

INITIAL STATEMENT OF 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 * Kempa Mark (Last) (First) (Middle) 7665 CORPORATE CENTER DRIVE (Street) MIAMI, FL 33126 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 03/05/2018	3. Issuer Name and Ticker or Trading Symbol Norwegian Cruise Line Holdings Ltd. [NCLH]		
		4. 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) Interim CFO, SVP, Finance		5. 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		

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	7,003	D	
Common Stock (1)	2,500 (2)	D	
Common Stock (1)	8,334 (3)	D	
Common Stock (1)	8,826 (4)	D	

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (right to buy)	(5)	01/17/2020	Common Stock	906	\$ 19	D	
Stock Option (right to buy)	(6)	01/17/2020	Common Stock	4,046	\$ 19	D	
Stock Option (right to buy)	(7)	06/30/2023	Common Stock	10,000	\$ 30.95	D	
Stock Option (right to buy)	(8)	06/30/2024	Common Stock	15,000	\$ 31.9	D	
Stock Option (right to buy)	(9)	11/18/2024	Common Stock	15,000	\$ 41.79	D	
Stock Option (right to buy)	(10)	06/30/2025	Common Stock	30,000	\$ 56.19	D	
Stock Option (right to buy)	(11)	02/28/2026	Common Stock	15,000	\$ 50.31	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kempa Mark 7665 CORPORATE CENTER DRIVE MIAMI, FL 33126			Interim CFO, SVP, Finance	

Signatures

By: /s/ Daniel S. Farkas, attorney-in-fact for Mark Kempa		03/14/2018
<small>**Signature of Reporting Person</small>		<small>Date</small>

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 unvested portion of a grant of restricted share units made on March 1, 2016 under NCLH's Amended and Restated 2013 Performance Incentive Plan (the "Plan"). The restricted share units will vest in one installment on March 1, 2019.
- (3) Represents unvested portion of a grant of restricted share units made on March 1, 2017 under the Plan. The restricted share units will vest in equal installments on March 1, 2019 and March 1, 2020.
- (4) Represents unvested portion of a grant of restricted share units made on March 1, 2018 under the Plan. The restricted share units will vest in equal installments on March 1, 2019, March 1, 2020 and March 1, 2021.
- (5) The options were subject to time and performance-based vesting requirements. All of the options were vested as of September 4, 2017.
- (6) The options vested over a period of five years. All of the options were vested as of January 18, 2018.
- (7) The options vested over a period of four years and all of the options were vested as of July 1, 2017.
- (8) 3,750 of the options vested on each of July 1, 2015, July 1, 2016 and July 1, 2017. The remaining 3,750 options will vest on July 1, 2018.
- (9) 3,750 of the options vested on each of November 19, 2015, November 19, 2016 and November 19, 2017. The remaining 3,750 options will vest on November 19, 2018.
- (10) 10,000 of the options vested on each of July 1, 2016 and July 1, 2017. The remaining 10,000 options will vest on July 1, 2018.
- (11) 5,000 of the options vested on March 1, 2017 and March 1, 2018. The remaining 5,000 options will vest on March 1, 2019.

Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

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.

**LIMITED POWER OF ATTORNEY FOR
SECTION 16 REPORTING OBLIGATIONS**

Know all by these present, that the undersigned hereby makes, constitutes and appoints each of Daniel S. Farkas, Lincoln Vidal, Angela Stark, Sarah Levesque (so long as she works at O'Melveny & Myers LLP), Kimberly D. Grotenrath (so long as she works at O'Melveny & Myers LLP) and Timothee Charpie (so long as he works at O'Melveny & Myers LLP), each of them acting individually, and each person who at the time of acting pursuant to this Power of Attorney is the General Counsel of Norwegian Cruise Line Holdings Ltd., a Bermuda exempted company, (the "Company") as the undersigned's true and lawful attorney-in-fact, with full power and authority as hereinafter described on behalf of and in the name, place and stead of the undersigned to:

- (1) prepare, execute, acknowledge, deliver and file Forms 3, 4, and 5 (including any amendments thereto) with respect to the securities of the Company, and Form ID or other information to secure an access and any other code and/or CIK number to permit filing via EDGAR with the United States Securities and Exchange Commission, any national securities exchanges and the Company, as considered necessary or advisable under Section 16(a) of the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder, as amended from time to time (the "Exchange Act");
- (2) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information on transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to the undersigned and approves and ratifies any such release of information; and
- (3) perform any and all other acts which in the discretion of such attorney-in-fact are necessary or desirable for and on behalf of the undersigned in connection with the foregoing.

The undersigned acknowledges that:

- (1) this Power of Attorney authorizes, but does not require, each such attorney-in-fact to act in their discretion on information provided to such attorney-in-fact without independent verification of such information;
 - (2) any documents prepared and/or executed by either such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney will be in such form and will contain such information and disclosure as such attorney-in-fact, in his or her discretion, deems necessary or desirable;
 - (3) neither the Company nor any of such attorneys-in-fact assumes (i) any liability for the undersigned's responsibility to comply with the requirement of the Exchange Act, (ii) any liability of the undersigned for any failure to comply with such requirements, or (iii) any obligation or liability of the undersigned for profit disgorgement under Section 16(b) of the Exchange Act; and
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(4) this Power of Attorney does not relieve the undersigned from responsibility for compliance with the undersigned's obligations under the Exchange Act, including without limitation the reporting requirements under Section 16 of the Exchange Act.

The undersigned hereby gives and grants each of the foregoing attorneys-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary or appropriate to be done in and about the foregoing matters as fully to all intents and purposes as the undersigned might or could do if present, hereby ratifying all that each such attorney-in-fact of, for and on behalf of the undersigned, shall lawfully do or cause to be done by virtue of this Limited Power of Attorney.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Section 16 reports with respect to his/her holdings of and transactions in or involving securities issued by the Company, or earlier if revoked by the undersigned in a signed writing delivered to each such attorney-in-fact.

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 3rd day of March, 2018.

/s/ Mark Kempa
Signature

Mark Kempa
Print Name

CERTIFICATE OF
ACKNOWLEDGMENT

State of Florida
County of Miami-Dade

On March 5, 2018, before me, Yakelin Chirino, Notary Public, personally appeared Mark Kempa personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

/s/ Yakelin Chirino

(NOTARY SEAL)

NOTARY SIGNATURE
