

Norwegian Cruise Line Holdings Ltd.  
Form S-1  
July 30, 2013  
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As filed with the Securities and Exchange Commission on July 30, 2013

Registration Statement No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-1**  
**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

**NORWEGIAN CRUISE LINE HOLDINGS LTD.**

(Exact name of registrant as specified in its charter)

**Bermuda**  
(State or other jurisdiction of  
incorporation or organization)

**4400**  
(Primary Standard Industrial  
Classification Code Number)  
7665 Corporate Center Drive

**98-0691007**  
(I.R.S. Employer  
Identification Number)

Miami, Florida 33126

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(305) 436-4000

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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**Approximate date of commencement of proposed sale to the public:** As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended (the "Securities Act") check the following box: "

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If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Securities Exchange Act of 1934, as amended.

Large accelerated filer " Accelerated filer "  
 Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company "

### CALCULATION OF REGISTRATION FEE

Title of each Class of Securities to be Registered	Amount to be Registered(a)	Proposed Maximum Offering Price Per Share(b)	Proposed Maximum Aggregate Offering Price(a)(b)	Amount of Registration Fee
Ordinary shares, par value \$.001 per share	23,000,000	\$30.65	\$704,950,000	\$96,155.18

(a) Includes 3,000,000 ordinary shares that the underwriters have the option to purchase from the Selling Shareholders.

(b) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(a) of the Securities Act, based on the average of the high and low sales prices for the registrant's ordinary shares on July 26, 2013 pursuant to Rule 457(c) under the Securities Act.

**The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.**

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**The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities, and we are not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.**

**SUBJECT TO COMPLETION, DATED JULY 30, 2013**

**PRELIMINARY PROSPECTUS**

**20,000,000 Ordinary Shares**

**NORWEGIAN CRUISE LINE HOLDINGS LTD.**

This is a public offering of 20,000,000 ordinary shares of Norwegian Cruise Line Holdings Ltd. The Selling Shareholders identified in this prospectus, which include the beneficial owners of a majority of our ordinary shares, are offering all 20,000,000 of the ordinary shares offered hereby, and we will not receive any of the proceeds from this offering. We will bear all of the offering expenses other than underwriting discounts and commissions. The Selling Shareholders identified in this prospectus will pay underwriting discounts and commissions for the sale of these ordinary shares.

Our ordinary shares are listed on the NASDAQ Global Select Market under the symbol NCLH. The last reported sale price of our ordinary shares on July 29, 2013 was \$30.26 per share.

The underwriters have an option for a period of 30 days to purchase an aggregate of up to 3,000,000 additional ordinary shares from the Selling Shareholders at the initial price to the public less the underwriting discounts and commissions. We will not receive any proceeds from the sale of any additional ordinary shares.

**Investing in our ordinary shares involves a high degree of risk. See Risk Factors beginning on page 21 to read about certain factors you should consider before buying our ordinary shares.**

	Per Share	Total
Public offering price	\$	\$
Underwriting discounts and commissions	\$	\$
Proceeds, before expenses, to the Selling Shareholders	\$	\$

The underwriters expect to deliver the ordinary shares on or about \_\_\_\_\_, 2013.

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed on the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.**

Ordinary shares may be offered or sold in Bermuda only in compliance with the provisions of the Investment Business Act of 1998, which regulates the sale of securities in Bermuda. Further, the Bermuda Monetary Authority (the BMA ) must approve all issues and transfers of shares of a Bermuda exempted company under the Exchange Control Act of 1972 and regulations thereunder (together, the ECA ). The BMA has given a general permission which will permit the issue of the ordinary shares and the free transferability of such shares under the ECA so long as voting securities of the Company are admitted to trading on the NASDAQ Global Select Market or any other appointed stock exchange.

