

Norwegian Cruise Line Holdings Ltd.  
 Form 3  
 March 12, 2015

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

**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 * Å Stuart Andrew (Last) (First) (Middle)  7665 CORPORATE CENTER DRIVE (Street)  MIAMI, Å FL Å 33126 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 03/04/2015	3. Issuer Name and Ticker or Trading Symbol Norwegian Cruise Line Holdings Ltd. [NCLH]	4. Relationship of Reporting Person(s) to Issuer  (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Pres. & COO of Nor. brand	5. 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
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**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	180,100	D	Å

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)**

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)  Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Stock Option (right to buy)	01/18/2013	01/17/2020	Common Stock	105,414 \$ 19		D	Â
Stock Option (right to buy)	Â (1)	07/01/2023	Common Stock	50,000 \$ 30.95		D	Â
Stock Option (right to buy)	Â (2)	06/30/2024	Common Stock	40,000 \$ 31.9		D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stuart Andrew 7665 CORPORATE CENTER DRIVE MIAMI, FL 33126	Â	Â	Â Pres. & COO of Nor. brand	Â

## Signatures

/s/ Daniel S. Farkas, attorney-in-fact for Andrew Stuart

03/12/2015

\_\_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) The options vest in four equal, annual installments. The first vesting occurred on 07/01/2014 and the remainder of the options vest on 07/01/2015, 07/01/2016 and 07/01/2017.
- (2) The options vest in four equal, annual installments on 07/01/2015, 07/01/2016, 07/01/2017 and 07/01/2018.

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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. 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.