

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-28** | Period of Report: **2013-01-24**
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(HTML Version on secdatabase.com)

ISSUER

Norwegian Cruise Line Holdings Ltd.

CIK: **1513761** | IRS No.: **980691007**
SIC: **4400** Water transportation

Mailing Address
7665 CORPORATE DRIVE
MIAMI FL 33126

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

REPORTING OWNER

Genting Hong Kong Ltd

CIK: **1567068** | State of Incorporation: **D0** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **001-35784** | Film No.: **13551558**

Mailing Address
SUITE 1501, OCEAN
CENTRE
5 CANTON ROAD,
KOWLOON
HONG KONG F4 0000000000

Business Address
SUITE 1501, OCEAN
CENTRE
5 CANTON ROAD,
KOWLOON
HONG KONG F4 0000000000
852-2378-2000

Star NCLC Holdings Ltd.

CIK: **1567070** | State of Incorporation: **D0** | Fiscal Year End: **1231**
Type: **4** | Act: **34** | File No.: **001-35784** | Film No.: **13551559**

Mailing Address
C/O SUITE 1501, OCEAN
CENTRE
5 CANTON ROAD,
KOWLOON
HONG KONG F4 0000000000

Business Address
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852-2378-2000

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 Star NCLC Holdings Ltd.			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 checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/24/2013			6. Individual or Joint/Group Filing (Check applicable line) <input type="checkbox"/> Form Filed by One Reporting Person <input checked="" type="checkbox"/> Form Filed by More than One Reporting Person		
C/O SUITE 1501, OCEAN CENTRE, 5 CANTON ROAD, KOWLOON			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) HONG KONG, F4 00000								
(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			
Ordinary Shares, par value \$0.001 per share	01/24/2013		J	(1)	5,000	D	(1)	0 (1)	D (1)	
Ordinary Shares, par value \$0.001 per share	01/24/2013		J	(2)	88,469,334	A	(2)	88,469,334 (2) (3) (4)	D (2)	

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)	Date Exercisable	Expiration Date					

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Star NCLC Holdings Ltd. C/O SUITE 1501, OCEAN CENTRE 5 CANTON ROAD, KOWLOON HONG KONG, F4 00000		X		
Genting Hong Kong Ltd C/O SUITE 1501, OCEAN CENTRE 5 CANTON ROAD, KOWLOON HONG KONG, F4 00000		X		

Explanation of Responses:

1. Prior to the closing of the initial public offering on January 24, 2013 (the "IPO") of ordinary shares, par value \$0.001 (each, an "Ordinary Share") of Norwegian Cruise Line Holdings Ltd. (the "Issuer"), the 5,000 Ordinary Shares of the Issuer previously reported as beneficially owned by Genting Hong Kong Limited, a Bermuda limited liability company ("Genting HK"), through its wholly-owned subsidiary, Star NCLC Holdings Ltd., a Bermuda limited liability company ("Star NCLC" and, together with Genting HK, the "Reporting Persons") were redeemed by the Issuer at a price per Ordinary Share equal to the par value of the Ordinary Shares. The address of each of Genting HK and Star NCLC is c/o Suite 1501, Ocean Centre, 5 Canton Road, Tsimshatsui, Kowloon, Hong Kong SAR.
2. Prior to the closing of the IPO, the Reporting Persons exchanged an aggregate of 10,500,000 ordinary shares of NCL Corporation Ltd. that were held of record by Star NCLC for an aggregate of 88,469,334 Ordinary Shares. The Issuer offered Ordinary Shares to the public in the IPO at a price of \$19.00 per Ordinary Share.
3. As of September 30, 2012, the principal shareholders of Genting HK are: Golden Hope Limited ("GHL") - 45.31%, and Genting Malaysia Berhad ("GENM") - 18.41%. GHL is a company incorporated in the Isle of Man acting as trustee of the Golden Hope Unit Trust, a private unit trust which is held directly and indirectly by IFG International Trust Company Limited as trustee of a discretionary trust, the beneficiaries of which are Tan Sri Lim Kok Thay and certain members of his family (the "Lim Family"). GENM is a Malaysian company listed on the Main Market of Bursa Malaysia Securities Berhad in which Parkview Management Sdn Bhd as trustee of a discretionary trust, the beneficiaries of which are the Lim Family, has a substantial indirect beneficial interest. As a result, an aggregate of 63.72% of Genting HK's outstanding shares is owned by GENM and GHL as trustee of the Golden Hope Unit Trust, directly or indirectly, as of September 30, 2012.
4. Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), this filing shall not be deemed an admission that the Reporting Persons are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owners of any Ordinary Shares in excess of their respective pecuniary interests.

Remarks:

5. The Reporting Persons are jointly filing this Form 4 pursuant to Rule 16a-3(j) under the Exchange Act.

Signatures

/s/ Blondel So King Tak, Director, Star NCLC Holdings Ltd. (5)

01/28/2013

/s/ Blondel So King Tak, Chief Operating Officer, Genting Hong Kong Limited (5)

01/28/2013

** Signature of Reporting Person

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.