

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 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): **July 8, 2014**

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
(IRS Employer Identification No.)

7665 Corporate Center Drive
Miami, Florida
(Address of principal executive offices)

33126
(Zip Code)

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

(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:

- Written communications 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))
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Item 1.01. Entry into a Material Definitive Agreement.

Shipbuilding Contracts

On July 8, 2014, NCL Corporation Ltd. (the "Company") and Seahawk One, Ltd., each a subsidiary of Norwegian Cruise Line Holdings Ltd. ("Holdings"), entered into an agreement with Meyer Werft GmbH of Germany ("Meyer Werft") to build a new cruise vessel ("Breakaway-Plus Three") for delivery in the second quarter of 2018. The contract price is approximately €801 million and the Company has export credit financing, discussed below, in place which was arranged and underwritten by KfW IPEX-Bank GmbH of Germany.

On July 8, 2014, the Company and Seahawk Two, Ltd., each a subsidiary of Holdings, entered into a second agreement with Meyer Werft to build an additional new cruise vessel ("Breakaway-Plus Four," and together with Breakaway-Plus Three, the "Ships") for delivery in the fourth quarter of 2019. The contract price is approximately €801 million and the Company has export credit financing, discussed below, in place which was arranged and underwritten by KfW IPEX-Bank GmbH of Germany.

Credit Facilities

Overview

Seahawk One, Ltd. and Seahawk Two, Ltd. are each borrowers under separate credit agreements dated as of July 14, 2014, by and among the relevant borrower, KfW IPEX-Bank GmbH, as facility agent, CIRR agent, bookrunner, collateral agent and Hermes agent, certain other financial institutions from time to time party thereto as lenders, and the Company as guarantor (each such agreement is referred to as a "Credit Facility"). These two facilities, the purpose of which is to provide partial financing for the purchase of our new Ships, provide multi-draw term loan facilities for up to €665,995,880, or \$906,287,194 based on the euro/U.S. dollar exchange rate as of July 11, 2014. The maturity date for each Credit Facility is the earliest of the twelfth anniversary of the delivery date of the relevant new Ship or eleven years and six months following the first scheduled repayment.

Availability

The loans under the Credit Facilities are or will be available for drawing to fund 80% of the installment and delivery payments on the construction contracts for the new Ships, and to fund 100% of the related Hermes insurance premium. As of July 14, 2014, there were no borrowings under each Credit Facility.

Interest Rate and Fees

The loans under the Credit Facilities bear interest at a per annum rate of (a) 3.92% or (b) at the relevant borrower's election, (i) 1.00% plus (ii) the Eurodollar Rate (as defined in the Credit Facilities) plus (iii) any mandatory costs.

In addition to paying interest on outstanding loans under our Credit Facilities, we are required to pay customary arrangement, agency and commitment fees.

Payments, Reductions and Prepayments

The loans under the Credit Facilities shall be repaid in full in twenty-four equal semi-annual installments beginning on the sixth month anniversary of the delivery date.

The borrowers under the Credit Facilities may voluntarily and permanently reduce the loan commitments under each Credit Facility, in whole or in part, at any time during specified periods. Drawings under each Credit Facility may be prepaid at any time subject to certain restrictions.

In addition, if the construction contract in respect to the relevant new Ship is terminated prior to the delivery date of such Ship, the outstanding loans under the relevant Credit Facility shall be repaid in full and the commitments thereunder shall be terminated.

The borrower under the relevant Credit Facility is required to prepay outstanding amounts under the facility upon the sale, total loss or other disposition of the Ship after the delivery date for the applicable new Ship.

Guarantee and Security

All obligations of the borrower under each Credit Facility will be guaranteed by the Company, and will be secured by a first priority perfected security interest in the equity of the borrower, a first lien ship mortgage on the relevant new Ship and by first priority assignments of certain interests related to such new Ship. In addition, 95% of the loans under each Credit Facility are guaranteed by Hermes, an agency of the Federal Republic of Germany.

The summaries for each of the shipbuilding contracts and the Credit Facilities do not purport to be complete and are qualified in their entirety by reference to the full text of each of the agreements which will be filed as exhibits to the Company's quarterly report on Form 10-Q for the period.

Item 2.03. Creation of a Direct Financial Obligation or an Obligation Under an Off-Balance Sheet Arrangement of a Registrant.

The information set forth under Item 1.01 under "Credit Facilities" above is incorporated by reference into this Item 2.03.

Item 8.01. Other Events.

On July 14, 2014, Holdings issued a press release regarding the contracts for the Ships. A copy of the press release is furnished as Exhibit 99.1 to this report.

Exhibit 99.1 is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any other filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
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99.1	Press release, dated July 14, 2014
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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

July 14, 2014

(Date)

Norwegian Cruise Line Holdings Ltd.

