

FORM 4

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

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| OMB APPROVAL | |
| OMB Number: | 3235-0287 |
| Estimated average burden hours per response... | 0.5 |

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

(Print or Type Responses)

| | | | | | |
|--|--|--|--|--|--|
| 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) 7665 CORPORATE CENTER DRIVE | | 3. Date of Earliest Transaction (Month/Day/Year) 03/02/2020 | | | |
| (Street) MIAMI, FL 33126 | | 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 | |
| (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) | 03/02/2020 | | A | | 36,965 (2) | A | \$ 0 | 145,448 | D | |
| Common Stock (3) | 03/02/2020 | | F | | 2,461 | D | \$ 37.26 | 142,987 | D | |
| Common Stock (4) | 03/02/2020 | | F | | 1,911 | D | \$ 37.26 | 141,076 | D | |
| Common Stock (5) | 03/02/2020 | | F | | 1,956 | D | \$ 37.26 | 139,120 | D | |

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.

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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) | 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) | | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Sommer Harry 7665 CORPORATE CENTER DRIVE MIAMI, FL 33126 | | | Pres. & CEO of NCL | |

Signatures

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

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.
- (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, 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 30,000 restricted stock 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 23,536 restricted stock 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 24,093 restricted stock 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.