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

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): December 5, 2016

NORWEGIAN CRUISE LINE HOLDINGS LTD.

(Exact name of Registrant as specified in its charter)

Bermuda
(State of Incorporation)

001-35784
(Commission File Number)

98-0691007
(I.R.S. Employer Identification No.)

7665 Corporate Center Drive
Miami, Florida
(Address of principal executive offices)

33126
(Zip Code)

(305) 436-4000
(Registrant's telephone number, including area code)

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 7.01 Regulation FD Disclosure.

On December 5, 2016, NCL Corporation Ltd. (“NCLC”), a subsidiary of Norwegian Cruise Line Holdings Ltd. (“NCLH”), announced its intent to offer \$700.0 million aggregate principal amount of senior unsecured notes due 2021 through a private placement (the “Offering”).

Simultaneously with the Offering, NCLC is conducting a tender offer (the “Tender Offer”) to purchase for cash any and all of the \$680.0 million outstanding aggregate principal amount of its 5.25% senior notes due 2019 (the “5.25% Senior Notes”), subject to the terms and conditions specified in the related offer to purchase (the “Offer to Purchase”). The Tender Offer will expire at 5:00 p.m., New York City time, on December 9, 2016, subject to any extension.

The Tender Offer is subject to the satisfaction or waiver of a number of conditions as set forth in the Offer to Purchase, including the receipt by NCLC of net proceeds from the Offering on terms reasonably satisfactory to NCLC in an amount that is sufficient, together with cash on hand, to effect the repurchase of its outstanding 5.25% Senior Notes validly tendered and accepted for purchase pursuant to the Tender Offer. The Offering is not conditioned upon consummation of the Tender Offer.

NCLC intends to use the net proceeds from the Offering, after deducting the initial purchasers’ discount and estimated fees and expenses, together with cash on hand, to purchase any and all of its outstanding 5.25% Senior Notes that are validly tendered and accepted for purchase in the Tender Offer and to redeem and satisfy and discharge any 5.25% Senior Notes not purchased in the Tender Offer (in each case, including paying any tender or redemption premiums and accrued and unpaid interest) in accordance with the indenture for the 5.25% Senior Notes and pay related transaction fees and expenses.

A copy of the press releases announcing the Offering and the Tender Offer are furnished herewith as Exhibits 99.1 and 99.2, respectively, and are incorporated herein by reference.

This report does not constitute an offer to sell or the solicitation of an offer to buy any security and shall not constitute an offer, solicitation or sale of any security in any jurisdiction in which such offering, solicitation or sale would be unlawful.

NCLH is furnishing the information under this Item 7.01 in this Current Report on Form 8-K to comply with Regulation FD. Such information shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, and shall not be deemed to be incorporated by reference into any of NCLH’s filings under the Securities Act of 1933, as amended, or the Exchange Act, whether made before or after the date hereof and regardless of any general incorporation language in such filings, except to the extent expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| | |
|------|--|
| 99.1 | Press release announcing the Offering, dated December 5, 2016. |
| 99.2 | Press release announcing the Tender Offer, dated December 5, 2016. |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: December 5, 2016

NORWEGIAN CRUISE LINE HOLDINGS LTD.

By: /s/ Wendy A. Beck
Wendy A. Beck
Executive Vice President
and Chief Financial Officer

EXHIBIT INDEX

| Exhibit Number | Description |
|---------------------------|--|
| 99.1 | Press release announcing the Offering, dated December 5, 2016. |
| 99.2 | Press release announcing the Tender Offer, dated December 5, 2016. |

NCL Corporation Ltd. Announces Proposed \$700,000,000 Debt Offering

MIAMI, Dec. 5, 2016 (GLOBE NEWSWIRE) — NCL Corporation Ltd. (“NCLC”), a subsidiary of Norwegian Cruise Line Holdings Ltd. (NASDAQ:NCLH) (“NCLH”), announced today that it is proposing to sell \$700.0 million aggregate principal amount of senior unsecured notes due 2021 (the “Notes”) in a private offering (the “Offering”) that is exempt from the registration requirements of the Securities Act of 1933, as amended (the “Securities Act”).

NCLC intends to use the net proceeds from the Offering, after deducting the initial purchasers’ discount and estimated fees and expenses, together with cash on hand, to purchase any and all of its outstanding 5.25% senior notes due 2019 (the “5.25% Senior Notes”) that are validly tendered and accepted for purchase in a concurrently announced tender offer (the “Tender Offer”) and to redeem and satisfy and discharge any 5.25% Senior Notes not purchased in the Tender Offer (in each case, including paying any tender or redemption premiums and accrued and unpaid interest) in accordance with the indenture for the 5.25% Senior Notes and pay related transaction fees and expenses.

The Notes are being offered only to qualified institutional buyers in reliance on Rule 144A under the Securities Act, and outside the United States, only to non-U.S. investors pursuant to Regulation S. The Notes will not be registered under the Securities Act or the securities laws of any other jurisdiction and may not be offered or sold in the United States absent an effective registration statement or an applicable exemption from registration requirements or a transaction not subject to the registration requirements of the Securities Act or any state securities laws.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy any security and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offering, solicitation or sale would be unlawful. This press release is being issued pursuant to and in accordance with Rule 135c under the Securities Act.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. The forward- looking statements include, without limitation, statements concerning the proposed debt offering and proposed tender offer and any statement that may predict, forecast, indicate, or imply future results, performance, or achievements. Forward-looking statements involve risks and uncertainties, including but not limited to economic, competitive, and technological factors outside NCLC’s or NCLH’s control that may cause NCLC’s or NCLH’s business, strategy, or actual results to differ materially from the forward-looking statements. You should not place undue reliance on forward-looking statements as a prediction of actual results. For information about the risks and uncertainties associated with NCLC’s and NCLH’s business, please refer to NCLH’s and NCLC’s filings with the Securities and Exchange Commission. NCLC and NCLH expressly disclaim any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements to reflect any change in expectations or events, conditions or circumstances on which any such statements are based.

