

Norwegian Cruise Line Holdings Ltd.
 Form 3
 December 05, 2014

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 Montague Jason | | (Month/Day/Year) | Norwegian Cruise Line Holdings Ltd. [NCLH] | |
| (Last) | (First) | (Middle) | 12/01/2014 | |
| 7665 CORPORATE CENTER DRIVE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| MIAMI,Â FLÂ 33126 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | President & COO of PCHI | |

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) |
|---------------------------------|---|--|---|
| Common Stock | 57,200 ⁽¹⁾ | D | Â |

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 (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | | Title | | | |

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| | Date Exercisable | Expiration Date | Amount or Number of Shares | or Indirect (I) (Instr. 5) |
|-----------------------------|------------------|-----------------|---------------------------------|----------------------------|
| Stock Option (right to buy) | Â (2) | 11/18/2024 | Common Stock 40,000 \$ 41.79 | D Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Montague Jason 7665 CORPORATE CENTER DRIVE MIAMI, FL 33126 | Â | Â | Â President & COO of PCHI | Â |

Signatures

/s/ Daniel S. Farkas, attorney-in-fact for Jason Montague
 12/05/2014
 **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) The reporting person acquired beneficial ownership of 57,200 shares of Norwegian Cruise Line Holdings Ltd.'s ("NCLH") common stock as partial consideration for the cancellation of the reporting person's equity interests in Prestige Cruises International, Inc. ("PCI") pursuant to PCI's merger into a subsidiary of NCLH (the "Merger"). The amount of NCLH common stock reported as beneficially owned by the reporting person following the Merger does not include 8,694 shares that are currently being held in escrow in the name of the escrow agent and are subject to forfeiture during the nine (9) months following the closing date of the Merger to satisfy indemnification obligations arising under the merger agreement.
- (2) The options vest in four equal, annual installments on 11/19/2015, 11/19/2016, 11/19/2017 and 11/19/2018.

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Remarks:
 Exhibit List: Â Exhibit 24 - Power of Attorney

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.