

FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
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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 * Apollo Management Holdings GP, LLC		2. Issuer Name and Ticker or Trading Symbol Norwegian Cruise Line Holdings Ltd. [NCLH]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director <input checked="" type="checkbox"/> 10% Owner ____ Officer (give title below) Other (specify below)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/19/2014		6. Individual or Joint/Group Filing (Check Applicable Line) ____ Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
9 W. 57TH STREET, 43RD FLOOR (Street) NEW YORK, NY 10019 (City) (State) (Zip)			4. If Amendment, Date Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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			
Ordinary shares	11/19/2014		J		13,919,520	A	\$ 0 <u>(1)</u>	54,659,020	I	See footnote <u>(1)</u>

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

SEC 1474 (9-02)
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 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		Date Exercisable	Expiration Date					

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, L.P. 2 MANHATTANVILLE ROAD SUITE 203 PURCHASE, NY 10577		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 Advisors VI, L.P. ONE MANHATTANVILLE ROAD SUITE 201 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		

Signatures

[see signatures attached as Exhibit 99.2]	11/21/2014
<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 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).
- (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 number of ordinary shares, par value \$0.001, of Norwegian Cruise Line Holdings Ltd. (the “Issuer”) acquired in the reported transaction represents ordinary shares that were acquired upon the closing of the merger on November 19, 2014 of a wholly-owned subsidiary of the Issuer with and into Prestige Cruises International, Inc. (“Prestige”), as partial consideration for the cancellation of the shares of common stock and other equity interests of Prestige held by (i) AAA Guarantor - Co-Invest VI (B), L.P. (“Co-Invest VI (B)”), (ii) AAA Guarantor — Co-Invest VII, L.P. (“Co-Invest VII”), (iii) AIF VI Euro Holdings, L.P. (“AIF VI Euro”), (iv) AIF VII Euro Holdings, L.P. (“AIF VII Euro”), (v) Apollo Alternative Assets, L.P. (“Alternative Assets”), (vi) Apollo Management VI, L.P. (“Management VI”), and (vii) Apollo Management VII, L.P. (“Management VII”). The closing price of the ordinary shares of the Issuer on the day prior to the closing of the merger was \$41.77 per share, and the value per share of the common stock of Prestige as of the closing of the merger was \$30.92. As a result of the merger, Co-Invest VII, AIF VI Euro, AIF VII Euro and Management VII, as well as Apollo Advisors VII (EH), L.P. (“Advisors VII (EH)”), Apollo Advisors VII (EH-GP) Ltd (“Advisors VII (EH-GP)”) and AIF VII Management, LLC (“AIF VII LLC”), are included as reporting persons on this Form 4.

Following the reported transaction, the number of ordinary shares reported as beneficially owned by the reporting persons consists of: (a) 5,808,153 shares held of record by Co-Invest VI (B); (b) 24,048 shares held of record by Co-Invest VII; (c) 5,375,063 shares held of record by AIF VI NCL (AIV), L.P. (“AIF VI NCL”); (d) 5,434,804 shares held of record by AIF VI NCL (AIV II), L.P. (“NCL (AIV II)”); (e) 5,312,007 shares held of record by AIF VI NCL (AIV III), L.P. (“NCL (AIV III)”); (f) 5,303,387 shares held of record by AIF VI NCL (AIV IV), L.P. (“NCL (AIV IV)”), (g) 5,937,098 shares held of record by Apollo Overseas Partners VI, L.P. (“Overseas VI”); (h) 2,455,551 shares held of record by Apollo Overseas Partners (Delaware) VI, L.P. (“Overseas Delaware”); (i) 5,996,440 shares held of record by Apollo Overseas Partners (Delaware 892) VI, L.P. (“Overseas 892”), (j) 75,208 shares held of record by Apollo Overseas Partners (Germany) VI, L.P. (“Overseas Germany”); (k) 9,588,742 shares held of record by AIF VI Euro; (l) 3,342,875 shares held of record by AIF VII Euro; (m) 409 shares held of record by Alternative Assets; (n) 3,920 shares held of record by Management VI; and (o) 1,315 shares held of record by Management VII. Co-Invest VI (B), Co-Invest VII, AIF VI NCL, NCL (AIV II), NCL (AIV III), NCL (AIV IV), Overseas VI, Overseas Delaware, Overseas 892, Overseas Germany, AIF VI Euro and AIF VII Euro are referred to collectively as the “Apollo Funds”. Co-Invest VI (B), Co-Invest VII, AIF VI NCL, NCL (AIV II), NCL (AIV III), NCL (AIV IV), Overseas VI, Overseas Delaware, Overseas 892, Overseas Germany, AIF VI Euro, AIF VII Euro, Alternative Assets, Management VI and Management VII are referred to collectively as the “Apollo Holders”.

