

Norwegian Cruise Line Holdings Ltd.
Form SC 13D/A
April 10, 2015
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D
(Rule 13d-101)

(Amendment No. 7)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO § 240.13d-1(a) AND
AMENDMENTS THERETO FILED PURSUANT TO 240.13d-2(a)**

Norwegian Cruise Line Holdings Ltd.
(Name of Issuer)

Ordinary Shares, par value \$0.001 per share
(Title of Class of Securities)

G66721 10 4
(CUSIP Number)

Blondel So King Tak

Executive Vice President, Corporate Services

Genting Hong Kong Limited

c/o Suite 1501, Ocean Centre

5 Canton Road

Kowloon, Hong Kong, People's Republic of China

+852-2378-2000
(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

April 9, 2015
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d -1(e), 240.13d -1(f) or 240.13d -1(g), check the following box.

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d -7 for other parties to whom copies are to be sent.

(Continued on following pages)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Exchange Act") or otherwise subject to the liabilities of that section of the Exchange Act but shall be subject to all other provisions of the Exchange Act (however, *see* the *Notes*).

CUSIP No. G66721 10 4 13D Page 2 of 14 Pages

1 NAMES OF REPORTING PERSONS

Star NCLC Holdings Ltd.
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (see instructions)

(a)

(b)

3 SEC USE ONLY
4 SOURCE OF FUNDS (see instructions)

OO (See Item 3)
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)
CITIZENSHIP OR PLACE OF ORGANIZATION

6 Bermuda

7 SOLE VOTING POWER

8 0 SHARED VOTING POWER

NUMBER OF SHARES

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

50,569,334
(See Item 5)
9 SOLE DISPOSITIVE POWER

0
10 SHARED
DISPOSITIVE
POWER

50,569,334
(See Item 5)

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

50,569,334 (See Item 5)

12 CHECK BOX IF
THE
AGGREGATE
AMOUNT IN
ROW (11) o
EXCLUDES
CERTAIN

13 SHARES (see
instructions)
PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW 11

14 22.0% (See Item 5)*
TYPE OF REPORTING
PERSON

CO

The calculation is based on a total of 229,719,240 Ordinary Shares (as defined herein) outstanding as of March 20,
*2015 as reported in the Preliminary Proxy Statement filed by the Issuer with the Securities and Exchange
Commission (the "Commission") on April 2, 2015.

CUSIP No. G66721 10 4 13D Page 3 of 14 Pages

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Genting Hong Kong Limited
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2 (see instructions)

(a)

(b)

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 4 SOURCE OF FUNDS (see instructions)

OO (See Item 3)
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14 22.0% (See Item 5)*
TYPE OF REPORTING
PERSON

CO

* The calculation is based on a total of 229,719,240 Ordinary Shares (as defined herein) outstanding as of March 20, 2015 as reported in the Preliminary Proxy Statement filed by the Issuer with the Commission on April 2, 2015.

This Amendment No. 7 (the "Amendment") amends and supplements the Schedule 13D filed on February 4, 2013, as amended and supplemented by Amendment No. 1 filed on August 16, 2013, Amendment No. 2 filed on December 9, 2013, Amendment No. 3 filed on December 31, 2013, Amendment No. 4 filed on March 10, 2014, Amendment No. 5 filed on November 21, 2014 and Amendment No. 6 filed on March 11, 2015 (as so amended, the "Original Schedule 13D" and, as amended and supplemented by this Amendment, the "Schedule 13D") by Star NCLC Holdings Ltd. ("Star NCLC") and Genting Hong Kong Limited ("Genting HK") with respect to the Ordinary Shares of the Issuer. Capitalized terms used in this Amendment and not otherwise defined shall have the same meanings ascribed to them in the Original Schedule 13D.

Item 2. Identity and Background

This Amendment amends and restates the second and fourth paragraphs of Item 2 of the Original Schedule 13D in its entirety as follows:

"Star NCLC, a wholly-owned subsidiary of Genting HK, is the record owner of an aggregate of 50,569,334 Ordinary Shares (the "Genting Shares"). The Ordinary Shares reported as beneficially owned by each Reporting Person include only those Ordinary Shares over which such person may be deemed to have voting or dispositive power."

