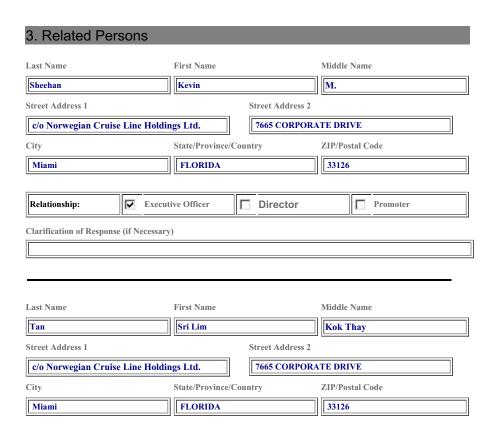


UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C.

OMB APPROVAL
OMB Number: 3235-0076
Expires: August 31, 2015
Estimated Average burden hours
per response: 4.0

1. Issuer's Identity			
CIK (Filer ID Number)	Previous Name(s)	▼ None	Entity Type
0001513761			© Corporation
Name of Issuer			C Limited Partnership
Norwegian Cruise Line Holdings Ltd.			C Limited Liability Company
Jurisdiction of Incorporation/Organization	_		General Partnership
BERMUDA			C Business Trust
Year of Incorporation/Organizatio	n		Other
Over Five Years Ago			
C Within Last Five Years (Specify Year)			
C Yet to Be Formed			

2. Principal Place of	of Business and	d Contact Info	rmation
Name of Issuer			
Norwegian Cruise Line Holdin	ngs Ltd.		
Street Address 1		Street Address 2	
7665 CORPORATE DRIVE			
City	State/Province/Coun	try ZIP/Postal Co	de Phone No. of Issuer
MIAMI	FLORIDA	33126	305-436-4000



