

# 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 * <b>Kempa Mark</b>		2. Issuer Name and Ticker or Trading Symbol <b>Norwegian Cruise Line Holdings Ltd. [NCLH]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <div style="border: 1px solid black; padding: 2px; width: fit-content; margin-left: 100px;">EVP &amp; CFO</div>	
(Last) (First) (Middle) <b>7665 CORPORATE CENTER DRIVE</b>		3. Date of Earliest Transaction (Month/Day/Year) <b>03/01/2021</b>			
(Street) <b>MIAMI, FL 33126</b>		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)		<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 <sup>(1)</sup>	03/01/2021		F		1,158	D	\$ 29.85	197,224	D	
Common Stock <sup>(2)</sup>	03/01/2021		F		2,814	D	\$ 29.85	194,410	D	
Common Stock <sup>(3)</sup>	03/01/2021		F		3,161	D	\$ 29.85	191,249	D	
Common Stock <sup>(4)</sup>	03/01/2021		F		4,003	D	\$ 29.85	187,246	D	

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		(A)	(D)					

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kempa Mark 7665 CORPORATE CENTER DRIVE MIAMI, FL 33126			EVP & CFO	

## Signatures

/s/Daniel S. Farkas, as attorney-in-fact for Mark Kempa

03/03/2021

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).

- (1) Represents shares withheld by Norwegian Cruise Line Holdings Ltd. ("NCLH") to satisfy tax withholding obligations in connection with the vesting of 1/3rd of 8,826 restricted share units granted to the reporting person on March 1, 2018.
- (2) Represents shares withheld by NCLH to satisfy tax withholding obligations in connection with the vesting of 8,826 performance share units granted to the reporting person on March 1, 2018.
- (3) Represents shares withheld by NCLH to satisfy tax withholding obligations in connection with the vesting of 1/3rd of 24,093 restricted share units granted to the reporting person on March 1, 2019.
- (4) Represents shares withheld by NCLH to satisfy tax withholding obligations in connection with the vesting of 1/3rd of 36,965 restricted share units granted to the reporting person on March 1, 2020.

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

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