

BONDERMAN DAVID
Form 3
January 17, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | | |
|---|---------|----------|---|--|---|
| 1. Name and Address of Reporting Person * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â TPG Group Holdings (SBS) Advisors, Inc. | | | (Month/Day/Year) | Norwegian Cruise Line Holdings Ltd. [NCLH] | |
| (Last) | (First) | (Middle) | 01/17/2013 | | |
| C/O TPG GLOBAL, LLC,Â 301 COMMERCE STREET, SUITE 3300 | | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | | |
| FORT WORTH,Â TXÂ 76102 | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | | |

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) |
|------------------------------------|--|---|---|
| Ordinary Shares | 1,250 | I | See Explanation of Responses ⁽¹⁾ <u>(2)</u> <u>(3)</u> <u>(4)</u> |

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

SEC 1473 (7-02)

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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 | 3. Title and Amount of Securities Underlying | 4. Conversion | 5. Ownership | 6. Nature of Indirect Beneficial Ownership |
|---|---|--|---------------|--------------|--|
|---|---|--|---------------|--------------|--|

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| (Month/Day/Year) | Derivative Security (Instr. 4) | or Exercise Price of Derivative Security | Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|---------------------|-----------------------------------|---|--|------------|
| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|------------------|
| | Director | 10% Owner | Officer | Other |
| TPG Group Holdings (SBS) Advisors, Inc. C/O TPG GLOBAL, LLC 301 COMMERCE STREET, SUITE 3300 FORT WORTH, TX 76102 | Â | Â X | Â | Â |
| BONDERMAN DAVID C/O TPG GLOBAL, LLC, 301 COMMERCE STREET, SUITE 3300 FORT WORTH, TX 76102 | Â | Â | Â | Former 10% Owner |
| COULTER JAMES G C/O TPG GLOBAL, LLC, 301 COMMERCE STREET, SUITE 3300 FORT WORTH, TX 76102 | Â | Â | Â | Former 10% Owner |

Signatures

| | |
|---|------------|
| By: Ronald Cami, Vice President, TPG Group Holdings (SBS) Advisors, Inc.(5) | 01/17/2013 |
| __Signature of Reporting Person | Date |
| By: Ronald Cami on behalf of David Bonderman (5) (6) | 01/17/2013 |
| __Signature of Reporting Person | Date |
| By: Ronald Cami on behalf of James G. Coulter (5) (6) | 01/17/2013 |
| __Signature of Reporting Person | Date |

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) David Bonderman and James G. Coulter are directors, officers and sole shareholders of TPG Group Holdings (SBS) Advisors, Inc. ("Group Advisors" and, together with Messrs. Bonderman and Coulter, the "Reporting Persons"), which is the general partner of TPG Group Holdings (SBS), L.P., which is the sole shareholder of TPG Holdings III-A, Inc., which is the general partner of TPG Holdings III-A, L.P., which is the general partner of TPG Holdings III, L.P., which is the sole shareholder of TPG Viking AIV GenPar Advisors, Inc.
 - (2) TPG Viking AIV GenPar Advisors, Inc. is the general partner of TPG Viking AIV GenPar, L.P., which is the general partner of each of TPG Viking I, L.P., ("Viking I"), which directly holds 932 ordinary shares ("Ordinary Shares") of Norwegian Cruise Line Holdings Ltd. (the "Issuer"), TPG Viking II, L.P., ("Viking II"), which directly holds 274 Ordinary Shares of the Issuer, and TPG Viking AIV III, L.P. ("Viking AIV III" and together with Viking I and Viking II, the "TPG Viking Funds"), which directly holds 44 Ordinary Shares of the Issuer.
 - (3)

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(3) Because of the relationship between the Reporting Persons and each of the TPG Viking Funds, the Reporting Persons may be deemed to beneficially own the securities reported herein to the extent of the greater of their respective direct or indirect pecuniary interests in the profits or capital accounts of the TPG Viking Funds. Each Reporting Person and each TPG Viking Fund disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's or TPG Viking Fund's pecuniary interest therein, if any.

- (4) Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), this filing shall not be deemed an admission that the Reporting Persons are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owners of any Ordinary Shares in excess of their respective pecuniary interests.

^

Remarks:

(5) ^ The ^ Reporting ^ Persons ^ are ^ jointly ^ filing ^ this ^ Form ^ 3 ^ pursuant ^ to ^ Rule ^ 16a-3(j) ^ under ^ the ^ Exchange Act ^

(6) ^ Ronald ^ Cami ^ is ^ signing ^ on ^ behalf ^ of ^ both ^ Messrs. ^ Bonderman ^ and ^ Coulter ^ pursuant ^ to ^ the ^ authority ^

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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