	П			
Relationship:	Executive Officer	Director	Promoter	
				•
Clarification of Respons	e (if Necessary)			
Last Name	First Name		Middle Name	
Beck	Wendy		A.	
Street Address 1		Street Address 2	ATTE DRIVE	
c/o Norwegian Cruis		7665 CORPOR		
City Miami	State/Province/	Country	ZIP/Postal Code	
IVIIaiiii	FLORIDA		33120	
Relationship:	Executive Officer	Director	Promoter	
		2.10000	110110001	
Clarification of Respons	e (if Necessary)			 1
Last Name	First Name		Middle Name	
Aron	Adam		M.	
Street Address 1		Street Address 2	리 [L ^{···=-}	
c/o Norwegian Cruis	e Line Holdings Ltd.	7665 CORPOR	ATE DRIVE	
City	State/Province/	/Country	ZIP/Postal Code	
Miami	FLORIDA		33126	
Relationship:	Executive Officer	☑ Director	Promoter	
	-	Director	Promoter	
Relationship: Clarification of Respons	-	Director	Promoter	
	-	Director	Promoter	
	-	Director	Promoter	
	-	Director	Promoter Middle Name	
Clarification of Respons	e (if Necessary)	Director	No.	
Clarification of Respons Last Name	e (if Necessary) First Name	Director Street Address 2	No.	
Clarification of Respons Last Name Chidsey	e (if Necessary) First Name John		Middle Name	
Clarification of Respons Last Name Chidsey Street Address 1	e (if Necessary) First Name John	Street Address 2 7665 CORPOR	Middle Name	_
Clarification of Respons Last Name Chidsey Street Address 1 C/o Norwegian Cruis	e (if Necessary) First Name John e Line Holdings Ltd.	Street Address 2 7665 CORPOR	Middle Name	
Clarification of Respons Last Name Chidsey Street Address 1 c/o Norwegian Cruis City	e (if Necessary) First Name John e Line Holdings Ltd. State/Province/	Street Address 2 7665 CORPOR	Middle Name ATE DRIVE ZIP/Postal Code	
Clarification of Respons Last Name Chidsey Street Address 1 c/o Norwegian Cruis City	e (if Necessary) First Name John e Line Holdings Ltd. State/Province/	Street Address 2 7665 CORPOR	Middle Name ATE DRIVE ZIP/Postal Code	
Clarification of Respons Last Name Chidsey Street Address 1 c/o Norwegian Cruis City Miami Relationship:	e (if Necessary) First Name John Line Holdings Ltd. State/Province/ FLORIDA Executive Officer	Street Address 2 7665 CORPOR	Middle Name MATE DRIVE ZIP/Postal Code 33126	
Clarification of Respons Last Name Chidsey Street Address 1 c/o Norwegian Cruis City Miami Relationship:	e (if Necessary) First Name John Line Holdings Ltd. State/Province/ FLORIDA Executive Officer	Street Address 2 7665 CORPOR	Middle Name MATE DRIVE ZIP/Postal Code 33126	
Last Name Chidsey Street Address 1 c/o Norwegian Cruis City Miami	e (if Necessary) First Name John Line Holdings Ltd. State/Province/ FLORIDA Executive Officer	Street Address 2 7665 CORPOR	Middle Name MATE DRIVE ZIP/Postal Code 33126	
Clarification of Respons Last Name Chidsey Street Address 1 c/o Norwegian Cruis City Miami Relationship:	e (if Necessary) First Name John Line Holdings Ltd. State/Province/ FLORIDA Executive Officer	Street Address 2 7665 CORPOR	Middle Name MATE DRIVE ZIP/Postal Code 33126	
Clarification of Respons Last Name Chidsey Street Address 1 c/o Norwegian Cruis City Miami Relationship:	e (if Necessary) First Name John Line Holdings Ltd. State/Province/ FLORIDA Executive Officer	Street Address 2 7665 CORPOR	Middle Name MATE DRIVE ZIP/Postal Code 33126	
Clarification of Respons Last Name Chidsey Street Address 1 c/o Norwegian Cruis City Miami Relationship: Clarification of Respons	First Name John Line Holdings Ltd. State/Province/ FLORIDA Executive Officer e (if Necessary)	Street Address 2 7665 CORPOR	Middle Name EATE DRIVE ZIP/Postal Code 33126 Promoter	
Last Name Chidsey Street Address 1 c/o Norwegian Cruis City Miami Relationship: Clarification of Respons	First Name John Line Holdings Ltd. State/Province/ FLORIDA Executive Officer e (if Necessary)	Street Address 2 7665 CORPOR	Middle Name EATE DRIVE ZIP/Postal Code 33126 Promoter	
Clarification of Respons Chidsey Street Address 1 C/o Norwegian Cruis City Miami Relationship: Clarification of Respons Last Name	First Name John Line Holdings Ltd. State/Province/ FLORIDA Executive Officer e (if Necessary) First Name Kevin	Street Address 2 7665 CORPOR Country Director	Middle Name ZIP/Postal Code 33126 Promoter Middle Name	
Clarification of Respons Chidsey Street Address 1 C/o Norwegian Cruis City Miami Relationship: Clarification of Respons Last Name Crowe Street Address 1	First Name John Line Holdings Ltd. State/Province/ FLORIDA Executive Officer e (if Necessary) First Name Kevin	Street Address 2 7665 CORPOR Country Director Street Address 2 7665 CORPOR	Middle Name ZIP/Postal Code 33126 Promoter Middle Name	
Clarification of Respons Chidsey Street Address 1 C/o Norwegian Cruis City Miami Relationship: Clarification of Respons Last Name Crowe Street Address 1 C/o Norwegian Cruis	First Name John Line Holdings Ltd. State/Province/ FLORIDA Executive Officer e (if Necessary) First Name Kevin	Street Address 2 7665 CORPOR Country Director Street Address 2 7665 CORPOR	Middle Name ZIP/Postal Code 33126 Promoter Middle Name	
Clarification of Respons Chidsey Street Address 1 C/o Norwegian Cruis City Miami Relationship: Clarification of Respons Last Name Crowe Street Address 1 C/o Norwegian Cruis City	First Name John	Street Address 2 7665 CORPOR Country Director Street Address 2 7665 CORPOR	Middle Name ZIP/Postal Code 33126 Promoter Middle Name ZIP/Postal Code	

