

**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): January 24, 2013

NORWEGIAN CRUISE LINE HOLDINGS LTD.

(Exact name of Registrant as specified in its charter)

Bermuda
(State of Incorporation)

001-35784
(Commission File Number)

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

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

33126
(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:

- 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))

Item 7.01 Regulation FD Disclosure.

On January 24, 2013, Norwegian Cruise Line Holdings Ltd. (the "Company") issued a press release announcing the closing of its initial public offering. A copy of the press release is furnished as Exhibit 99.1 to this Form 8-K.

The Company is furnishing the information in this Current Report on Form 8-K and in Exhibit 99.1 to comply with Regulation FD. Such information shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, and shall not be deemed to be incorporated by reference into any of the Company's filings under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date hereof and regardless of any general incorporation language in such filings, except to the extent expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits. The following exhibit is being furnished solely for purposes of Item 7.01 of this Form 8-K:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated January 24, 2013

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 this 24th day of January, 2013.

NORWEGIAN CRUISE LINE HOLDINGS LTD.

By: /s/ Kevin M. Sheehan
Kevin M. Sheehan
President and Chief Executive Officer

By: /s/ Wendy A. Beck
Wendy A. Beck
Executive Vice President and Chief Financial Officer

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press release dated January 24, 2013

**Norwegian Cruise Line
Announces Closing of Initial Public Offering**

MIAMI, Florida – January 24, 2013 – Norwegian Cruise Line Holdings Ltd. (NASDAQ: NCLH) (the “Company” and together with NCL Corporation Ltd., “Norwegian”), today announced the closing of its previously announced initial public offering of 27,058,824 of its ordinary shares at a price of \$19.00 per share. The number of shares sold includes 3,529,412 shares sold as a result of the full exercise by the underwriters of their option to purchase additional shares. The net proceeds of the offering, after deducting underwriting discounts and commissions and estimated expenses, were approximately \$477.6 million.

UBS Investment Bank and Barclays acted as bookrunners and the representatives of the underwriters for the offering. Citigroup, Deutsche Bank Securities, Goldman, Sachs & Co. and J.P. Morgan also acted as bookrunners for the offering. DNB Markets, HSBC, SunTrust Robinson Humphrey, Wells Fargo Securities and Leberthal Capital Markets acted as co-managers for the offering.

A registration statement relating to these securities has been filed with, and declared effective on January 17, 2013 by, the Securities and Exchange Commission. The offering is being made only by means of a written prospectus forming part of the effective registration statement. A copy of the final prospectus relating to the offering may be obtained from: UBS Securities LLC, Attention: Prospectus Department, 299 Park Avenue, New York, NY 10171, Phone (888) 827-7275; or Barclays Capital Inc., c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717, Phone (888) 603-5847 or Barclaysprospectus@broadridge.com.

This press release does not constitute an offer to sell or the solicitation of an offer to buy, nor will there be any sale of these securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

About Norwegian Cruise Line

Norwegian Cruise Line is a global cruise line operator, offering cruise experiences for guests with itineraries in North America (including Alaska and Hawaii), the Caribbean, Bermuda, the Mediterranean and the Baltic.

Forward Looking Statements

This press release contains “forward-looking” statements within the meaning of the federal securities laws. All statements, other than statements of historical facts, included in this press release that address activities, events or developments that Norwegian expects, believes or anticipates will or may occur in the future are forward-looking statements. These statements include but are not limited to forward-looking statements about the proposed offering of ordinary shares of Norwegian, the business of Norwegian and the anticipated use of proceeds from the offering. There can be no assurance that actual results will not differ from those expected by management of Norwegian. For more information concerning factors that could cause actual results to differ materially from those conveyed in the forward-looking statements, please refer to the “Risk Factors” section of the amended registration statement on Form S-1 filed by Norwegian with the SEC on January 8, 2013 and the information included in subsequent amendments

and other filings. These forward-looking statements are based on and include Norwegian's expectations as of the date hereof. Norwegian does not undertake any obligation to update or revise such forward-looking statements to reflect events or circumstances that occur, or of which Norwegian becomes aware, after the date hereof.

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