

# FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

| OMB APPROVAL                                   |           |
|--|-----------|
| OMB Number:                                    | 3235-0287 |
| Estimated average burden hours per response... | 0.5       |

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 OF SECURITIES

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

(Print or Type Responses)

| 1. Name and Address of Reporting Person *<br><b>Stuart Andrew</b> |                                      |  | 2. Issuer Name and Ticker or Trading Symbol<br><b>Norwegian Cruise Line Holdings Ltd. [NCLH]</b> |   |   | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>Executive Vice President</b> |              |   |  |   |
|---|--------------------------------------|--|--|---|---|--|--------------|---|--|---|
| (Last) (First) (Middle)<br><b>7665 CORPORATE CENTER DRIVE</b>     |                                      |  | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>06/05/2014</b>                            |   |   |  |              |   |  |   |
| (Street)<br><b>MIAMI, FL 33126</b>                                |                                      |  | 4. If Amendment, Date Original Filed (Month/Day/Year)  |   |   | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person   |              |   |  |   |
| (City) (State) (Zip)  |                                      |  | <b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>          |   |   |  |              |   |  |   |
| 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 Indirect Beneficial Ownership (Instr. 4) |
|   |                                      |  | Code   | V | Amount  | (A) or (D)   | Price        |   |  |   |
| Common Stock  | 06/05/2014                           |  | C  |   | 70,000  | A  | (1)          | 70,000  | D  |   |
| Common Stock  | 06/05/2014                           |  | S  |   | 70,000  | D  | \$ 33.93 (2) | 0   | D  |   |

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

**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 control number.** SEC 1474 (9-02)

**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 Underlying Securities (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |       |
|--|--|--------------------------------------|--|--------------------------------|-----|---|--------|--|-----------------|---|--|--|--|--|-------|
|  |  |                                      |  | Code                           | V   | (A)   | (D)    | Date Exercisable   | Expiration Date |   |  |  |  |  | Title |
| NCL Corportion Units                       | (1)  | 06/05/2014                           |  | C                              | (1) |   | 70,000 | (3)  | (1)             | Common Stock  | 70,000                                     | \$ 0   | 225,126  | D  |       |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |                          |       |
|---|---------------|-----------|--------------------------|-------|
|   | Director      | 10% Owner | Officer                  | Other |
| Stuart Andrew<br>7665 CORPORATE CENTER DRIVE<br>MIAMI, FL 33126 |               |           | Executive Vice President |       |

## Signatures

|  |            |
|--|------------|
| /s/ Daniel S. Farkas, attorney-in-fact for Andrew Stuart | 06/06/2014 |
| **Signature of Reporting Person                          | Date       |

## Explanation of Responses:

\* 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).

The reporting person redeemed 70,000 NCL Corporation Units (the "Units"). Units are redeemable for an equal number of shares of Norwegian Cruise Line Holdings Ltd.'s ("NCLH") common stock, or, at the election of NCLH, a cash payment equal to the value of the redeemed Units. NCLH elected to redeem the reporting person's Units with common stock. The Units have no expiration date.

(1) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$33.90 to \$33.94, inclusive. The reporting person undertakes to provide to NCLH, any security holder of NCLH, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (2).

(2) All Units were vested as of the date of the redemption.

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

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