FORM 4

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

OMB APPROVAL
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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 or Section 30(h) of the Investment Company Act of 1940

pe Response	s)		1										
1. Name and Address of Reporting Person * Ashby Faye L.			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) 03/02/2020						X Officer (give title below) Other (specify below) SVP & Chief Accounting Officer				
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) X_Form filed by One Reporting Person				ble Line)	
FL 33126										od by More than	Tone Reporting	, i cison	
r)	(State)	(Zip)	Ta	able I - No	n-Dei	rivative S	Securiti	es Acqu	ired, Dispo	osed of, or l	Beneficially	Owned	
1.Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year)	any	f Code (Instr. 8)				Beneficially Owned Following Reported Transaction(s)			Ownership Form:	Beneficial	
			(Month/Day/Year)	Code	V	Amoun	(A) or t (D)	Price	(Instr. 3 and 4)		or Indirect (I)	Ownership (Instr. 4)	
Stock (1)		03/02/2020		A		13,86	l A	\$ 0	60,499			D	
Common Stock (3)		03/02/2020		F		1,106	D	\$ 37.26	59,393		D		
Stock (4)		03/02/2020		F		717	D	\$ 37.26	58,676			D	
Common Stock (5)		03/02/2020		F		1,100	D	\$ 37.26	57,576			D	
Report on a s	separate line fo	r each class of secur	ities beneficially ov	wned direc	Pers	sons wh	o resp	orm ar	e not requ	uired to res	spond unle	ess	1474 (9-02)
Conversion Date or Exercise (Month/Day		Execution Da any	te, if Transaction Code ('ear) (Instr. 8)	Number a		nd Expiration Date		Am Und Sec	ount of derlying urities tr. 3 and	8. Price of Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported	Owners Form of Derivat Security Direct (or Indir	Beneficia Ownersh (Instr. 4)
			Code V	(A) (D)				Titl	Amount or Number of Shares				
	ad Address of aye L. RPORATI FL 33126 Security Stock (1) Stock (3) Stock (4) Stock (5) Report on a s Conversion or Exercise Price of Derivative	ad Address of Reporting Per aye L. (First) RPORATE CENTER (Street) FL 33126 (State) (State) (Stock (1) 1 Stock (3) 1 Stock (4) 1 Stock (5) Report on a separate line for Exercise Price of Derivative A Transaction Date (Month/Day/Y	Address of Reporting Person are all address of Report DRIVE (Street) FL 33126 (State) (State) (Zip) (Recurity 2. Transaction Date (Month/Day/Year) (Month/Day/Year) A Stock (3) (3) (3) (4) (3) (4) (3) (4) (3) (3	and Address of Reporting Person* anye L. Conversion or Exercise Price of Derivative Security 2. Issuer Name a Norwegian Cru 3. Date of Earliest 03/02/2020 4. If Amendment, 4. If Amendment, 5. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Stock (1) 3. Date of Earliest 03/02/2020 4. If Amendment, 5. Transaction Date (Month/Day/Year) 4. If Amendment, 5. Transaction Date (Month/Day/Year) 6. Stock (1) 6. Stock (1) 6. Stock (1) 7. Table II - Derivative Securities beneficially on the Date (Month/Day/Year) 7. Table II - Derivative Securities Date (Month/Day/Year) 8. A. Deemed Execution Date, if any (Month/Day/Year) 8. Stock (5) 8. Stock (4) 8. Stock (5) 8. A. Deemed Execution Date, if any (Month/Day/Year) 8. Stock (5) 8. A. Deemed Execution Date, if any (Month/Day/Year) 8. Stock (5) 8. A. Deemed Execution Date, if any (Month/Day/Year) 8. A. Deemed Execution Date, if any (Month/Day/Year) 9. Conversion Opate (Month/Day/Year) 19. Code (Instr. 8)	and Address of Reporting Person and Address of Reporting Person are Line (First) (Middle) (Street) (Street) (Street) (Street) (Street) (Street) (Street) (A. If Amendment, Date Origin FL 33126 (State) (Zip) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (A. Stock (1)	2. Issuer Name and Ticker or Tr. Norwegian Cruise Line Hol (Middle) (Street) 3. Date of Earliest Transaction (M. (Middle) (Street) 4. If Amendment, Date Original F FL 33126 (State) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Instr. 8) (Month/Day/Year) (Month/Day/	Address of Reporting Person 2 aye L. (First) (Middle) (Street) (Street) (Street) (Strate) (A) (Strate) (A) (A) (A) (B) (Calp) (Calp) (Calp) (Calp) (Calp) (Code (Instr. 3) (A) (A) or I and Address of Reporting Person 20/(2/2020) (A) (A) or I and Address of Reporting Person 20/(2/2020) (Strate) (Strate) (Strate) (Strate) (Strate) (Strate) (A) (Cade (Instr. 3) (A) (A) or I and Address of Reporting Person 20/(2/2020) (A) (Code (Instr. 3) (A) (Code (Instr. 3) (A) (Code (Instr. 3) (A) (Code (Instr. 3) (Code (Instr. 4) (Code (Instr. 4) (Code (Instr. 4)	Address of Reporting Person aye L. Code Code	Address of Reporting Person Age L. Code Code	Address of Reporting Person— Aye L. Address of Reporting Person— Aye L. Aye L. Address of Reporting Person— Aye L. Aye L.	Address of Reporting Person 2 Address of Reporting Person 3 2. Issuer Name and Ticker or Trading Symbol Norwegian Cruise Line Holdings Ltd. [NCLH] (First) (Middle) (Middle	Address of Reporting Person 2	Address of Reporting Person 2 2. Issuer Name and Ticker or Trading Symbol Norwegian Cruise Line Holdings Ltd. [NCLH] Norwegian Cruise Line Holdings Ltd. [NCLH] (Check all applicable)

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Ashby Faye L. 7665 CORPORATE CENTER DRIVE MIAMI, FL 33126			SVP & Chief Accounting Officer			

Signatures

/s/ Daniel S. Farkas, as attorney-in-fact for Faye L. Ashby	03/04/2020	
**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.
- 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, 2021, March 1, 2022 and March 1, 2023.
- (3) Represents shares withheld by NCLH to satisfy tax withholding obligations in connection with the vesting of 1/3rd of 12,500 restricted share units granted to the reporting person on March 1, 2017.
- (4) Represents shares withheld by NCLH to satisfy tax withholding obligations in connection with the vesting of 1/3rd of 8,826 restricted share units granted to the reporting person on March 1, 2018.
- (5) Represents shares withheld by NCLH to satisfy tax withholding obligations in connection with the vesting of 1/3rd of 13,552 restricted share units granted to the reporting person on March 1, 2019.

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.