

Norwegian Cruise Line Holdings Ltd.  
Form 3  
January 17, 2013

**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 <b>and</b> Ticker or Trading Symbol |  |
| Â Apollo Management Holdings GP, LLC      |         |          | (Month/Day/Year)                                 | Norwegian Cruise Line Holdings Ltd. [NCLH]         |  |
| (Last)                                    | (First) | (Middle) | 01/17/2013                                       |  |  |
| 9 W. 57TH STREET,Â 43RD FLOOR             |         |          | 4. Relationship of Reporting Person(s) to Issuer |  |  |
| (Street)                                  |         |          | (Check all applicable)                           |  |  |
| NEW YORK,Â NYÂ 10019                      |         |          | <input type="checkbox"/> Director                | <input checked="" type="checkbox"/> 10% Owner      | 6. Individual or Joint/Group Filing(Check Applicable Line)                       |
| (City)                                    | (State) | (Zip)    | <input type="checkbox"/> Officer                 | <input type="checkbox"/> Other                     | <input type="checkbox"/> Form filed by One Reporting Person                      |
|   |         |          | (give title below) (specify below)               |  | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |

**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) |
|---------------------------------|---|--|---|
| Ordinary shares                 | 3,750   | I  | See footnote <sup>(1)</sup>                           |

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 | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

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| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |
|------------------|-----------------|-------|----------------------------|----------|---------------------------------------|
|------------------|-----------------|-------|----------------------------|----------|---------------------------------------|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Apollo Management Holdings GP, LLC<br>9 W. 57TH STREET<br>43RD FLOOR<br>NEW YORK, NY 10019   | ^             | ^ X       | ^       | ^     |
| Apollo Management Holdings, L.P.<br>9 W. 57TH STREET<br>-<br>NEW YORK, NY 10019  | ^             | ^ X       | ^       | ^     |
| Apollo Management VI, L.P.<br>9 WEST 57TH STREET<br>43RD FLOOR<br>NEW YORK, NY 10019   | ^             | ^ X       | ^       | ^     |
| AIF VI Management, LLC<br>9 WEST 57TH STREET<br>43RD FLOOR<br>NEW YORK, NY 10019   | ^             | ^ X       | ^       | ^     |
| Apollo Principal Holdings I GP, LLC<br>TWO MANHATTANVILLE ROAD<br>SUITE 203<br>PURCHASE, NY 10577  | ^             | ^ X       | ^       | ^     |
| Apollo Principal Holdings I, L.P.<br>TWO MANHATTANVILLE ROAD<br>SUITE 203<br>PURCHASE, NY 10577  | ^             | ^ X       | ^       | ^     |
| Apollo Principal Holdings III GP Ltd<br>C/O INTERTRUST CORPORATE SERVICES<br>(CAYMAN) LIMITED, 190 ELGIN STREET<br>GEORGE TOWN, KY1-9005 | ^             | ^ X       | ^       | ^     |
| Apollo Principal Holdings III, L.P.<br>C/O INTERTRUST CORPORATE SERVICES<br>(CAYMAN) LIMITED, 190 ELGIN STREET<br>GEORGE TOWN, KY1-9005  | ^             | ^ X       | ^       | ^     |
| Apollo Advisors VI, L.P.<br>ONE MANHATTANVILLE ROAD<br>SUITE 201<br>PURCHASE, NY 10577   | ^             | ^ X       | ^       | ^     |

Apollo Management, L.P.  
2 MANHATTANVILLE ROAD  
SUITE 203  
PURCHASE, NY 10577

^ ^ X ^ ^

## Signatures

See signatures attached as  
Exhibit 99.2

01/17/2013

\_\_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) See Exhibit 99.1.

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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