**UBS Investment Bank**

**Barclays**

**Citigroup**

**Deutsche Bank Securities**

**Goldman, Sachs & Co.**

**J.P. Morgan**

**Credit Agricole CIB**

**DNB Markets**

**HSBC**

**SunTrust Robinson Humphrey  
, 2013.**

**Nomura**

**The date of this prospectus is**

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**You should rely only on the information contained in this prospectus. We, the Selling Shareholders and the underwriters have not authorized anyone to provide you with information that is different from or additional to, that contained in this prospectus. This prospectus may only be used where it is legal to sell our ordinary shares. The information in this prospectus may only be accurate on the date of this prospectus.**

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**TERMS USED IN THIS PROSPECTUS**

Unless otherwise indicated or the context otherwise requires, references in this prospectus to (i) the Company, we, our, us and NCLH refer to Norwegian Cruise Line Holdings Ltd. and/or its subsidiaries, (ii) NCLC refers to NCL Corporation Ltd. and/or its subsidiaries (iii) Norwegian Cruise Line or Norwegian refers to the Norwegian Cruise Line brand and its predecessors and NCL America or NCLA refers to our U.S.-flagged operations, (iv) Apollo refers to Apollo Global Management, LLC and its subsidiaries and the Apollo Funds refers to one or more of AIF VI NCL (AIV), L.P., AIF VI NCL (AIV II), L.P., AIF VI NCL (AIV III), L.P., AIF VI NCL (AIV IV), L.P., AAA Guarantor Co-Invest VI (B), L.P., Apollo Overseas Partners (Delaware) VI, L.P., Apollo Overseas Partners (Delaware 892) VI, L.P., Apollo Overseas Partners VI, L.P. and Apollo Overseas Partners (Germany) VI, L.P., (v) TPG Global refers to TPG Global, LLC, TPG refers to TPG Global and its affiliates and the TPG Viking Funds refers to one or more of TPG Viking, L.P., TPG Viking AIV I, L.P., TPG Viking AIV II, L.P., and TPG Viking AIV III, L.P. and/or certain other affiliated investment funds, each an affiliate of TPG, (vi) Genting HK refers to Genting Hong Kong Limited and/or its affiliates (formerly Star Cruises Limited and/or its affiliates), and (vii) Affiliate(s) or Sponsor(s) refers to Genting HK, the Apollo Funds and/or the TPG Viking Funds. References to the U.S. are to the United States of America, dollars or \$ are to U.S. dollars and euros or are to the official currency of the Eurozone. For a reconciliation of our non-GAAP financial measures we refer you to Management's Discussion and Analysis of Financial Condition and Results of Operations Results of Operations and Prospectus Summary Summary Consolidated Financial Data. Unless otherwise indicated in this prospectus, the following terms have the meanings set forth below (all principal amounts refer to the original principal amount incurred or issued, as applicable):

*\$1.3 billion Senior Secured Credit Facility.* \$1.3 billion credit agreement, dated May 24, 2013, by and among NCL Corporation Ltd., as borrower, Deutsche Bank Trust Company Americas, as administrative agent and as collateral agent, and various lenders, and related guarantee by Norwegian Dawn Limited, Norwegian Gem, Ltd., Norwegian Pearl, Ltd., Norwegian Spirit, Ltd., Norwegian Star Limited and Norwegian Sun Limited, providing for a \$675 million term loan facility and a \$625 million revolving credit facility.

*\$300 million Senior Notes.* \$300.0 million aggregate amount of 5.00% senior unsecured notes due 2018 issued by NCL Corporation Ltd. on February 6, 2013.

*\$334.1 million Norwegian Jewel loan.* \$334.1 million secured loan agreement, dated as of April 20, 2004, as amended and restated on June 21, 2013, by and among Norwegian Jewel Limited, as borrower, and a syndicate of international banks, and related guarantee by NCL Corporation Ltd.

*Adjusted EBITDA.* EBITDA adjusted for other income (expense) and other supplemental adjustments.

*Adjusted EBITDA Margin.* Adjusted EBITDA as a percentage of total revenue.

*Adjusted EPS.* Diluted earnings (loss) per share adjusted for supplemental adjustments.

