

Norwegian Cruise Line Holdings Ltd.

Form 4

August 06, 2015

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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)

(Last) (First) (Middle)

7665 CORPORATE CENTER  
DRIVE

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/04/2015

☒ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
Pres. & CEO

(Street)

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

MIAMI, FL 33126

(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)
Common Stock <sup>(1)</sup>	08/04/2015		Code V Amount A <u>150,000</u> (2)	(A) or (D) Price A \$ 0	327,152	D	
Common Stock <sup>(1)</sup>	08/04/2015		A <u>50,000</u> (3)	A \$ 0	377,152	D	
Common Stock					264,213	I	By Breeze Hill Investments, LLC
Common Stock					117,842	I	By GCO Management,

LLC

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 59.43	08/04/2015		A		625,000		<u>(4)</u>	08/03/2025	Common Stock	625,000
Stock Option (right to buy)	\$ 59.43	08/04/2015		A		208,333		<u>(5)</u>	08/03/2025	Common Stock	208,333

## 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

08/06/2015

\_\_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) Each restricted share unit represents the contingent right to receive one share of Norwegian Cruise Line Holdings Ltd.'s ("NCLH") common stock upon vesting.

## Edgar Filing: Norwegian Cruise Line Holdings Ltd. - Form 4

- (2) Represents a grant of restricted share units under NCLH's 2013 Performance Incentive Plan (the "Plan"). The restricted share units will vest in four equal installments on June 30, 2016, June 30, 2017, June 30, 2018 and June 30, 2019.
- (3) Represents a grant of restricted share units under NCLH's Plan. The restricted share units will vest, if at all, if the average 20 day share price of NCLH ordinary shares exceeds a specified amount during the term of the reporting person's employment contract.
- (4) The options vest in two equal installments on June 30, 2017 and June 30, 2019.
- (5) The options become exercisable, if at all, if the average 20 day share price of NCLH ordinary shares exceeds a specified amount during the term of the reporting person's employment contract.

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.