"As of March 20, 2015, the principal shareholders of Genting HK are: Golden Hope Limited ("GHL") as trustee of the Golden Hope Unit Trust ("GHUT") – 49.84%, and Genting Malaysia Berhad ("GENM") – 17.81%. GHL is a company incorporated in the Isle of Man acting as trustee of GHUT, a private unit trust which is held directly and indirectly by First Names Trust Company (Isle of Man) Limited, as trustee of a discretionary trust, the beneficiaries of which are Tan Sri Lim Kok Thay and certain members of his family (the "Lim Family"). GENM is a Malaysian company listed on the Main Market of Bursa Malaysia Securities Berhad in which Parkview Management Sdn Bhd, as trustee of a discretionary trust, the beneficiaries of which are the Lim Family, has a substantial indirect beneficial interest. As a result, an aggregate of 67.65% of Genting HK's outstanding shares is owned by GENM and GHL as trustee of GHUT, directly or indirectly, as of March 20, 2015."

Item 4. Purpose of Transaction

This Amendment amends Item 4 of the Original Schedule 13D by inserting the following before the paragraph titled "*General*":

Waiver of Certain Rights under the Shareholders Agreement (April 2015)

On April 9, 2015, Genting HK and Star NCLC waived certain of their rights under the Shareholders Agreement pursuant to a letter dated April 9, 2015 (the "Waiver Letter"), such waiver to automatically be null and void and revoked upon the occurrence of certain circumstances described in the Waiver Letter.

This Amendment amends and restates the last paragraph of Item 4 of the Original Schedule 13D in its entirety as set forth below:

"References to and descriptions of the Shareholders Agreement, the Lock-Up Agreement, the Resale Offering Underwriting Agreement, the Resale Offering Lock-Up Agreement, the Dec. 2013 Resale Offering Underwriting Agreement, the Dec. 2013 Resale Offering Lock-Up Agreement, the Feb. 2014 Resale Offering Underwriting Agreement, the Feb. 2014 Resale Offering Lock-Up Agreement and the Waiver Letter set forth above in this Item 4 do not purport to be complete and are qualified in their entirety by reference to the full text of the Shareholders Agreement, the Lock-Up Agreement, the Resale Offering Underwriting Agreement, the Resale Offering Lock-Up Agreement, the Dec. 2013 Resale Offering Underwriting Agreement, the Dec. 2013 Resale Offering Lock-Up Agreement, the Feb. 2014 Resale Offering Underwriting Agreement, the Feb. 2014 Resale Offering Lock-Up

Agreement, the Nov. 2014 Amendment to the Shareholder's Agreement, the March 2015 Resale Offering Underwriting Agreement, the March 2015 Resale Offering Lock-Up Agreement and the Waiver Letter, which have been filed as Exhibit 2, Exhibit 3, Exhibit 4, Exhibit 5, Exhibit 6, Exhibit 7, Exhibit 8, Exhibit 9, Exhibit 10, Exhibit 11, Exhibit 12 and Exhibit 13, respectively, and are incorporated herein by this reference.”

Page 4 of 9 Pages

Item 5. Interest in Securities of the Issuer

There is no change in the number of Ordinary Shares reported as being beneficially owned in this Amendment No. 7 to Schedule 13D, from the Ordinary Shares reported as being beneficially owned by the Reporting Persons in Amendment No. 6 to Schedule 13D.

This Amendment amends and restates paragraphs 2 and 3 of Item 5 of the Original Schedule 13D as set forth below:

“(a)–(b) The following disclosure assumes that there are 229,719,240 Ordinary Shares outstanding as of March 20, 2015 as reported in the Preliminary Proxy Statement filed by the Issuer with the Commission on April 2, 2015.

