

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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* Apollo Management Holdings GP, LLC		2. Date of Event Requiring Statement (Month/Day/Year) 01/17/2013		3. Issuer Name and Ticker or Trading Symbol Norwegian Cruise Line Holdings Ltd. [NCLH]	
(Last) (First) (Middle) 9 W. 57TH STREET, 43RD FLOOR				4. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director ____X____ 10% Owner ____ Officer (give title below) ____ Other (specify below)	
(Street) NEW YORK, NY 10019				5. If Amendment, Date Original Filed(Month/Day/Year)	
(City) (State) (Zip)		6. Individual or Joint/Group Filing(Check Applicable Line) ____ Form filed by One Reporting Person ____X____ Form filed by More than One Reporting Person			
Table I - Non-Derivative Securities Beneficially Owned					
1. Title of Security (Instr. 4)		2. Amount of Securities Beneficially Owned (Instr. 4)		3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	
Ordinary shares		3,750		I	
				4. Nature of Indirect Beneficial Ownership (Instr. 5) See footnote (1)	

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Apollo Management Holdings GP, LLC 9 W. 57TH STREET 43RD FLOOR NEW YORK, NY 10019		X		
Apollo Management Holdings, L.P. 9 W. 57TH STREET - NEW YORK, NY 10019		X		
Apollo Management VI, L.P. 9 WEST 57TH STREET 43RD FLOOR NEW YORK, NY 10019		X		
AIF VI Management, LLC 9 WEST 57TH STREET 43RD FLOOR NEW YORK, NY 10019		X		
Apollo Principal Holdings I GP, LLC TWO MANHATTANVILLE ROAD SUITE 203 PURCHASE, NY 10577		X		
Apollo Principal Holdings I, L.P. TWO MANHATTANVILLE ROAD SUITE 203 PURCHASE, NY 10577		X		

Apollo Principal Holdings III GP Ltd C/O INTERTRUST CORPORATE SERVICES (CAYMAN) LIMITED, 190 ELGIN STREET GEORGE TOWN, E9 KY1-9005		X		
Apollo Principal Holdings III, L.P. C/O INTERTRUST CORPORATE SERVICES (CAYMAN) LIMITED, 190 ELGIN STREET GEORGE TOWN, E9 KY1-9005		X		
Apollo Advisors VI, L.P. ONE MANHATTANVILLE ROAD SUITE 201 PURCHASE, NY 10577		X		
Apollo Management, L.P. 2 MANHATTANVILLE ROAD SUITE 203 PURCHASE, NY 10577		X		

Signatures

See signatures attached as Exhibit 99.2		01/17/2013
<small>**Signature of Reporting Person</small>		<small>Date</small>

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- (1) See Exhibit 99.1.

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.

- (1) The amount of securities reported as beneficially owned includes an aggregate of 3,750 ordinary shares, par value \$0.001, of Norwegian Cruise Line Holdings Ltd. (the “Issuer”) held of record by NCL Investment Limited (“NCL Investment”) and NCL Investment II Ltd. (“NCL II”), respectively.

The shareholders of NCL Investment are Apollo Overseas Partners VI, L.P. (“Overseas VI”), Apollo Overseas Partners (Delaware) VI, L.P. (“Overseas Delaware”), Apollo Overseas Partners (Delaware 892) VI, L.P. (“Overseas 892”) and Apollo Overseas Partners (Germany) VI, L.P. (“Overseas Germany”). Apollo Advisors VI, L.P. (“Advisors VI”) is the general partner or managing general partner of each of Overseas VI, Overseas Delaware, Overseas 892 and Overseas Germany. Apollo Capital Management VI, LLC (“ACM VI”) is the general partner of Advisors VI. Apollo Principal Holdings I, L.P. (“Principal I”) is the sole member and manager of ACM VI, and Apollo Principal Holdings I GP, LLC (“Principal I GP”) is the general partner of Principal I.

The sole shareholder of NCL II is AIF VI NCL (AIV), L.P. (“AIF VI NCL”). Apollo Advisors VI (EH), L.P. (“Advisors VI (EH)”) is the general partner of AIF VI NCL, and Apollo Advisors VI (EH-GP), Ltd. (“Advisors VI (EH-GP)”) is the general partner of Advisors VI (EH). Apollo Principal Holdings III, L.P. (“Principal III”) is the sole shareholder of Advisors VI (EH-GP). The general partner of Principal III is Apollo Principal Holdings III GP Ltd. (“Principal III GP”).

Apollo Management VI, L.P. (“Management VI”) is the manager of each of Overseas VI, Overseas Delaware, Overseas 892, Overseas Germany and AIF VI NCL. AIF VI Management, LLC (“AIF VI LLC”) is the general partner of Management VI. Apollo Management, L.P. (“Apollo Management”) is the sole member and manager of AIF VI LLC, and Apollo Management GP, LLC (“Management GP”) is the general partner of Apollo Management. Apollo Management Holdings, L.P. (“Management Holdings”) is the sole member and manager of Management GP. Apollo Management Holdings GP, LLC (“Management Holdings GP”) is the general partner of Management Holdings. Leon Black, Joshua Harris and Marc Rowan are the managers, as well as principal executive officers, of Management Holdings GP, the managers of Principal I GP and the directors of Principal III GP.

