

Del Rio Frank J
Form 4
August 03, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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, 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 *
Del Rio Frank J

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)

(Last) (First) (Middle)
7665 CORPORATE CENTER DRIVE

3. Date of Earliest Transaction (Month/Day/Year)
08/01/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
Pres. & CEO

(Street)
MIAMI, FL 33126

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| | | | Code | V | Amount | | |
| Common Stock ⁽¹⁾ | 08/01/2018 | | F | | 6,915 | D | \$ 49.22 324,286 |
| Common Stock ⁽²⁾ | 08/02/2018 | | S | | 3,700 | D | \$ 48.49 320,586 |
| Common Stock ⁽²⁾ | 08/02/2018 | | S | | 6,957 | D | \$ 49.42 313,629 |
| Common Stock | | | | | | | 40,160 I By Breeze Hill |

| | | | |
|--------------|--------|---|--|
| Common Stock | 17,912 | I | Investments, LLC By GCO Management, LLC |
| Common Stock | 27,875 | I | By FJDR Family Trust |

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

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SEC 1474
(9-02)

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 (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

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

Signatures

/s/ Daniel S. Farkas, as attorney-in-fact for Frank J.
Del Rio

08/03/2018

__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) Represents shares withheld by Norwegian Cruise Line Holdings Ltd. ("NCLH") to satisfy tax withholding obligations in connection with the vesting of 17,572 restricted stock units granted to the reporting person on August 1, 2017.
- (2) 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 \$47.87 to \$48.86, inclusive. The reporting 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 (3).
- (3) The price reported in Column 4 is a weighted-average price. These shares were sold in multiple transactions at prices ranging from \$48.88 to \$49.66, inclusive. The reporting 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 (4).
- (4) The price reported in Column 4 is a weighted-average price. These shares were sold in multiple transactions at prices ranging from \$48.88 to \$49.66, inclusive. The reporting 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 (4).

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.