

Sommer Harry
Form 4
February 28, 2019

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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, 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 *
Sommer Harry

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)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Pres., International

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

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/26/2019

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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock ⁽¹⁾	02/26/2019		A	15,000	A	\$ 0	78,322 ⁽²⁾ D
Common Stock ⁽³⁾	02/26/2019		F	3,667	D	\$ 55.57	74,655 D
Common Stock	02/27/2019		M	25,000	A	\$ 41.79	99,655 D
Common Stock	02/27/2019		S	31,138	D	\$ <u>(4)</u> 55.01	68,517 D

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

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(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. Amount or Number of Shares
Stock Option (right to buy)	\$ 41.79	02/27/2019		M	25,000	⁽⁵⁾ 11/18/2024	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sommer Harry 7665 CORPORATE CENTER DRIVE MIAMI, FL 33126			Pres., International	

Signatures

/s/Daniel S. Farkas, as attorney-in-fact for Harry Sommer	02/28/2019
<small>**Signature of Reporting Person</small>	<small>Date</small>

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) On March 1, 2017 the reporting person was granted 15,000 restricted share units with respect to the ordinary shares of Norwegian Cruise Line Holdings Ltd. ("NCLH") which vest based on performance hurdles. The Compensation Committee determined that the performance criteria for 2018 was met on February 26, 2019, resulting in the vesting of 15,000 restricted share units.
 - (2) Includes 481 shares acquired under NCLH's Employee Share Purchase Plan during 2018.
 - (3) Represents shares withheld by NCLH to satisfy tax withholding obligations in connection with the vesting of 15,000 restricted share units granted to the reporting person on March 1, 2017.
 - (4)

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The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$55 to \$55.08, 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).

(5) All of the options were vested as of November 19, 2018.

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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