Investor Relations Contact

Andrea DeMarco
(305) 468-2339
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NCL Corporation Ltd. Announces Cash Tender Offer for its 5.25% Senior Notes Due 2019

MIAMI, Dec. 5, 2016 (GLOBE NEWSWIRE) — NCL Corporation Ltd. (“NCLC”), a subsidiary of Norwegian Cruise Line Holdings Ltd. (NASDAQ:NCLH) (“NCLH”), announced today that it has commenced a cash tender offer (the “Tender Offer”) to purchase any and all of its outstanding 5.25% senior notes due 2019 (the “5.25% Senior Notes”) having an aggregate principal amount of \$680.0 million. The Tender Offer is being made on the terms and subject to the conditions set forth in an offer to purchase, dated December 5, 2016 (the “Offer to Purchase”).

The Tender Offer will expire at 5:00 p.m., New York City time, on December 9, 2016, unless extended or earlier terminated as described in the Offer to Purchase (such time and date, as they may be extended, the “Expiration Time”). Tenders of the 5.25% Senior Notes must be properly made before the Expiration Time and may be withdrawn at any time before the Expiration Time. Holders of the 5.25% Senior Notes who validly tender (and do not validly withdraw) their 5.25% Senior Notes at or prior to the Expiration Time, or who deliver to the depository and information agent a properly completed and duly executed Notice of Guaranteed Delivery in accordance with the instructions described in the Offer to Purchase, will receive in cash \$1,029.25 per \$1,000 principal amount of 5.25% Senior Notes validly tendered and accepted for purchase payable for such tendered 5.25% Senior Notes that are accepted by NCLC for purchase in the Tender Offer, plus accrued and unpaid interest to, but not including, the settlement date, which is expected to be December 14, 2016.

Certain information regarding the 5.25% Senior Notes and the terms of the tender offer is summarized in the table below.

| Title of Security | Outstanding Principal Amount | CUSIP Nos./ISINs | Purchase Price Per \$1,000 Principal Amount |
|-----------------------------|------------------------------|------------------------|---|
| 5.25% Senior Notes due 2019 | \$ 680,000,000 | 62886HAL5/US62886HAL50 | \$ 1,029.25 |
| | | G6436QAE6/USG6436QAE64 | |

Tendered 5.25% Senior Notes may be withdrawn at any time prior to the Expiration Time. The Tender Offer is subject to the satisfaction or waiver of a number of conditions as set forth in the Offer to Purchase, including the receipt by NCLC of net proceeds from a proposed debt financing on terms reasonably satisfactory to NCLC in an amount that is sufficient, together with cash on hand, to effect the repurchase of the 5.25% Senior Notes validly tendered and accepted for purchase pursuant to the Tender Offer. NCLC may amend, extend or terminate the Tender Offer in its sole discretion and subject to applicable law.

Barclays Capital Inc. is acting as the dealer manager for the Tender Offer. The information agent and tender agent is D.F. King & Co., Inc. Copies of the Offer to Purchase and related tender offering materials are available at <http://www.dfking.com/ncl> or by contacting the information agent by email at atncl@dfking.com or by telephone at (212) 269-5550 (banks and brokers) and at (800) 578-5378 (all others). Questions regarding the Tender Offer should be directed to Barclays Capital Inc. at (800) 438-3242 or (212) 528-7581.

None of NCLC, NCLH, the dealer manager, the information agent and tender agent, or the trustee for the 5.25% Senior Notes, or any of their respective affiliates, is making any recommendation as to whether holders should tender any 5.25% Senior Notes in response to the Tender Offer. Holders must make their own decision as to whether to tender any of their 5.25% Senior Notes and, if so, the principal amount of 5.25% Senior Notes to tender. This press release shall not constitute an offer to sell or the solicitation of an offer to buy any security and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offering, solicitation or sale would be unlawful. The Tender Offer is being made solely by means of the Offer to Purchase. In those jurisdictions where the securities, blue sky or other laws require any tender offer to be made by a licensed broker or dealer, the Tender Offer will be deemed to be made on behalf of NCLC by the dealer manager or one or more registered brokers or dealers licensed under the laws of such jurisdiction.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. The forward- looking statements include, without limitation, statements concerning the proposed debt offering and proposed tender offer and any statement that may predict, forecast, indicate, or imply future results, performance, or achievements. Forward-looking statements involve risks and uncertainties, including but not limited to economic, competitive, and technological factors outside NCLC’s or NCLH’s control that may cause NCLC’s or NCLH’s business, strategy, or actual results to differ materially from the forward-looking statements. You should not place undue reliance on forward-looking statements as a prediction of actual results. For information about the risks and uncertainties associated with NCLC’s and NCLH’s business, please refer to NCLH’s and NCLC’s filings with the Securities and Exchange Commission. NCLC and NCLH expressly disclaim any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements to reflect any change in expectations or events, conditions or circumstances on which any such statements are based.

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