Pursuant to Rule 13d-3 of the Exchange Act, the Reporting Persons may be deemed to beneficially own 50,569,334 Ordinary Shares of the Issuer, which constitutes approximately 22.0 % of the outstanding Ordinary Shares of the Issuer.”

Item 7. Material to Be Filed as Exhibits

1. Joint Filing Agreement dated February 1, 2013, by and between the Reporting Persons (previously filed with the Commission as Exhibit 1 to Schedule 13D filed by Star NCLC and Genting HK on February 4, 2013).
2. Shareholders' Agreement, dated January 24, 2013, by and among Norwegian Cruise Line Holdings Ltd., Genting HK, Star NCLC, AAA Guarantor Co-Invest VI (B), L.P., AIF VI NCL (AIV), L.P., AIF VI NCL (AIV II), L.P., AIF VI NCL (AIV III), L.P., AIF VI NCL (AIV IV), L.P., Apollo Overseas Partners (Delaware) VI, L.P., Apollo Overseas Partners (Delaware 892) VI, L.P., Apollo Overseas Partners VI, L.P., Apollo Overseas Partners (Germany) VI, L.P., TPG Viking, L.P., TPG Viking AIV I, L.P., TPG Viking AIV II, L.P. and TPG Viking AIV III, L.P., and the other shareholders that become a party from time to time (incorporated herein by reference to Exhibit 10.1 to the Issuer's Current Report on Form 8-K filed with the Commission on January 30, 2013 (File No. 001-37584)).
3. Form of Lock-Up Agreement, by and among UBS Securities LLC and Barclays Capital Inc., as Managing Underwriters, together with the other Underwriters named in Schedule A to the Underwriting Agreement referred to therein, and Star NCLC (previously filed with the Commission as Exhibit 3 to Schedule 13D filed by Star NCLC and Genting HK on February 4, 2013).
4. Form of Underwriting Agreement, by and among Norwegian Cruise Line Holdings Ltd., the selling stockholders named in Schedule C thereto and UBS Securities LLC and Barclays Capital Inc., as Managing Underwriters and representatives of the several underwriters listed in Schedule A thereto (incorporated by reference to Exhibit 1.1 to Amendment No. 1 to Form S-1 Registration Statement of Norwegian Cruise Line Holdings Ltd. filed with the Commission on August 7, 2013) (the “Resale Offering Underwriting Agreement”).
5. Form of Lock-Up Agreement, by and among each person listed in Exhibit A-1 to the Resale Offering Underwriting Agreement and UBS Securities LLC and Barclays Capital Inc., as Managing Underwriters and representatives of the several underwriters (incorporated by reference to Exhibit 5 to Amendment No. 1 to Schedule 13D of Star NCLC and Genting HK filed with the Commission on August 16, 2013).
6. Form of Underwriting Agreement, by and among Norwegian Cruise Line Holdings Ltd., the selling stockholders named in Schedule C thereto and UBS Securities LLC and Barclays Capital Inc., as Managing Underwriters and representatives of the several underwriters listed in Schedule A thereto (incorporated by reference to Exhibit 6 to Amendment No. 2 to Schedule 13D filed by Star NCLC and Genting HK on December 9, 2013) (the “Dec. 2013 Resale Offering Underwriting Agreement”).

7. Form of Lock-Up Agreement, by and among each person listed in Exhibit A-1 to the Dec. 2013 Resale Offering Underwriting Agreement and UBS Securities LLC and Barclays Capital Inc., as Managing Underwriters and representatives of the several underwriters (incorporated by reference to Exhibit 7 to Amendment No. 2 to Schedule 13D filed by Star NCLC and Genting HK on December 9, 2013).

