

---

---

**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): April 9, 2015**

---

**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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Agreements of Certain Officers.**

***Departure of Directors***

On April 9, 2015, in connection with the proposed purchase by Genting Hong Kong Limited (“Genting”) of Crystal Cruises, Inc. (the “Purchase”), Mr. Blondel So King Tak and Mr. Kevin C. Jones notified Norwegian Cruise Line Holdings Ltd. (the “Company”) that they were resigning from the board of directors (the “Board”) of the Company, effective immediately. The resignations did not involve a disagreement with the Company on any matter relating to the Company’s operations, policies or practices.

**Item 8.01 Other Events.**

***Genting Waiver***

In connection with the Purchase, Genting delivered a waiver, dated April 9, 2015 (the “Genting Waiver”), to the Company and the other parties to the Amended and Restated Shareholders’ Agreement, dated as of January 24, 2013, as amended on November 19, 2014 (the “Shareholders’ Agreement”). Pursuant to the Genting Waiver, Genting waived certain rights that it has under the Shareholders’ Agreement including: (i) certain Board appointment rights in respect of the GHK Directors (as defined in the Shareholders’ Agreement) and (ii) certain consent, notice and consultation and information rights insofar as they relate to the Oceania Cruises and Regent Seven Seas Cruises brands operated by Prestige Cruises International, Inc. The Genting Waiver may be automatically revoked under certain circumstances.

The foregoing summary of the material terms of the Genting Waiver is qualified in its entirety by reference to the Genting Waiver, which is attached as Exhibit 99.1 to this Current Report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Waiver under Amended and Restated Shareholders’ Agreement, dated April 9, 2015.

---

**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 10<sup>th</sup> day of April, 2015.

NORWEGIAN CRUISE LINE HOLDINGS LTD.

By:     /s/ Daniel S. Farkas      
Daniel S. Farkas  
Senior Vice President, General Counsel  
and Assistant Secretary

---

**EXHIBIT INDEX**

**Exhibit  
Number**

**Description**

---

99.1 Waiver under Amended and Restated Shareholders' Agreement, dated April 9, 2015.

---

April 9, 2015

BY FACSIMILE

Norwegian Cruise Line Holdings Ltd.  
7665 Corporate Center Drive  
Miami, FL 33126  
Attention: Daniel Farkas, Esq.  
Facsimile: (305) 436-4117

TPG Viking, L.P.  
TPG Viking AIV I, L.P.  
TPG Viking AIV II, L.P.  
TPG Viking AIV III, L.P.  
c/o TPG Partners V, L.P.  
Attention: Clive D. Bode, Esq.  
Facsimile: (415) 743-1501

AAA Guarantor Co-Invest VI (B), L.P.,  
AIF VI NCL (AIV), L.P.,  
AIF VI NCL (AIV II), L.P.,  
AIF VI NCL (AIV III), L.P.,  
AIF VI NCL (AIV IV), L.P.  
Apollo Overseas Partners (Delaware) VI, L.P.,  
Apollo Overseas Partners (Delaware 892) VI, L.P.,  
Apollo Overseas Partners VI, L.P. and  
Apollo Overseas Partners (Germany) VI, L.P.  
c/o Apollo Management VI, LP  
9 West 57th Street, 43rd Floor  
New York, NY 10019  
Attention: Steve Martinez  
Facsimile: (212) 515-3288

Re: Waiver under Amended and Restated Shareholders' Agreement

Ladies and Gentlemen:

Reference is made to the Amended and Restated Shareholders' Agreement, dated as of January 24, 2013, by and among Norwegian Cruise Line Holdings, Ltd., Genting Hong Kong Limited ("Genting"), Star NCLC Holdings Ltd. (together with Genting, "GHK"), AAA Guarantor Co-Invest VI (B), L.P., AIF VI NCL (AIV), L.P., AIF VI NCL (AIV II), L.P., AIF VI NCL (AIV III), L.P., AIF VI NCL (AIV IV), L.P., Apollo Overseas Partners (Delaware) VI, L.P., Apollo Overseas Partners (Delaware 892) VI, L.P., Apollo Overseas Partners VI, L.P., Apollo Overseas Partners (Germany) VI, L.P., TPG Viking, L.P., TPG Viking AIV I, L.P., TPG Viking AIV II, L.P. and TPG Viking AIV III, L.P., and the other Shareholders of the Company from time to time party thereto, as amended on November 19, 2014 (as so amended, the "Agreement"). All capitalized terms used but not defined herein shall have the respective meanings ascribed to such terms in the Agreement.

As you may know, Genting has entered into a Purchase Agreement dated as of March 3, 2015 with Crystal Cruises, Inc., NYK Group Americas Inc. and Crystal Acquisition Company Limited (the "Purchase Agreement"), pursuant to which, subject to the terms and conditions of the Purchase Agreement, a subsidiary of Genting will acquire all of the equity interests of Crystal Cruises, LLC ("Crystal"), which will be the successor company of Crystal Cruises, Inc. (the "Purchase").

In connection with the Purchase, GHK hereby waives, with effect as from the date hereof (it being understood that this waiver shall automatically without further action by GHK be null and void and revoked (i) upon any termination of the Purchase Agreement or (ii) at the time, if any, that Genting and its subsidiaries would no longer hold a controlling interest (less than

50%) or a material equity interest (as determined by Genting) in, nor any rights to appoint members of the board of directors of, Crystal):

- (a) the rights granted to GHK to appoint, nominate or replace GHK Directors pursuant to Section 6(a)(i) and (iv) of the Agreement and the related quorum and other provisions in Sections 6(a)(i)(D)(y), Sections 6(a)(i)(2)(y)(B), 6(a)(i)(3)(y)(B), 6(a)(i)(4)(y) and 6(d) of the Agreement;
- (b) the GHK Consent Rights set forth in Section 6 of Schedule II to the Agreement, solely as such rights relate to capital expenditures to be made in the Oceania or Regent Seven Seas brands operated by Prestige Cruises International, Inc. (the "Prestige Brands");
- (c) the information rights granted to GHK pursuant to Section 8(a)(i) to (iii) of the Agreement, solely as such rights relate to non-public information with respect to the Prestige Brands; and
- (d) the GHK Notice and Consultation Rights pursuant to Section 6(a)(vii) of the Agreement, solely as such rights relate to actions to be taken by or in respect of the Prestige Brands.

Other than as expressly provided in this letter, the Agreement shall remain in full force and effect.

*[Signature page follows]*

---

Sincerely,

Genting Hong Kong Limited

Star NCLC Holdings Ltd.

/s/ BLONDEL SO KING TAK  
By: BLONDEL SO KING TAK  
Title: AUTHORIZED SIGNATURE

/s/ BLONDEL SO KING TAK  
By: BLONDEL SO KING TAK  
Title: AUTHORIZED SIGNATURE

cc:

Paul, Weiss, Rifkind, Wharton & Garrison LLP  
1285 Avenue of the Americas  
New York, NY 10019  
Attention: John M. Scott, Esq.  
Facsimile: (212) 757-3990

O'Melveny & Myers LLP  
Times Square Tower  
7 Times Square  
New York, NY 10036  
Attention: Michael J. Schiavone, in light of the departure of William Kuesel  
Facsimile: (212) 326-2061

Skadden, Arps, Slate, Meagher & Flom LLP  
300 S. Grand Avenue, Ste. 3400  
Los Angeles, CA 90071  
Attention: Rick C. Madden, Esq.  
Facsimile: (213) 621-5379

[Signature page to Waiver Letter]

---