

Norwegian Cruise Line Holdings Ltd.

Form 4

August 16, 2013

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
TPG Group Holdings (SBS)
Advisors, Inc.

(Last) (First) (Middle)

C/O TPG GLOBAL, LLC, 301
COMMERCE STREET, SUITE
3300

(Street)

FORT WORTH, TX 76102

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
Norwegian Cruise Line Holdings
Ltd. [NCLH]

3. Date of Earliest Transaction
(Month/Day/Year)
08/14/2013

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____ Officer (give title ____X____ Other (specify
below) below)
Former 10% Owner(2)(3)(4)(5)(6)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X Form filed by More than One Reporting
Person

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	08/14/2013		S		2,875,000	D	\$ 28.7831 <u>(1)</u>	19,242,334	I
									See Explanation of Responses <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u>

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form**

SEC 1474
(9-02)

displays a currently valid OMB control number.

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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
TPG Group Holdings (SBS) Advisors, Inc. C/O TPG GLOBAL, LLC 301 COMMERCE STREET, SUITE 3300 FORT WORTH, TX 76102	Former 10% Owner(2)(3)(4)(5)(6)
BONDERMAN DAVID C/O TPG GLOBAL, LLC 301 COMMERCE STREET, SUITE 3300 FORT WORTH, TX 76102	Former 10% Owner(2)(3)(4)(5)(6)
COULTER JAMES G C/O TPG GLOBAL, LLC 301 COMMERCE STREET, SUITE 3300 FORT WORTH, TX 76102	Former 10% Owner(2)(3)(4)(5)(6)

Signatures

/s/ Ronald Cami on behalf of David Bonderman (7)(8)	08/16/2013
__Signature of Reporting Person	Date
/s/ Ronald Cami on behalf of James G. Coulter(7)(8)	08/16/2013
__Signature of Reporting Person	Date
/s/ Ronald Cami, Vice President, TPG Group Holdings (SBS) Advisors, Inc. (7)	08/16/2013
__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).
- (1) The price of \$28.78313 represents the public offering price of \$29.75 per Ordinary Share ("Ordinary Share") of Norwegian Cruise Line Holdings Ltd. (the "Issuer") less the underwriters' discount of \$0.96687 per Ordinary Share.
- David Bonderman and James G. Coulter are officers and sole shareholders of TPG Group Holdings (SBS) Advisors, Inc. ("Group Advisors" and, together with Messrs. Bonderman and Coulter, the "Reporting Persons"), which is the general partner of TPG Group Holdings (SBS), L.P. ("Group Holdings"), which is the sole member of TPG Holdings I-A, LLC, which is the general partner of TPG Holdings I, L.P., which is the sole member of TPG GenPar V Advisors, LLC, which is the general partner of TPG GenPar V, L.P., which is the general partner of TPG Viking, L.P. ("Viking L.P.").
- (2) Group Holdings is the sole shareholder of TPG Holdings III-A, Inc., which is the general partner of TPG Holdings III-A, L.P., which is the general partner of TPG Holdings III, L.P., which is the sole shareholder of TPG Viking AIV GenPar Advisors, Inc., which is the general partner of TPG Viking AIV GenPar, L.P., which is the general partner of each of TPG Viking AIV I, L.P. ("Viking AIV I"), TPG Viking AIV II, L.P. ("Viking AIV II") and TPG Viking AIV III, L.P. ("Viking AIV III" and, together with Viking L.P., Viking AIV I and Viking AIV II, the "TPG Funds"). The TPG Funds hold the Ordinary Shares reported herein.
- (3) Following the disposition reported herein, the Reporting Persons no longer hold over 10% of the Ordinary Shares of the Issuer.
- (4) Because of the relationship between the Reporting Persons and each of the TPG Funds, the Reporting Persons may be deemed to beneficially own the securities reported herein to the extent of the greater of their respective direct or indirect pecuniary interests in the profits or capital accounts of the TPG Funds. Each Reporting Person and each TPG Fund disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's or TPG Fund's pecuniary interest therein, if any.
- (5) 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 equity securities in excess of their respective pecuniary interests.
- (6)

Remarks:

(7) The Reporting Persons are jointly filing this Form 4 pursuant to Rule 16a-3(j) under the Exchange Act.

(8) Ronald Cami is signing on behalf of both Messrs. Bonderman and Coulter pursuant to authorization and designation letters

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.