board also appointed Ms. Byng-Thorne to the Audit Committee and Compensation Committee of the Board. Following such appointment, the members of the Audit Committee are Mr. David Abrams, Chairperson, Mr. Russell Galbut, Mr. Harry C. Curtis and Ms. Byng-Thorne and the members of the Compensation Committee are Mr. Harry C. Curtis, Chairperson, Mr. David Abrams, Mr. Russell Galbut and Ms. Byng-Thorne.

Pursuant to NCLH's Directors' Compensation Policy, Ms. Byng-Thorne will receive the following compensation: (i) an annual cash retainer of \$100,000, payable in four equal quarterly installments, (ii) \$10,000 for each Board or committee meeting located outside of her country of residence and attended in-person, (iii) an annual Audit Committee member cash retainer of \$20,000, payable in four equal quarterly installments and (iv) an annual restricted share unit ("RSU") award on the first business day of each calendar year valued at \$195,000 on the date of the award, which will vest in one installment on the first business day of the next calendar year (a pro-rated RSU award for 2022 will be

awarded). Beginning in 2023, Ms. Byng-Thorne will have the option to elect to receive all or a portion of her \$100,000 annual cash retainer in the form of RSUs in lieu of cash.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, Norwegian Cruise Line Holdings Ltd. has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: November 3, 2022

NORWEGIAN CRUISE LINE HOLDINGS LTD.

By: /s/ Daniel S. Farkas

Daniel S. Farkas

Executive Vice President, General Counsel and Assistant Secretary
