<b>FORM</b>	4
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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).

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

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### 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

1. Name and Address of Del Rio Frank J	2. Issuer Nam Norwegian (					5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner					
(Last) 7665 CORPORATE	3. Date of Earli 03/01/2019			Ŭ		_X_Director 10% Owner   X_Officer (give title below) Other (specify below)   Pres. & CEO					
MIAMI, FL 33126	4. If Amendme	nt, Date Or	rigina	al Filed(Mo	nth/Day	_X_Form filed by One Reporting Pe	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)		Table I - I	Non-	Derivativ	e Secu	irities Ac	quired, Disposed of, or Benefi	cially Owne	d
.Title of Security Instr. 3) 2. Transaction Date (Month/Day/Year)		2A. Deemed Execution Date, if any Month/Day/Year)	Code		n (A) or Disposed of (D) Be (Instr. 3, 4 and 5) Re			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D)	Beneficial Ownership	
				Code	v	Amount	(A) or (D)	Price		or Indirect (I) (Instr. 4)	(Instr. 4)
Common Stock (1)		03/01/2019		А		33,881 (2)	А	\$ 0	484,117	D	
Common Stock (3)		03/01/2019		F		6,915	D	\$ 55.27	477,202	D	
Common Stock (4)		03/01/2019		F		4,645	D	\$ 55.27	472,557	D	
Common Stock (5)		03/04/2019		S		8,056	D	\$ 54.67 (6)	464,501	D	
Common Stock (5)		03/04/2019		S		2,600	D	\$ 55.46 (7)	461,901	D	
Common Stock									40,160	I	By Breeze Hill Investments LLC
Common Stock									17,912	Ι	By GCO Managemen LLC
Common Stock									27,875	Ι	By FJDR Family Trus

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

Bergene whe reenend to

n SEC 1474 (9-02)

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			(e.g., j	outs, calls, w	arrants, op	tions, convertible securi	ties)				
1. Title of	2.	3. Transaction	3A. Deemed	4.	5.	6. Date Exercisable	7. Title and	8. Price of	9. Number of	10.	11. Nature
Derivative	Conversion	Date	Execution Date, if	Transaction	Number	and Expiration Date	Amount of	Derivative	Derivative	Ownership	of Indirect
Security	or Exercise	(Month/Day/Year)	any	Code	of	(Month/Day/Year)	Underlying	Security	Securities	Form of	Beneficial
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative		Securities	(Instr. 5)	Beneficially	Derivative	Ownership
	Derivative				Securities		(Instr. 3 and		Owned	Security:	(Instr. 4)
	Security				Acquired		4)		Following	Direct (D)	
					(A) or				Reported	or Indirect	
					Disposed				Transaction(s)	(I)	
					of (D)				(Instr. 4)	(Instr. 4)	
					(Instr. 3,						
					4, and 5)						

Code V (A) (D) Date Expiration Date Title of Number of Shares				Code	V	(A)		Date Exercisable	Expiration Date	Title	of					
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### **Reporting Owners**

	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
Del Rio Frank J 7665 CORPORATE CENTER DRIVE MIAMI, FL 33126	Х		Pres. & CEO					

## Signatures

/s/ Daniel S. Farkas, as attorney-in-fact for Frank J. Del Rio	03/05/2019
**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, 2020, March 1, 2021 and March 1, 2022.
- (3) Represents shares withheld by NCLH to satisfy tax withholding obligations in connection with the vesting of 1/3rd of 52,715 restricted share units granted to the reporting person on August 1, 2017.
- (4) Represents shares withheld by NCLH to satisfy tax withholding obligations in connection with the vesting of 1/3rd of 52,956 restricted share units granted to the reporting person on March 1, 2018.
- (5) The sales reported in this Form 4 were made pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 15, 2018.
- The price reported in Column 4 is a weighted-average price. These shares were sold in multiple transactions at prices ranging from \$54.31 to \$55.28, inclusive. The reporting (6) person undertakes to provide to NCLH, any security holder of NCLH, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (6).
- The price reported in Column 4 is a weighted-average price. These shares were sold in multiple transactions at prices ranging from \$55.31 to \$55.59, inclusive. The reporting (7) person undertakes to provide to NCLH, any security holder of NCLH, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (7).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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