Clarification of Response (if Necessar	ry)				
ast Name	First Name		Middle Na	ame	
Huat	David		Chua M	ling	
treet Address 1	;	Street Address 2			
c/o Norwegian Cruise Line Hold	ings Ltd.	7665 CORPORA	ATE DRIV	E	
City	State/Province/Coun	ntry	ZIP/Posta	al Code	
Miami	FLORIDA		33126		
Relationship: Execu	utive Officer	Director	1	Promoter	
Clarification of Response (if Necessar	ry)				
ast Name	First Name		Middle Na	ame	
Martinez	Steve]		
treet Address 1		Street Address 2	-		
c/o Norwegian Cruise Line Hold	ings Ltd.	7665 CORPOR	ATE DRIV	E	
City	State/Province/Coun	ntry	ZIP/Posta	al Code	
c/o Norwegian Cruise Line Hold	FLORIDA		33126		
	Powed	Director	I	Promoter	
Relationship: Execu	Powed	Director	[Promoter	
	Powed	Director	Middle N:		
Clarification of Response (if Necessar	ry)	Director			
Clarification of Response (if Necessar	First Name	Director Street Address 2			
Clarification of Response (if Necessar	First Name		Middle N:	ame	
Clarification of Response (if Necessar ast Name Peterson Street Address 1	First Name	Street Address 2	Middle N:	ame	
Last Name Peterson Street Address 1 c/o Norwegian Cruise Line Hold	First Name Karl ings Ltd.	Street Address 2	Middle Na	ame	
Larification of Response (if Necessar Last Name Peterson Street Address 1 C/o Norwegian Cruise Line Hold	First Name Karl ings Ltd. State/Province/Coun	Street Address 2	Middle N:	ame	
Last Name Peterson Street Address 1 c/o Norwegian Cruise Line Hold City Miami	First Name Karl ings Ltd. State/Province/Coun	Street Address 2 7665 CORPORA	Middle N: ATE DRIVI ZIP/Posta [33126]	ame	
Clarification of Response (if Necessar Last Name Peterson Crown Cruise Line Hold City Miami Relationship: Executive Executiv	First Name Karl ings Ltd. State/Province/Coun FLORIDA	Street Address 2 7665 CORPORA	Middle N: ATE DRIVI ZIP/Posta [33126]	ame E al Code	
Larification of Response (if Necessar Last Name Peterson treet Address 1 c/o Norwegian Cruise Line Hold City Miami Relationship: Execu	First Name Karl ings Ltd. State/Province/Coun FLORIDA	Street Address 2 7665 CORPORA	Middle N: ATE DRIVI ZIP/Posta [33126]	ame E al Code	
Clarification of Response (if Necessar Last Name Peterson Crown Cruise Line Hold City Miami Relationship: Executive Executiv	First Name Karl ings Ltd. State/Province/Coun FLORIDA	Street Address 2 7665 CORPORA	Middle N: ATE DRIVI ZIP/Posta [33126]	ame E al Code	
Last Name Peterson Street Address 1 c/o Norwegian Cruise Line Hold City Miami	First Name Karl ings Ltd. State/Province/Coun FLORIDA	Street Address 2 7665 CORPORA	Middle N: ATE DRIVI ZIP/Posta [33126]	ame E al Code	
Last Name Peterson Street Address 1 c/o Norwegian Cruise Line Hold City Miami Relationship: Executive	First Name Karl ings Ltd. State/Province/Coun FLORIDA	Street Address 2 7665 CORPORA	Middle N: ATE DRIVI ZIP/Posta [33126]	ame E al Code Promoter	
Last Name Peterson Cruise Line Hold City Miami Relationship: Executarification of Response (if Necessar	First Name Karl State/Province/Coun FLORIDA utive Officer	Street Address 2 7665 CORPORA	Middle N: ATE DRIVI ZIP/Posta	ame E al Code Promoter	
ast Name Peterson treet Address 1 c/o Norwegian Cruise Line Hold City Miami Relationship: Executarification of Response (if Necessar	First Name Karl State/Province/Coun FLORIDA Itive Officer V	Street Address 2 7665 CORPORA	Middle N: ZIP/Posta 33126 Middle N:	ame E al Code Promoter	
Last Name Peterson Street Address 1 c/o Norwegian Cruise Line Hold City Miami Relationship:	First Name Karl ings Ltd. State/Province/Coun FLORIDA trive Officer ry) First Name Walter	Street Address 2 7665 CORPORA htry Director	Middle N: ZIP/Posta 33126 Middle N:	ame E al Code Promoter ame	
Last Name Peterson Street Address 1 c/o Norwegian Cruise Line Hold City Miami Relationship:	First Name Karl ings Ltd. State/Province/Coun FLORIDA trive Officer ry) First Name Walter	Street Address 2 7665 CORPORA try Director Street Address 2 7665 CORPORA	Middle N: ZIP/Posta 33126 Middle N:	ame E all Code Promoter ame	
Clarification of Response (if Necessar Last Name Peterson Greet Address 1 c/o Norwegian Cruise Line Hold City Miami Relationship: Exect Clarification of Response (if Necessar Last Name Revell Greet Address 1 c/o Norwegian Cruise Line Hold	First Name Karl State/Province/Coun FLORIDA Itive Officer V First Name Walter Walter	Street Address 2 7665 CORPORA try Director Street Address 2 7665 CORPORA	Middle N: ZIP/Posta 33126 Middle N: L.	ame E all Code Promoter ame	
Clarification of Response (if Necessar Last Name Peterson Street Address 1 c/o Norwegian Cruise Line Hold City Miami Relationship: Executarification of Response (if Necessar Last Name Revell Street Address 1 c/o Norwegian Cruise Line Hold City	First Name Karl ings Ltd. State/Province/Coun FLORIDA tive Officer First Name Walter State/Province/Coun State/Prov	Street Address 2 7665 CORPORA Director Street Address 2 7665 CORPORA	Middle Na ZIP/Posta Middle Na Middle Na ZIP/Posta	ame E all Code Promoter ame	
Clarification of Response (if Necessar Last Name Peterson Cro Norwegian Cruise Line Hold City Miami Relationship: Exect Clarification of Response (if Necessar Last Name Revell Creet Address 1 Cro Norwegian Cruise Line Hold City Miami	First Name Karl ings Ltd. State/Province/Coun FLORIDA tive Officer First Name Walter State/Province/Coun State/Prov	Street Address 2 7665 CORPORA Director Street Address 2 7665 CORPORA Attry	Middle N: ZIP/Posta Middle N: L. ATE DRIVI ZIP/Posta ZIP/Posta	ame E all Code Promoter ame	

