

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2023-03-03** | Period of Report: **2023-03-01**
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REPORTING OWNER

Sommer Harry

CIK: **1666918**

Type: **4** | Act: **34** | File No.: **001-35784** | Film No.: **23704725**

Mailing Address
7665 CORPORATE CENTER
DRIVE
MIAMI FL 33126

ISSUER

Norwegian Cruise Line Holdings Ltd.

CIK: **1513761** | IRS No.: **980691007** | State of Incorporation: **DO** | Fiscal Year End: **1231**
SIC: **4400** Water transportation

Mailing Address
7665 CORPORATE DRIVE
MIAMI FL 33126

Business Address
7665 CORPORATE DRIVE
MIAMI FL 33126
305-436-4000

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person Sommer Harry			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) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Pres. & CEO of NCL	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/01/2023			
7665 CORPORATE CENTER DRIVE			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	
(Street)						
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)	
			Code	V	Amount	(A) or (D)				Price
Common Stock ⁽¹⁾	03/01/2023		A		66,050 ⁽²⁾	A	\$ 0	380,988	D	
Common Stock ⁽³⁾	03/01/2023		E		4,849	D	\$15.14	376,139	D	
Common Stock ⁽⁴⁾	03/01/2023		E		7,274	D	\$15.14	368,865	D	
Common Stock ⁽⁵⁾	03/01/2023		E		5,857	D	\$15.14	363,008	D	

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 Securities Underlying Derivative Security (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)					

Explanation of Responses:

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 a grant of restricted share units under NCLH's Amended and Restated 2013 Performance Incentive Plan. The restricted share units will vest in three equal installments on March 1, 2024, March 1, 2025 and March 1, 2026.
3. Represents shares withheld by NCLH to satisfy tax withholding obligations in connection with the vesting of 12,322 restricted share units granted to the reporting person on March 2, 2020.
4. Represents shares withheld by NCLH to satisfy tax withholding obligations in connection with the vesting 18,482 performance-based restricted share units granted to the reporting person on March 2, 2020.
5. Represents shares withheld by NCLH to satisfy tax withholding obligations in connection with the vesting of 14,884 restricted share units granted to the reporting person on June 11, 2021.

Signatures

/s/Daniel S. Farkas, as attorney-in-fact for Harry Sommer

** Signature of Reporting Person

03/03/2023

Date

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

* 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).

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

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 Number.