*Adjusted Net Cruise Cost Excluding Fuel.* Net Cruise Cost less fuel expense adjusted for supplemental adjustments.

*Adjusted Net Income.* Net income adjusted for supplemental adjustments.

*Berths.* Double occupancy capacity per cabin (single occupancy per studio cabin) even though many cabins can accommodate three or more passengers.



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*Breakaway Class Ships.* Norwegian Breakaway delivered in April 2013 and Norwegian Getaway scheduled for delivery in January 2014.

*Breakaway Export Credit Facility.* 529.8 million Breakaway One credit agreement, dated November 18, 2010, as amended, by and among Breakaway One, Ltd., as borrower, and a syndicate of international banks and a related guarantee by NCL Corporation Ltd.

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*Breakaway/Getaway Credit Facilities.* Our Breakaway Export Credit Facility, Getaway Export Credit Facility and Breakaway/Getaway Term Loan Facilities.

*Breakaway/Getaway Term Loan Facilities.* 126.1 million Pride of Hawaii Credit Agreement, dated November 18, 2010, as amended and restated on June 21, 2013, by and among Pride of Hawaii LLC and a syndicate of international banks and a related guarantee by NCL Corporation Ltd. and 126.1 million Norwegian Jewel Credit Agreement, dated November 18, 2010, as amended and restated on June 21, 2013, by and among Norwegian Jewel Limited and a syndicate of international banks and a related guarantee by NCL Corporation Ltd.

*Breakaway Plus Class Ships.* Two ships on order with Meyer Werft for delivery in the fourth quarter of 2015 and the first quarter of 2017, respectively, which will be approximately 163,000 Gross Tons and 4,200 Berths each and will be similar in design and innovation to our Breakaway Class Ships.

*Breakaway Plus Newbuild Export Credit Facilities.* 590.5 million credit agreement, dated October 12, 2012, by and among Breakaway Three, Ltd. and a syndicate of international banks and a related guarantee by NCL Corporation Ltd. and 590.5 million credit agreement, dated October 12, 2012, by and among Breakaway Four, Ltd. and a syndicate of international banks and a related guarantee by NCL Corporation Ltd.

*Capacity Days.* Available Berths multiplied by the number of cruise days for the period.

*Charter.* The hire of a ship for a specified period of time.

*CLIA.* Cruise Lines International Association, a non-profit marketing and training organization formed in 1975 to promote cruising.

*Constant Currency.* A calculation whereby foreign currency-denominated revenue and expenses in a period are converted at the U.S. dollar exchange rate of a comparable period in order to eliminate the effects of the foreign exchange fluctuations.

*Dry-dock.* A process whereby a ship is positioned in a large basin where all the fresh/sea water is pumped out in order to carry out cleaning and repairs of those parts of a ship which are below the water line.

*EBITDA.* Earnings before interest, taxes and depreciation and amortization.

*258.0 million Pride of America loan.* Euro 258.0 million secured loan agreement, dated as of April 4, 2003, as amended and restated on June 21, 2013, by and among Pride of America Ship Holding, LLC, as borrower, and a syndicate of international banks, and related guarantee by NCL Corporation Ltd.

*308.1 million Pride of Hawaii loan.* Euro 308.1 million Pride of Hawaii loan, dated as of April 20, 2004, as amended and restated on June 21, 2013, by and among Pride of Hawaii, LLC, as borrower, and a syndicate of international banks, and related guarantee by NCL Corporation Ltd.

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*662.9 million Norwegian Epic loan.* Euro 662.9 million syndicated loan facility, dated September 22, 2006, as amended and restated on June 1, 2012, by and among Norwegian Epic, Ltd., as borrower, and a syndicate of international banks, and related guarantee by NCL Corporation Ltd.