Last Name		First Name		Middle Name	
Abrams		David		M.	
Street Address 1		Street Address 2			
c/o Norwegian Cr	uise Line Holdin	gs Ltd.	7665 CORPO	PRATE DRIVE	
City		State/Province/0	Country	ZIP/Postal Code	
Miami	1			33126	
Relationship:	Execut	ive Officer	□ Director	Promoter	
Clarification of Resp	onse (if Necessary)	<u> </u>		
Clarification of Resp	onse (ii iveeessai y)			
					_
Last Name		First Name		Middle Name	
Salerno		F.		Robert	
Street Address 1		L	Street Address		
c/o Norwegian Cr	uise Line Holdin	gs Ltd.		PRATE DRIVE	\neg
City		State/Province/0	<u> </u>	ZIP/Postal Code	
Miami		FLORIDA		33126	
<u> </u>		<u></u>			
Relationship:	F Execut	ive Officer	Director	Promoter	
	1		1000		
Clarification of Resp	onse (if Necessary)			
					_
T and Manne		E' A N		Middle Name	
Last Name Seminara		Robert		Wilddie Name	
Street Address 1		Robert	Street Address	2	
c/o Norwegian Cr	uica I ina Haldin	as I td		PRATE DRIVE	\neg
City	uise Ellie Holuli	State/Province/0	L	ZIP/Postal Code	
Miami		FLORIDA	Country	33126	
Wilaini		FLORIDA		33120	
Relationship:	Execut	ive Officer	☑ Director	Promoter	
Kelationship.	Execut	ive Officer	Director	Tromoter	
Clarification of Resp	onse (if Necessary)			
					_
Last Name		First Name		Middle Name	
Farkas		Daniel		S.	
Street Address 1			Street Address		_
c/o Norwegian Cr	uise Line Holdin	gs Ltd.	7665 CORPO	PRATE DRIVE	
City		State/Province/0	Country	ZIP/Postal Code	
Miami		FLORIDA		33126	
			1 		
Relationship:	Execut	ive Officer	Director	Promoter	
Clarification of Resp	onse (if Necessary)			