The amount of securities reported as beneficially owned following the reported transaction does not include an aggregate of 2,115,790 shares (the “Escrow Shares”) of the Issuer’s ordinary shares that are currently being held in escrow in the name of the Issuer pursuant to the Agreement and Plan of Merger dated as of September 2, 2014, as amended (the “Merger Agreement”), by and among Prestige, the Issuer, a wholly-owned subsidiary of the Issuer and Apollo Management, L.P. (“Apollo Management”). The Escrow Shares are subject to forfeiture during the nine month period following the closing of the merger to satisfy the respective indemnification obligations of Co-Invest VI (B), Co-Invest VII, AIF VI Euro, AIF VII Euro, Alternative Assets, Management VI and Management VII under the Merger Agreement. If not forfeited, the Escrow Shares will be distributed to Co-Invest VI (B), Co-Invest VII, AIF VI Euro, AIF VII Euro, Alternative Assets, Management VI and Management VII. The amount of securities reported as beneficially owned following the reported transaction also does not include any ordinary shares of the Issuer held of record by Star NCLC Holdings Ltd., or by any of TPG Viking, L.P., TPG Viking AIV I, L.P., TPG Viking AIV II, L.P. or TPG Viking AIV III, L.P., respectively, which have each granted the Apollo Holders an irrevocable proxy to vote shares held by such persons in the case of certain

transactions that require shareholder approval. Pursuant to the Amended and Restated Shareholders’ Agreement, as amended, among the Issuer, the Apollo Holders and the other shareholders that are a party thereto, the Apollo Holders also have the right under certain circumstances to require each of Star NCLC Holdings Ltd., TPG Viking, L.P., TPG Viking AIV I, L.P., TPG Viking AIV II, L.P. and TPG Viking AIV III, L.P. to sell the ordinary shares of the Issuer held by such entity to a third party purchaser.

AAA MIP Limited (“AAA MIP”) is the general partner of Co-Invest VI (B) and Co-Invest VII. Alternative Assets provides management services to Co-Invest VI (B), Co-Invest VII and AAA MIP. Apollo International Management, L.P. (“Intl Management”) is the managing general partner of Alternative Assets, and Apollo International Management GP, LLC (“International GP”) is the general partner of Intl Management.

Management VI is the manager of each of AIF VI NCL, NCL (AIV II), NCL (AIV III), NCL (AIV IV), Overseas VI, Overseas Delaware, Overseas 892, Overseas Germany and AIF VI Euro. AIF VI Management, LLC (“AIF VI LLC”) is the general partner of Management VI. Management VII is the manager of AIF VII Euro, and AIF VII LLC is the general partner of Management VII.

Apollo Management is the sole member and manager of AIF VI LLC and AIF VII 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 International GP and of Management GP. Apollo Management Holdings GP, LLC (“Management Holdings GP”) is the general partner of Management Holdings.

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

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.

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 the Apollo Funds disclaims beneficial ownership of any of the Issuer’s ordinary shares held of record by any of the other Apollo Funds, and each of AAA MIP, Alternative Assets, Intl Management, International GP, Management VI, AIF VI LLC, Management VII, AIF VII LLC, Apollo Management, Management GP, Management Holdings, Management Holdings GP, Advisors VI (EH), Advisors VI (EH-GP), Advisors VII (EH), Advisors VII (EH-GP), Principal III, Principal III GP, Advisors VI, ACM VI, Principal I, Principal I GP, and Messrs. Black, Harris and Rowan, disclaims beneficial ownership of any shares of the Issuer’s ordinary shares owned of record by any of the Apollo Funds, in each case except to the extent of any pecuniary interest therein, and this report shall not be deemed an

admission that any such entity is the beneficial owner of or has any pecuniary interest in, such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