(Registrant)

/s/ WENDY A. BECK

Wendy A. Beck
*Executive Vice President
and Chief Financial Officer*

EXHIBIT INDEX

Exhibit No. Description

99.1 Press release, dated July 14, 2014

Norwegian Cruise Line Orders Two New Ships

MIAMI, July 14, 2014 (GLOBE NEWSWIRE) -- Norwegian Cruise Line (Nasdaq:NCLH) announced today that it has reached an agreement with MEYER WERFT GmbH of Germany to build two new Breakaway-Plus class cruise ships for delivery in the second quarter 2018 and the fourth quarter 2019. Each ship will be 164,600 gross tons and include 4,200 passenger berths.

"Norwegian Breakaway and Norwegian Getaway have proven themselves as industry game-changers and are extremely popular with our guests," said Kevin Sheehan, Norwegian Cruise Line's chief executive officer. "It was only natural that we build on their success with this new ship order that further solidifies our long-term growth strategy."

The contract price for both ships is approximately euro 1.6 billion. The Company has export credit financing in place for each ship, arranged and underwritten by KfW IPEX-Bank GmbH of Germany.

"We are thrilled that Norwegian Cruise Line has the continued confidence in MEYER WERFT to expand their fleet," said Bernard Meyer, managing partner of MEYER WERFT. "We are very proud of our longstanding relationship with Norwegian."

Norwegian Cruise Line pioneered the concept of Freestyle Cruising which offers guests the freedom and flexibility to enjoy their cruise vacation on their own terms, including multiple dining venues, relaxed attire, a variety of accommodations and world-class entertainment. The Company took Freestyle Cruising to the next level with the introduction of Norwegian Epic in June 2010 and subsequently launched two game-changing vessels, Norwegian Breakaway based in New York in May 2013 and Norwegian Getaway homeported in Miami in February 2014. These ships incorporate groundbreaking design, including The Waterfront and 678 Ocean Place, a wide range of indoor and outdoor venues on three dynamic decks that create a whole new complex at sea and connect guests with the ocean.

About Norwegian Cruise Line

Norwegian Cruise Line is the innovator in cruise travel with a 47-year history of breaking the boundaries of traditional cruising, most notably with the introduction of Freestyle Cruising which revolutionized the industry by giving guests more freedom and flexibility. Today, Norwegian invites guests to "Cruise Like a Norwegian" on one of 13 purpose-built Freestyle Cruising ships, providing guests the opportunity to enjoy a relaxed, resort style cruise vacation on some of the newest and most contemporary ships at sea. Recently, the line was named "Europe's Leading Cruise Line" for the sixth consecutive year, as well as "Caribbean's Leading Cruise Line" and "World's Leading Large Ship Cruise Line" by the World Travel Awards.

The Company recently took delivery of its most innovative ship to date, the 4,000-passenger Norwegian Getaway on January 10, 2014. The largest ship to homeport year-round in Miami, Norwegian Getaway boasts 28 dining options, including seafood restaurant Ocean Blue by famed New York Iron Chef Geoffrey Zakarian and a branch of Carlo's Bake Shop by Buddy Valastro, star of the TLC series "Cake Boss." The entertainment lineup includes Broadway shows Legally Blonde and Burn the Floor and a unique magical theatrical experience, the Illusionarium. Norwegian Getaway's sister ship, Norwegian Breakaway, was named "Best New Ship of 2013" by the editors of Cruise Critic and "Best Rookie Cruise Ship" by the readers of *Travel Weekly*. Known as New York's ship, Norwegian Breakaway is the largest vessel to homeport year-round in the city. The Company currently has four vessels on order at Meyer Werft for delivery in fall 2015, spring 2017, spring 2018 and fall 2019.

Norwegian Cruise Line is the official cruise line of the Miami Dolphins/Sun Life Stadium, The New York Knicks, Blue Man Group and Legends in Concert; and the official cruise line partner of The GRAMMY Awards and is an official partner of the Rockettes and Radio City Music Hall.

High resolution, downloadable images are available at www.ncl.com/pressroom. For further information on Norwegian Cruise Line, visit www.ncl.com, follow us on Facebook, Twitter, and Instagram @Norwegiancruiseline, Pin us on Pinterest, watch us on YouTube, or contact us in the U.S. and Canada at 888-NCL-CRUISE (625-2784), or visit www.ncl.com.

About MEYER WERFT GmbH

Founded in 1795, Papenburg-based MEYER WERFT is owned by the seventh generation of the Meyer family. This well-established company has approximately 3,000 employees. MEYER WERFT's extensive production program covers a wide range of ship types, from cruise ships and gas tankers to car and passenger ferries. In order to stay successful in worldwide competition, production technology has been continuously improved and extended. Today, MEYER WERFT has the most modern production premises in the shipbuilding industry. For more information, go to www.meyerwerft.com.

CONTACT: Norwegian Cruise Line
AnneMarie Mathews: 305-436-4799
PublicRelations@ncl.com

MEYER WERFT
Peter Hackmann: +49 4961 81-5665
presse@meyerwerft.de