

# 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](http://secdatabase.com))

### REPORTING OWNER

#### **BONDERMAN DAVID**

CIK: **860866**

Type: **4** | Act: **34** | File No.: **001-35784** | Film No.: **13553095**

Mailing Address  
301 COMMERCE STREET  
SUITE 3300  
FORT WORTH TX 76102

### 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

#### **COULTER JAMES G**

CIK: **1099776**

Type: **4** | Act: **34** | File No.: **001-35784** | Film No.: **13553093**

Mailing Address  
301 COMMERCE STREET  
SUITE 3300  
FORT WORTH TX 76102

#### **TPG Group Holdings (SBS) Advisors, Inc.**

CIK: **1495741** | State of Incorporation: **DE**

Type: **4** | Act: **34** | File No.: **001-35784** | Film No.: **13553094**

Mailing Address  
C/O TPG CAPITAL, L.P.  
301 COMMERCE ST. SUITE  
3300  
FORT WORTH TX 76102

Business Address  
C/O TPG CAPITAL, L.P.  
301 COMMERCE ST. SUITE  
3300  
FORT WORTH TX 76102  
817-871-4000

# 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

OMB Number: 3235-0287  
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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 <b>TPG Group Holdings (SBS) Advisors, Inc.</b>			2. Issuer Name and Ticker or Trading Symbol <b>Norwegian Cruise Line Holdings Ltd.</b> [NCLH]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director <input checked="" type="checkbox"/> 10% Owner ____ Officer (give title below) _____ 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) ____ Form Filed by One Reporting Person <input checked="" type="checkbox"/> Form Filed by More than One Reporting Person		
C/O TPG GLOBAL, LLC, 301 COMMERCE STREET, SUITE 3300			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) FORT WORTH, TX 76102								
(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	01/24/2013		J	(1)	1,250	D	(1)	0	I	See Explanation of Responses (1)
Ordinary Shares	01/24/2013		J	(2)	22,117,334	A	(2)	22,117,334	I	See Explanation of Responses (5) (2) (3) (4) (6) (7)

**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)					



\*\* 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.**