

FORM 4

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

OMB APPROVAL	
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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 * Del Rio Frank J			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) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Pres. & CEO		
(Last) (First) (Middle) 7665 CORPORATE CENTER DRIVE			3. Date of Earliest Transaction (Month/Day/Year) 03/02/2020					
(Street) MIAMI, FL 33126			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)			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			
Common Stock ⁽¹⁾	03/02/2020		A		52,683 ⁽²⁾	A	\$ 0	599,647	D	
Common Stock ⁽³⁾	03/02/2020		F		6,915	D	\$ 37.26	592,732	D	
Common Stock ⁽⁴⁾	03/02/2020		F		58,818	D	\$ 37.26	533,914	D	
Common Stock ⁽⁵⁾	03/02/2020		F		6,947	D	\$ 37.26	526,967	D	
Common Stock ⁽⁶⁾	03/02/2020		F		4,444	D	\$ 37.26	522,523	D	
Common Stock								40,160	I	By Breeze Hill Investments, LLC
Common Stock								17,912	I	By GCO Management, LLC
Common Stock								27,875	I	By FJDR Family Trust

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

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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
Del Rio Frank J 7665 CORPORATE CENTER DRIVE MIAMI, FL 33126	X		Pres. & CEO	

Signatures

/s/ Daniel S. Farkas, as attorney-in-fact for Frank J. Del Rio		03/04/2020
<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) Each restricted share unit represents the contingent right to receive one share of Norwegian Cruise Line Holdings Ltd.'s ("NCLH") common stock upon vesting.
- (2) Represents a grant of restricted share units under NCLH's Amended and Restated 2013 Performance Incentive Plan. The restricted share units will vest in three equal installments on March 1, 2021, March 1, 2022 and March 1, 2023.
- (3) Represents shares withheld by NCLH to satisfy tax withholding obligations in connection with the vesting of 1/3rd of 52,715 restricted share units granted to the reporting person on August 1, 2017.
- (4) Represents shares withheld by NCLH to satisfy tax withholding obligations in connection with the vesting of 158,146 restricted share units granted to the reporting person on August 1, 2017.
- (5) Represents shares withheld by NCLH to satisfy tax withholding obligations in connection with the vesting of 1/3rd of 52,956 restricted share units granted to the reporting person on March 1, 2018.
- (6) Represents shares withheld by NCLH to satisfy tax withholding obligations in connection with the vesting of 1/3rd of 33,881 restricted share units granted to the reporting person on March 1, 2019.

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.