

Kempa Mark
Form 3
March 14, 2018

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,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Kempa Mark | | (Month/Day/Year) | Norwegian Cruise Line Holdings Ltd. [NCLH] | |
| (Last) | (First) | 03/05/2018 | | |
| 7665 CORPORATE CENTER DRIVE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| MIAMI, FL 33126 | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | Interim CFO, SVP, Finance | |
| | | | 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 | |

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) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 7,003 | D | ^ |
| Common Stock ⁽¹⁾ | 2,500 ⁽²⁾ | D | ^ |
| Common Stock ⁽¹⁾ | 8,334 ⁽³⁾ | D | ^ |
| Common Stock ⁽¹⁾ | 8,826 ⁽⁴⁾ | D | ^ |

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

SEC 1473 (7-02)

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

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| 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 | | | |
| Stock Option (right to buy) | Â (5) | 01/17/2020 | Common Stock | 906 | \$ 19 | D | Â |
| Stock Option (right to buy) | Â (6) | 01/17/2020 | Common Stock | 4,046 | \$ 19 | D | Â |
| Stock Option (right to buy) | Â (7) | 06/30/2023 | Common Stock | 10,000 | \$ 30.95 | D | Â |
| Stock Option (right to buy) | Â (8) | 06/30/2024 | Common Stock | 15,000 | \$ 31.9 | D | Â |
| Stock Option (right to buy) | Â (9) | 11/18/2024 | Common Stock | 15,000 | \$ 41.79 | D | Â |
| Stock Option (right to buy) | Â (10) | 06/30/2025 | Common Stock | 30,000 | \$ 56.19 | D | Â |
| Stock Option (right to buy) | Â (11) | 02/28/2026 | Common Stock | 15,000 | \$ 50.31 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kempa Mark 7665 CORPORATE CENTER DRIVE MIAMI, FL 33126 | Â | Â | Â Interim CFO, SVP, Finance | Â |

Signatures

By: /s/ Daniel S. Farkas, attorney-in-fact for Mark Kempa 03/14/2018

__Signature of Reporting Person

Date

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) 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 unvested portion of a grant of restricted share units made on March 1, 2016 under NCLH's Amended and Restated 2013 Performance Incentive Plan (the "Plan"). The restricted share units will vest in one installment on March 1, 2019.
 - (3) Represents unvested portion of a grant of restricted share units made on March 1, 2017 under the Plan. The restricted share units will vest in equal installments on March 1, 2019 and March 1, 2020.

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- (4) Represents unvested portion of a grant of restricted share units made on March 1, 2018 under the Plan. The restricted share units will vest in equal installments on March 1, 2019, March 1, 2020 and March 1, 2021.
- (5) The options were subject to time and performance-based vesting requirements. All of the options were vested as of September 4, 2017.
- (6) The options vested over a period of five years. All of the options were vested as of January 18, 2018.
- (7) The options vested over a period of four years and all of the options were vested as of July 1, 2017.
- (8) 3,750 of the options vested on each of July 1, 2015, July 1, 2016 and July 1, 2017. The remaining 3,750 options will vest on July 1, 2018.
- (9) 3,750 of the options vested on each of November 19, 2015, November 19, 2016 and November 19, 2017. The remaining 3,750 options will vest on November 19, 2018.
- (10) 10,000 of the options vested on each of July 1, 2016 and July 1, 2017. The remaining 10,000 options will vest on July 1, 2018.
- (11) 5,000 of the options vested on March 1, 2017 and March 1, 2018. The remaining 5,000 options will vest on March 1, 2019.

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Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

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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