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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>Del Rio Frank J</u> (Last) (First) (Middle) <u>7665 CORPORATE CENTER DRIVE</u> (Street) <u>MIAMI FL 33126</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Norwegian Cruise Line Holdings Ltd. [NCLH]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Former Pres. & CEO
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/30/2023</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock ⁽¹⁾	06/30/2023		A		1,071,426 ⁽²⁾	A	\$0	1,997,931	D	
Common Stock ⁽³⁾	06/30/2023		F		136,159	D	\$21.77	1,861,772	D	
Common Stock ⁽⁴⁾	06/30/2023		F		17,577	D	\$21.77	1,844,195	D	
Common Stock ⁽⁵⁾	06/30/2023		F		421,607	D	\$21.77	1,422,588	D	
Common Stock ⁽⁶⁾	06/30/2023		F		62,461	D	\$21.77	1,360,127	D	
Common Stock								27,875	I	By FJDR Family Trust

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- Each restricted share unit represents the contingent right to receive one share of Norwegian Cruise Line Holdings Ltd.'s ("NCLH") common stock upon vesting.
- Represents a grant of restricted share units under NCLH's Amended and Restated 2013 Performance Incentive Plan on March 1, 2022. The restricted share units were originally subject to performance hurdles. The Compensation Committee determined the performance condition achievement level on June 30, 2023, and the restricted share units vested on June 30, 2023, pursuant to the terms of the award agreement.
- Represents shares withheld by NCLH to satisfy tax withholding obligations in connection with the vesting of 346,020 restricted share units granted to the reporting person on October 1, 2020.
- Represents shares withheld by NCLH to satisfy tax withholding obligations in connection with the vesting of 44,668 restricted share units granted to the reporting person on June 11, 2021.
- Represents shares withheld by NCLH to satisfy tax withholding obligations in connection with the vesting of 1,071,426 performance-based restricted share units granted to the reporting person on March 1, 2022.
- Represents shares withheld by NCLH to satisfy tax withholding obligations in connection with the vesting of 158,730 restricted share units granted to the reporting person on March 1, 2022.

/s/Daniel S. Farkas, as attorney-in-
fact for Frank J. Del Rio 07/05/2023

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.