*Existing Senior Secured Credit Facilities.* Our \$1.3 billion Senior Secured Credit Facility, our Breakaway Plus Newbuild Export Credit Facilities, our Breakaway/Getaway Credit Facilities, our 308.1 million Pride of Hawaii i loan, our \$334.1 million Norwegian Jewel loan, our 258.0 million Pride of America loan and our 662.9 million Norwegian Epic loan.

*GAAP.* Generally accepted accounting principles in the U.S.

*Getaway Export Credit Facility.* 529.8 million Breakaway Two Credit Agreement, dated as of November 18, 2010, as amended, by and among Breakaway Two, Ltd., as borrower, and a syndicate of international banks and a related guarantee by NCL Corporation Ltd.

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*Gross Cruise Cost.* The sum of total cruise operating expense and marketing, general and administrative expense.

*Gross Tons.* A unit of enclosed passenger space on a cruise ship, such that one gross ton = 100 cubic feet or 2.831 cubic meters.

*Gross Yield.* Total revenue per Capacity Day.

*IMO.* International Maritime Organization, a United Nations agency that sets international standards for shipping.

*IPO.* The initial public offering of 27,058,824 ordinary shares, par value \$.001 per share, of NCLH, which was consummated on January 24, 2013.

*Jewel Class Ships.* Norwegian Gem, Norwegian Jade, Norwegian Jewel and Norwegian Pearl.

*Major North American Cruise Brands.* Norwegian Cruise Line, Carnival Cruise Lines, Royal Caribbean International, Holland America, Princess Cruises and Celebrity Cruises.

*Management NCL Corporation Units.* NCLC's previously outstanding profits interests issued to management (or former management) of NCLC which have been converted into units in NCLC in connection with the Corporate Reorganization.

*Net Cruise Cost.* Gross Cruise Cost less commissions, transportation and other expense and onboard and other expense.

*Net Cruise Cost Excluding Fuel.* Net Cruise Cost less fuel expense.

*Net Revenue.* Total revenue less commissions, transportation and other expense and onboard and other expense.

*Net Yield.* Net Revenue per Capacity Day.

*Norwegian Sky Agreement.* Memorandum of agreement, dated June 1, 2012, between Ample Avenue Limited, as seller, and Norwegian Sky, Ltd., as buyer, related to our purchase of Norwegian Sky.

*Occupancy Percentage or Load Factor.* The ratio of Passenger Cruise Days to Capacity Days. A percentage in excess of 100% indicates that three or more passengers occupied some cabins.

*Passenger Cruise Days.* The number of passengers carried for the period, multiplied by the number of days in their respective cruises.

*SEC.* U.S. Securities and Exchange Commission.

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*Selling Shareholders.* The Apollo Funds, the TPG Viking Funds and Star NCLC Holdings Ltd. ( Star NCLC ). Genting HK owns NCLH s ordinary shares indirectly through Star NCLC, its wholly-owned subsidiary. See Principal and Selling Shareholders.

*Ship Contribution.* Total revenue less total cruise operating expense.

*Shipboard Retirement Plan.* An unfunded defined benefit pension plan for certain crew members which computes benefits based on years of service, subject to certain requirements.

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**MARKET AND INDUSTRY DATA AND FORECASTS**

This prospectus includes market share and industry data and forecasts that we obtained from industry publications, third-party surveys and internal company surveys. Industry publications, including those from CLIA, and surveys and forecasts generally state that the information contained therein has been obtained from sources believed to be reliable. All CLIA information, obtained from the CLIA website [cruising.org](http://cruising.org), relates to CLIA member lines, which currently represents 26 of the major North American cruise lines including Norwegian, which together represented 97% of the North American cruise capacity. All other references to third party information are publicly available at nominal or no cost. We use the most currently available industry and market data to support statements as to our market position.

Although we believe that the industry publications and third-party sources are reliable, we have not independently verified any of the data from industry publications or third-party sources. Similarly, while we believe our internal estimates with respect to our industry are reliable, our estimates have not been verified by any independent sources. While we are not aware of any misstatements regarding any industry data presented herein, our estimates, in particular as they relate to market share and our general expectations, involve risks and uncertainties and are subject to change based on various factors, including those discussed under **Risk Factors**, **Cautionary Statement Concerning Forward-Looking Statements** and **Management's Discussion and Analysis of Financial Condition and Results of Operations** in this prospectus.