Page 5 of 9 Pages

8. Form of Underwriting Agreement, by and among Norwegian Cruise Line Holdings Ltd., the selling stockholders named in Schedule C thereto and Citigroup Global Markets Inc. (incorporated by reference to Exhibit 1.1 to Form 8-K of Norwegian Cruise Line Holdings Ltd. filed with the Commission on March 10, 2014) (the “Feb. 2014 Resale Offering Underwriting Agreement”).
9. Form of Lock-Up Agreement, by and among each person listed in Exhibit A-1 to the Feb. 2014 Resale Offering Underwriting Agreement and Citigroup Global Markets Inc. (incorporated by reference to Exhibit 9 to Amendment No. 4 to Schedule 13D filed by Star NCLC and Genting HK on March 10, 2014).
10. Amendment No. 1 to the Amended and Restated Shareholder’s Agreement, dated November 19, 2014, by and among by and among Norwegian Cruise Line Holdings, Ltd., Genting Hong Kong Limited, Star NCLC Holdings Ltd., AAA Guarantor Co-Invest VI (B), L.P., AIF VI NCL (AIV), L.P., AIF VI NCL (AIV II), L.P., AIF VI NCL (AIV III), L.P., AIF VI NCL (AIV IV), L.P., Apollo Overseas Partners (Delaware) VI, L.P., Apollo Overseas Partners (Delaware 892) VI, L.P., Apollo Overseas Partners VI, L.P., Apollo Overseas Partners (Germany) VI, L.P., TPG Viking, L.P., TPG Viking AIV I, L.P., TPG Viking AIV II, L.P., TPG Viking AIV III, L.P., AIF VI Euro Holdings, L.P., AAA Guarantor – Co-Invest VII, L.P., AIF VII Euro Holdings, L.P., Apollo Alternative Assets, L.P., Apollo Management VI, L.P. and Apollo Management VII, L.P. (incorporated by reference to Exhibit 10.1 to Form 8-K of Norwegian Cruise Line Holdings Ltd. filed with the Commission on November 20, 2014).
11. Form of Underwriting Agreement, by and among Norwegian Cruise Line Holdings Ltd., the selling stockholders named in Schedule C thereto and UBS Securities LLC (incorporated by reference to Exhibit 1.1 to Form 8-K of Norwegian Cruise Line Holdings Ltd. filed with the Commission on March 9, 2015).
12. Form of Lock-Up Agreement, by and among each person listed in Exhibit A-1 to the March 2015 Resale Offering Underwriting Agreement and UBS Securities LLC (incorporated by reference to Exhibit 12 to Amendment No. 6 to Schedule 13D filed by Star NCLC and Genting HK on March 11, 2015).
13. Waiver Letter, dated April 9, 2015, by Genting Hong Kong Limited and Star NCLC Holdings Ltd.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: April 10, 2015

STAR NCLC HOLDINGS LTD.

By: /s/ Blondel So King Tak

Name: Blondel So King Tak

Title: Director

GENTING HONG KONG LIMITED

By: /s/ Blondel So King Tak

Name: Blondel So King Tak

Title: Executive Vice President, Corporate Services and Authorized Person

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3. Form of Lock-Up Agreement, by and among UBS Securities LLC and Barclays Capital Inc., as Managing Underwriters, together with the other Underwriters named in Schedule A to the Underwriting Agreement referred to therein, and Star NCLC (previously filed with the Commission as Exhibit 3 to Schedule 13D filed by Star NCLC and Genting HK on February 4, 2013).
4. Form of Underwriting Agreement, by and among Norwegian Cruise Line Holdings Ltd., the selling stockholders named in Schedule C thereto and UBS Securities LLC and Barclays Capital Inc., as Managing Underwriters and representatives of the several underwriters listed in Schedule A thereto (incorporated by reference to Exhibit 1.1 to Amendment No. 1 to Form S-1 Registration Statement of Norwegian Cruise Line Holdings Ltd. filed with the Commission on August 7, 2013).
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7. Form of Lock-Up Agreement, by and among each person listed in Exhibit A-1 to the Dec. 2013 Resale Offering Underwriting Agreement and UBS Securities LLC and Barclays Capital Inc., as Managing Underwriters and representatives of the several underwriters (incorporated by reference to Exhibit 7 to Amendment No. 2 to Schedule 13D filed by Star NCLC and Genting HK on December 9, 2013).
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