4. Industry Group	
C Agriculture	Health Care C Retailing
Banking & Financial Services	C Biotechnology C Health Insurance C Restaurants
C Commercial Banking	C Hespitals & Physicians
C Insurance	C Pharmaceuticals
C Investing	Other Health Care Computers
C Investment Banking	O Telecommunications
Pooled Investment Fund	O Other Technology
Other Banking & Financial Services	Travel
C Business Services	Manufacturing C Airlines & Airports Real Estate
Energy	C Commercial C Lodging & Conventions
C Coal Mining	C Construction C Tourism & Travel Services
C Electric Utilities	C REITS & Finance Other Travel
C Energy Conservation	C Residential C Other
C Environmental Services C Oil & Gas	Other Real Estate
C Other Energy	
G. Carlotte	
5. Issuer Size	
Revenue Range	Aggregate Net Asset Value Range
C No Revenues	No Aggregate Net Asset Value
C \$1 - \$1,000,000	\$1 - \$5,000,000
C \$1,000,001 - \$5,000,000	\$5,000,001 - \$25,000,000
\$5,000,001 - \$25,000,000	\$25,000,001 - \$50,000,000
\$25,000,001 - \$100,000,000	S50,000,001 - \$100,000,000
Over \$100,000,000	Over \$100,000,000
© Decline to Disclose	C Decline to Disclose
C Not Applicable	C Not Applicable
6. Federal Exemption(apply)	s) and Exclusion(s) Claimed (select all that
Rule 504(b)(1) (not (i), (ii) or (iii))	Rule 505
Rule 504 (b)(1)(i)	✓ Rule 506(b)
Rule 504 (b)(1)(ii)	Rule 506(c)
Rule 504 (b)(1)(iii)	Securities Act Section 4(a)(5)
	Investment Company Act Section 3(c)
7. Type of Filing	
▼ New Notice Date of First S	ale 2014-11-19 First Sale Yet to Occur
_	
Amendment	
8. Duration of Offering	
, i	0 6
Does the Issuer intend this offering to	last more than one year? Yes No
9. Type(s) of Securitie	s Offered (select all that apply)
Pooled Investment Fund	<u>```</u>
Interests	Equity
Tenant-in-Common Securities	☐ Debt

Mineral Property Securities Option, Warrant or Other Right to Acquire Another Security
Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security Other (describe)
10. Business Combination Transaction
Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?
Clarification of Response (if Necessary)
11. Minimum Investment
Minimum investment accepted from any outside investor
12. Sales Compensation
Recipient Recipient CRD Number None
(Associated) Broker or Dealer None (Associated) Broker or Dealer CRD None
Number
Street Address 1 Street Address 2
City State/Province/Country ZIP/Postal Code
State(s) of Solicitation All States
13. Offering and Sales Amounts
10. Offering and Gales / thounts
Total Offering Amount \$ 670000000 □ Indefinite
Total Amount Sold \$ 670000000 USD Total Remaining to be \$ 10 USD USD
Sold USD Indefinite
Clarification of Response (if Necessary)
14. Investors
Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, Number of such non-accredited investors who already have invested in the offering
Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:
15. Sales Commissions & Finders' Fees Expenses
15. Sales Commissions & Finders' Fees Expenses Provide separately the amounts of sales commissions and finders' fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Finders' Fees \$ USD
Clarification of Response (if Necessary)
16. Use of Proceeds
Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.
\$ USD Estimate
Clarification of Response (if Necessary)

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each Issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities
 described and undertaking to furnish them, upon written request, the information furnished to
 offeree
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the Issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Regulation D for one of the reasons stated in Rule 505(b)(2)(iii) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
Norwegian Cruise Line Holdings Ltd.	/s/ Daniel S. Farkas	Daniel S. Farkas	Senior VP, General Counsel and Assistant Sec'y	2014-11-19