Each of NCL Investment, NCL II, Overseas VI, Overseas Delaware, Overseas 892, Overseas Germany, Advisors VI, ACM VI, Principal I, Principal I GP, AIF VI NCL, Advisors VI (EH), Advisors VI (EH-GP), Principal III, Principal III GP, Management VI, AIF VI LLC, Apollo Management, Management GP, Management Holdings, Management Holdings GP, and Messrs. Black, Harris and Rowan, disclaims beneficial ownership of the ordinary shares of the Issuer included in this report, except to the extent of any pecuniary interest therein, and this report shall not be deemed an admission that any such person or entity is the beneficial owner of, or has any pecuniary interest in, such securities for purposes of the Securities Exchange Act of 1934, as amended, or for any other purpose. The address for NCL Investment is Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda. The address for each of Overseas Delaware, Overseas 892, Advisors VI, ACM VI, Principal I and Principal I GP, is One Manhattanville Road, Suite 201, Purchase, New York 10577. The address for each of NCL II, AIF VI NCL, Overseas VI, Overseas Germany, Advisors VI (EH), Advisors VI (EH GP), Principal III and Principal III GP is c/o Intertrust Corporate Services (Cayman) Limited, 190 Elgin Street, George Town, KY1-9005 Grand Cayman, Cayman Islands. The address of each of Management VI, AIF VI LLC, Apollo Management, Management GP, Management Holdings, Management Holdings GP, and Messrs. Black, Harris and Rowan, is 9 West 57th Street, 43rd Floor, New York, New York 10019.

This Statement on Form 3 is filed by: (i) NCL Investment Limited, (ii) NCL Investment II Ltd., (iii) Apollo Overseas Partners VI, L.P., (iv) Apollo Overseas Partners (Delaware) VI, L.P., (v) Apollo Overseas Partners (Delaware 892) VI, L.P., (vi) Apollo Overseas Partners (Germany) VI, L.P., (vii) Apollo Advisors VI, L.P., (viii) Apollo Capital Management VI, LLC, (ix) Apollo Principal Holdings I, L.P., (x) Apollo Principal Holdings I GP, LLC, (xi) AIF VI NCL (AIV), L.P., (xii) Apollo Advisors VI (EH), L.P., (xiii) Apollo Advisors VI (EH-GP), Ltd., (xiv) Apollo Principal Holdings III, L.P., (xv) Apollo Principal Holdings III GP Ltd., (xvi) Apollo Management VI, L.P., (xvii) AIF VI Management, LLC, (xviii) Apollo Management, L.P., (xix) Apollo Management GP, LLC, (xx) Apollo Management Holdings, L.P., and (xxi) Apollo Management Holdings GP, LLC

Name of Designated Filer: Apollo Management Holdings GP, LLC

Date of Event Requiring Statement: January 17, 2013

Issuer Name and Ticker or Trading Symbol: Norwegian Cruise Line Holdings Ltd. [NCLH]

NCL INVESTMENT LIMITED

By: /s/ Laurie D. Medley

Laurie D. Medley

Vice President

NCL INVESTMENT II LTD.

By: /s/ Laurie D. Medley

Laurie D. Medley

Vice President

APOLLO OVERSEAS PARTNERS VI, L.P.

By: Apollo Advisors VI, L.P.,
its managing general partner

By: Apollo Capital Management VI, LLC,
its general partner

By: /s/ Laurie D. Medley

Laurie D. Medley

Vice President

APOLLO OVERSEAS PARTNERS (DELAWARE) VI, L.P.

By: Apollo Advisors VI, L.P.,
its general partner

By: Apollo Capital Management VI, LLC,
its general partner

By: /s/ Laurie D. Medley

Laurie D. Medley

Vice President

APOLLO OVERSEAS PARTNERS (DELAWARE 892) VI, L.P.

By: Apollo Advisors VI, L.P.,
its general partner

By: Apollo Capital Management VI, LLC,
its general partner

By: /s/ Laurie D. Medley

Laurie D. Medley

Vice President

APOLLO OVERSEAS PARTNERS (GERMANY) VI, L.P.

By: Apollo Advisors VI, L.P.,
its managing general partner

By: Apollo Capital Management VI, LLC,
its general partner

By: /s/ Laurie D. Medley

Laurie D. Medley

Vice President

APOLLO ADVISORS VI, L.P.

By: Apollo Capital Management VI, LLC,
its general partner

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

APOLLO CAPITAL MANAGEMENT VI, LLC

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

APOLLO PRINCIPAL HOLDINGS I, L.P.

By: Apollo Principal Holdings I GP, LLC,
its general partner

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

APOLLO PRINCIPAL HOLDINGS I GP, LLC

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

AIF VI NCL (AIV), L.P.

By: Apollo Advisors VI (EH), L.P.
its general partner

By: Apollo Advisors VI (EH-GP), Ltd.
its general partner

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

APOLLO ADVISORS VI (EH), L.P.

By: Apollo Advisors VI (EH-GP), Ltd.
its general partner

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

APOLLO ADVISORS VI (EH-GP), LTD.

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

APOLLO PRINCIPAL HOLDINGS III, L.P.

By: Apollo Principal Holdings III GP Ltd.
its general partner

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

APOLLO PRINCIPAL HOLDINGS III GP LTD.

By: /s/ Laurie D. Medley
Laurie D. Medley

Vice President

APOLLO MANAGEMENT VI, L.P.

By: AIF VI Management, LLC
its general partner

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

AIF VI MANAGEMENT, LLC

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

APOLLO MANAGEMENT, L.P.

By: Apollo Management GP, LLC
its general partner

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

APOLLO MANAGEMENT GP, LLC

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President

APOLLO MANAGEMENT HOLDINGS, L.P.

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its general partner

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Laurie D. Medley
Vice President

APOLLO MANAGEMENT HOLDINGS GP, LLC

By: /s/ Laurie D. Medley
Laurie D. Medley
Vice President
