

Norwegian Cruise Line Holdings Ltd.
 Form 4
 January 28, 2013

FORM 4

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

OMB APPROVAL

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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 *
 Star NCLC Holdings Ltd.

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)

3. Date of Earliest Transaction (Month/Day/Year)
 01/24/2013

____ Director
 ____ Officer (give title below)
 10% Owner
 ____ Other (specify below)

C/O SUITE 1501, OCEAN CENTRE, 5 CANTON ROAD, KOWLOON

(Street)

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

HONG KONG, F4 00000

(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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Ordinary Shares, par value \$0.001 per share | 01/24/2013 | | J ⁽¹⁾ | | 5,000 | D | <u>(1)</u> |
| Ordinary Shares, par value \$0.001 per share | 01/24/2013 | | J ⁽²⁾ | | 88,469,334 | A | <u>(2)</u> <u>(3)</u> <u>(4)</u> |

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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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Star NCLC Holdings Ltd. C/O SUITE 1501, OCEAN CENTRE 5 CANTON ROAD, KOWLOON HONG KONG, F4 00000 | | X | | |
| Genting Hong Kong Ltd C/O SUITE 1501, OCEAN CENTRE 5 CANTON ROAD, KOWLOON HONG KONG, F4 00000 | | X | | |

Signatures

| | |
|---|------------|
| /s/ Blondel So King Tak, Director, Star NCLC Holdings Ltd. (5) | 01/28/2013 |
| **Signature of Reporting Person | Date |
| /s/ Blondel So King Tak, Chief Operating Officer, Genting Hong Kong Limited (5) | 01/28/2013 |
| **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).

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(1) Prior to the closing of the initial public offering on January 24, 2013 (the "IPO") of ordinary shares, par value \$0.001 (each, an "Ordinary Share") of Norwegian Cruise Line Holdings Ltd. (the "Issuer"), the 5,000 Ordinary Shares of the Issuer previously reported as beneficially owned by Genting Hong Kong Limited, a Bermuda limited liability company ("Genting HK"), through its wholly-owned subsidiary, Star NCLC Holdings Ltd., a Bermuda limited liability company ("Star NCLC" and, together with Genting HK, the "Reporting Persons") were redeemed by the Issuer at a price per Ordinary Share equal to the par value of the Ordinary Shares. The address of each of Genting HK and Star NCLC is c/o Suite 1501, Ocean Centre, 5 Canton Road, Tsimshatsui, Kowloon, Hong Kong SAR.

(2) Prior to the closing of the IPO, the Reporting Persons exchanged an aggregate of 10,500,000 ordinary shares of NCL Corporation Ltd. that were held of record by Star NCLC for an aggregate of 88,469,334 Ordinary Shares. The Issuer offered Ordinary Shares to the public in the IPO at a price of \$19.00 per Ordinary Share.

(3) As of September 30, 2012, the principal shareholders of Genting HK are: Golden Hope Limited ("GHL") - 45.31%, and Genting Malaysia Berhad ("GENM") - 18.41%. GHL is a company incorporated in the Isle of Man acting as trustee of the Golden Hope Unit Trust, a private unit trust which is held directly and indirectly by IFG International Trust Company 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 63.72% of Genting HK's outstanding shares is owned by GENM and GHL as trustee of the Golden Hope Unit Trust, directly or indirectly, as of September 30, 2012.

(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 4 pursuant to Rule 16a-3(j) under the Exchange Act.

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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