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

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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

| es) | | | | | | | | | - | | | | | | |
|--|--|---|---|--|--|--|--|---|---|---|--|--|--|---|--|
| 1. Name and Address of Reporting Person* Binder Robert | | | | 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 10% Owner | | | | |
| (Last) (First) (Middle) 7665 CORPORATE CENTER DRIVE | | | | 3. Date of Earliest Transaction (Month/Day/Year) 02/26/2019 | | | | | | X Officer (give title below) Other (specify below) Vice Chair, Pres. & CEO OC | | | | | |
| (Street) MIAMI, FL 33126 | | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | |
| (State) | (Zip) | | Т | able I | - Noi | n-Dei | ivative S | Securities | Acqui | ired, Disp | osed of, or l | Beneficially (| Owned | | |
| | 2. Transaction Date (Month/Day/Year) | | any | | f Code (Instr. 8) | | | | of (D) | D) Beneficially Owned Following Reported Transaction(s) | | Following (s) | Ownership Form: | Beneficial | |
| | | (Month/Day | y/ Y ear | | ode | v | Amount | (A) or t (D) | Price | (Instr. 3 a | | | or Indirect (I) | Ownership (Instr. 4) | |
| 1 | 02/26/2019 | | | 1 | A | | 15,000 | A | \$ 0 | 116,229 |) | | D | | |
| 1 | 02/26/2019 | | | | F | | 3,667 | | | 112,562 | 2 | | D | | |
| | | | | | equire | the t | form dis | splays a of, or Ber | curre neficial | ntly valid | OMB con | | | | |
| Date Ex (Month/Day/Year) and | on 3A. Deemed Execution Da /Year) any | 4. Trans Code | action | 5. Number of | | 6. Date Exercisable and Expiration Date (Month/Day/Year) Comparison of the Exercisable and Expiration Date (Month/Day/Year) Comparison of the Exercisable and Exercisable and Expiration Date (Month/Day/Year) | | | 7. Ti Amo Und Secu | Fitle and tount of derlying curities str. 3 and Amount | 8. Price of Derivative Security (Instr. 5) | Derivative Securities Beneficially Owned Following Reported | Ownership Form of Derivative Security: Direct (D) or Indirect | Beneficia Ownersh : (Instr. 4) | |
| | | | | | | Date | | Expiratio | n Tid | or Number | | | | | |
| | (First) (First) (First) (Street) (Street) (State) 1 1 2 3. Transaction Date | (First) (Middle) TE CENTER DRIVE (Street) 6 (State) (Zip) 2. Transaction Date (Month/Day/Year) 0 02/26/2019 0 02/26/2019 1 separate line for each class of securing Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) | 2. Issuer Norwegi (First) (Middle) 3. Date of 02/26/20 (Street) 4. If Amen (State) (Zip) 2. Transaction Date (Month/Day/Year) 0. O2/26/2019 0. O2/26/2019 Table II - Derivative Securities benefice (e.g., puts, code (Month/Day/Year)) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (e.g., puts, code (Month/Day/Year)) (Month/Day/Year) (Instruction Date, if any (Month/Day/Year)) | 2. Issuer Name Norwegian Cr (First) (Middle) 3. Date of Earlies 02/26/2019 (Street) 4. If Amendment (State) (Zip) T 2. Transaction Date (Month/Day/Year) 0 2/26/2019 1 02/26/2019 1 02/26/2019 Table II - Derivative Securities beneficially of Execution Date, if any (Month/Day/Year) 3. Transaction Date (e.g., puts, calls, we have the composite of the composition of t | 2. Issuer Name and Townorwegian Cruise In Norwegian Cruise In Norw | 2. Issuer Name and Ticker Norwegian Cruise Line (First) (Middle) (Street) 3. Date of Earliest Transaction (O2/26/2019) (Street) 4. If Amendment, Date Original Cruise Line 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Transaction Date (Instr. 8) Code (Instr. 8) Table II - Derivative Securities Acquire (e.g., puts, calls, warrants, open (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Instr. 8) 5. Number Ocode (Instr. 8) Table II - Derivative Securities Derivative Securities Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3) | 2. Issuer Name and Ticker or Tr. Norwegian Cruise Line Hol (First) (Middle) (First) (Middle) (Street) 3. Date of Earliest Transaction (M 02/26/2019 (Street) 4. If Amendment, Date Original F. (State) (Zip) Table I - Non-Det 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Issuer Name and Ticker or Tr. Norwegian Cruise Line Hol 02/26/2019 4. If Amendment, Date Original F. Code (Instr. 8) Code (Instr. 8) Code V 1. 02/26/2019 A 1. 02/26/2019 F Table II - Derivative Securities Acquired, D. (e.g., puts, calls, warrants, options and (Month/Day/Year) (Month/Day/Year) 3. Transaction Date Execution Date, if any (Month/Day/Year) Table II - Derivative Securities Acquired, D. 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Date of Earliest Transaction (Month/Day/Year) 02/26/2019 (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) 6. Individual Street of Code (Month/Day/Year) 7. Table I - Non-Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (Month/Day/Year) 7. Special Street of Code (Month/Day/Year) 8. Special Street of Code (Mo | Separate line for each class of securities beneficially owned directly or large line for each class of securities beneficially owned directly or indirectly. | 2. Issuer Name and Ticker or Trading Symbol Norwegian Cruise Line Holdings Ltd. [NCLH] (First) (Middle) (O2/26/2019) 3. Date of Earliest Transaction (Month/Day/Year) (State) (Zip) (Zi | 2. Issuer Name and Ticker or Trading Symbol Norwegian Cruise Line Holdings Ltd. [NCLH] 3. Date of Earliest Transaction (Month/Day/Year) (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (State) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. 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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3) A Deemed Execution Date, if (Month/Day/Year) (Month/Day/Year) A 5 Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3) A Deemed Execution Date, if (Instr. 3) A Deemed Execution Date, if (Month/Day/Year) (Month/Day/Year) A 5 Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3) B 6 Date Exercisable and Expiration Date (Instr. 3) Code (Instr. 4) Code (Instr. 5) Code (Instr. 4) Code (Instr. 4) Code (Instr. 4) Code (Instr. 5) Code (Instr. 4) Code (Instr. 5) Code | |

Kepor ung Owners

| | Relationships | | | | | | |
|---|---------------|--------------|----------------------------|-------|--|--|--|
| Reporting Owner Name / Address | Director | 10% Owner | Officer | Other | | | |
| Binder Robert 7665 CORPORATE CENTER DRIVE MIAMI, FL 33126 | | | Vice Chair, Pres. & CEO OC | | | | |

Signatures

| /s/Daniel S. Farkas, as attorney-in-fact for Robert Binder | 02/28/2019 |
|--|------------|
| **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).
- On March 1, 2017 the reporting person was granted 15,000 restricted share units with respect to the ordinary shares of Norwegian Cruise Line Holdings Ltd. ("NCLH") (1) which vest based on performance hurdles. The Compensation Committee determined that the performance criteria for 2018 was met on February 26, 2019, resulting in the vesting of 15,000 restricted share units.
- (2) Represents shares withheld by NCLH to satisfy tax withholding obligations in connection with the vesting of 15,000 restricted share units granted to the reporting person on March 1, 2017.

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.