

**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): February 1, 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 February 1, 2013, pursuant to Rule 135c of the Securities Act of 1933, as amended (the “Securities Act”), NCL Corporation Ltd. (the “Company”), a subsidiary of Norwegian Cruise Line Holdings Ltd. (the “Registrant”), announced that it had priced \$300,000,000 aggregate principal amount of 5.00% senior unsecured notes due 2018 (the “Notes”) at an issue price of 99.451%. A copy of the Company’s press release is furnished as Exhibit 99.1.

The Company intends to use the net proceeds from the offering, together with borrowings under its senior secured revolving credit facilities, to redeem its \$450.0 million 11.75% senior secured notes due 2016.

The Registrant is furnishing the information in this Current Report on Form 8-K 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 (the “Exchange Act”), or otherwise subject to the liabilities of that section, and shall not be deemed to be incorporated by reference into any of the Registrant’s filings under the Securities Act or the Exchange Act, 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 filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits. The following exhibits are being filed herewith, and are furnished solely for the purposes of Item 7.01 of this Form 8-K:

99.1 Text of press release, dated February 1, 2013.

SIGNATURES

Pursuant to the requirements of Section 13 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 1st day of February, 2013.

NORWEGIAN CRUISE LINE HOLDINGS LTD.

Date: February 1, 2013

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	Text of press release, dated February 1, 2013.

Norwegian Cruise Line Announces the Pricing of Its \$300,000,000 Senior Notes Offering

MIAMI—(BUSINESS WIRE)—February 1, 2013—Norwegian Cruise Line (NCL Corporation Ltd., “Norwegian” or the “Company”), a subsidiary of Norwegian Cruise Line Holdings Ltd. (NASDAQ: NCLH), announced today that it entered into an agreement to sell \$300 million aggregate principal amount of 5.00% senior unsecured notes due February 2018 (the “Notes”) in connection with a private offering (the “Offering”) that is exempt from the registration requirements of the Securities Act of 1933, as amended (the “Securities Act”). The Notes are to be issued at an issue price of 99.451%.

The Company intends to use the net proceeds from the Offering, together with borrowings under its senior secured revolving credit facilities, to redeem its \$450 million 11.75% senior secured notes due 2016.

The Notes are being offered only to qualified institutional buyers in reliance on Rule 144A under the Securities Act, and outside the United States, only to non-U.S. investors pursuant to Regulation S. The Notes will not be initially registered under the Securities Act or any state securities laws and may not be offered or sold in the United States absent an effective registration statement or an applicable exemption from registration requirements or a transaction not subject to the registration requirements of the Securities Act or any state securities laws.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy any security and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offering, solicitation or sale would be unlawful. This press release is being issued pursuant to and in accordance with Rule 135c under the Securities Act.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. The forward-looking statements include, without limitation, statements concerning this proposed debt offering and any statement that may predict, forecast, indicate, or imply future results, performance, or achievements. Forward-looking statements involve risks and uncertainties, including but not limited to economic, competitive, and technological factors outside Norwegian’s control that may cause Norwegian’s business, strategy, or actual results to differ materially from the forward-looking statements. You should not place undue reliance on forward-looking statements as a prediction of actual results. For information about the risks and uncertainties associated with Norwegian’s business, please refer to Norwegian’s filings with the Securities and Exchange Commission. The Company expressly disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements to reflect any change in expectations or events, conditions or circumstances on which any such statements are based.

CONTACT:

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