The address for Co-Invest VI (B) is c/o Trust Company Complex, Ajeltake Road, Ajeltake Island, Majuro, Marshall Islands, MH 96960. The address for Co-Invest VII and AAA MIP is Trafalgar Court, Les Banques, GY1 3QL, St. Peter Port, Guernsey, Channel Islands. The address for each of Alternative Assets, 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 AIF VI NCL, NCL (AIV II), NCL (AIV III), NCL (AIV IV), Overseas VI, Overseas Germany, AIF VI Euro, AIF VII Euro, Advisors VI (EH), Advisors VI (EH GP), Advisors VII (EH), Advisors VII (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 for each of Intl Management, International GP, Management VI, AIF VI LLC, Management VII, AIF VII LLC, Apollo Management,

This Statement on Form 4 is filed by: (i) AAA Guarantor - Co-Invest VI (B), L.P., (ii) AAA Guarantor — Co-Invest VII, L.P., (iii) AIF VI NCL (AIV), L.P., (iv) AIF VI NCL (AIV II), L.P., (v) AIF VI NCL (AIV III), L.P., (vi) AIF VI NCL (AIV IV), L.P., (vii) Apollo Overseas Partners VI, L.P., (viii) Apollo Overseas Partners (Delaware) VI, L.P., (ix) Apollo Overseas Partners (Delaware 892) VI, L.P., (x) Apollo Overseas Partners (Germany) VI, L.P., (xi) AIF VI Euro Holdings, L.P., (xii) AIF VII Euro Holdings, L.P., (xiii) AAA MIP Limited, (xiv) Apollo Alternative Assets, L.P., (xv) Apollo International Management, L.P., (xvi) Apollo International Management GP, LLC, (xvii) Apollo Advisors VI, L.P., (xviii) Apollo Capital Management VI, LLC, (xix) Apollo Principal Holdings I, L.P., (xx) Apollo Principal Holdings I GP, LLC, (xxi) Apollo Advisors VI (EH), L.P., (xxii) Apollo Advisors VI (EH-GP), Ltd., (xxiii) Apollo Advisors VII (EH), L.P., (xxiv) Apollo Advisors VII (EH-GP) Ltd, (xxv) Apollo Principal Holdings III, L.P., (xxvi) Apollo Principal Holdings III GP, Ltd., (xxvii) Apollo Management VI, L.P., (xxviii) AIF VI Management, LLC, (xxix) Apollo Management VII, L.P., (xxx) AIF VII Management, LLC, (xxxi) Apollo Management, L.P., (xxxii) Apollo Management GP, LLC, (xxxiii) Apollo Management Holdings, L.P., and (xxxiv) Apollo Management Holdings GP, LLC

Name of Designated Filer: Apollo Management Holdings GP, LLC

Date of Event Requiring Statement: November 19, 2014

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

AAA GUARANTOR - CO-INVEST VI (B), L.P.

By: AAA MIP Limited
its general partner

By: Apollo Alternative Assets, L.P.
its investment manager

By: Apollo International Management, L.P.
its managing general partner

By: Apollo International Management GP, LLC
its general partner

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

AAA GUARANTOR - CO-INVEST VII, L.P.

By: AAA MIP Limited
its general partner

By: Apollo Alternative Assets, L.P.
its investment manager

By: Apollo International Management, L.P.
its managing general partner

By: Apollo International Management GP, LLC
its general partner

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

AAA MIP LIMITED

By: Apollo Alternative Assets, L.P.
its investment manager

By: Apollo International Management, L.P.
its managing general partner

By: Apollo International Management GP, LLC,
its general partner

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

APOLLO ALTERNATIVE ASSETS, L.P.

By: Apollo International Management, L.P.
its managing general partner

By: Apollo International Management GP, LLC
its general partner

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

APOLLO INTERNATIONAL MANAGEMENT, L.P.

By: Apollo International Management GP, LLC
its general partner

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

APOLLO INTERNATIONAL MANAGEMENT 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

AIF VI NCL (AIV II), 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

AIF VI NCL (AIV III), 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

AIF VI NCL (AIV IV), 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

AIF VI EURO HOLDINGS, 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

AIF VII EURO HOLDINGS, L.P.

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

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

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

APOLLO ADVISORS VII (EH), L.P.

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

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

APOLLO ADVISORS VII (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 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

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 VII, L.P.

By: AIF VII Management, LLC
its general partner

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

AIF VII 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.

By: Apollo Management Holdings GP, LLC
its general partner

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

APOLLO MANAGEMENT HOLDINGS GP, LLC

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