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**PROSPECTUS SUMMARY**

*The following summary includes highlights of the more detailed information and consolidated financial statements included elsewhere in this prospectus. This summary sets forth the material terms of the offering but does not contain all of the information that you should consider before investing in our ordinary shares. For a more complete understanding of us, our business and the offering, we urge you to read this prospectus carefully, including the sections entitled Risk Factors, Cautionary Statement Concerning Forward-Looking Statements and Additional Information and our consolidated financial statements and related notes included elsewhere in this prospectus, before making an investment.*

**Our Company**

We are a leading global cruise line operator, offering cruise experiences for travelers with a wide variety of itineraries in North America (including Alaska and Hawaii), the Mediterranean, the Baltic, Central America, Bermuda and the Caribbean. We strive to offer an innovative and differentiated cruise vacation with the goal of providing our guests the highest levels of overall satisfaction on their cruise experience. In turn, we aim to generate the highest guest loyalty and greatest numbers of repeat guests. We created a distinctive style of cruising called Freestyle Cruising onboard all of our ships, which we believe provides our guests with the freedom and flexibility associated with a resort style atmosphere and experience as well as more dining options than a traditional cruise. We established the very first private island developed by a cruise line in the Bahamas with a diverse offering of activities for guests. We are also the only cruise line operator to offer an entirely inter-island itinerary in Hawaii.

By providing such a distinctive experience and appealing combination of value and service, we straddle both the contemporary and premium segments. As a result, we have been recognized for our achievements as the recipient of multiple honorary awards mainly consisting of reviews tabulated from the readers of travel periodicals such as Travel Weekly, Condé Nast Traveler, and Travel + Leisure. We were rated as the favorite cruise line by Budget Travel, and best for family cruises by Family Circle, Yahoo! Travel, and Today Travel. In addition, we were recognized as Europe's leading cruise line five years in a row by the World Travel Awards and identified as the cruise line with the best use of a social media platform by Travel + Leisure. Norwegian Epic, which was launched in 2010, was recognized as Best Overall Individual Cruise Ship by the Travel Weekly Readers Choice Awards two years in a row.

We offer a wide variety of cruises ranging in length from one day to three weeks. During 2012, we docked at 114 ports worldwide, with itineraries originating from 15 ports of which 11 are in North America. In line with our strategy of innovation, many of these North American ports are part of our Homeland Cruising program in which we have homeports that are close to major population centers, such as New York, Boston and Miami. This reduces the need for vacationers to fly to distant ports to embark on a cruise and helps reduce our guests' overall vacation cost. We offer a wide selection of exotic itineraries outside of the traditional cruising markets of the Caribbean and Mexico; these include cruises in Europe, including the Mediterranean and the Baltic, Bermuda, Alaska, and the industry's only entirely inter-island itinerary in Hawaii with our U.S.-flagged ship, Pride of America. This itinerary is unparalleled in the cruise industry, as all other vessels from competing cruise lines are registered outside the U.S. and are required to dock at a distant foreign port when providing their guests with a Hawaii-based cruise itinerary.

Each of our 12 modern ships has been purpose-built to consistently deliver our Freestyle Cruising product offering across our entire fleet, which we believe provides us with a competitive advantage. By focusing on Freestyle Cruising, we have been able to achieve higher onboard spend levels, greater customer loyalty and the ability to attract a more diverse clientele.

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As a result of our strong operating performance over the last four years, the growing demand we see for our distinctive cruise offering and the rational supply outlook for the industry, we believe that it is an optimal time to add new ships to our fleet. In 2010, we launched a newbuild program for the next generation of Freestyle Cruising vessels. We placed an order with Meyer Werft GmbH of Papenburg, Germany ( Meyer Werft ) for two new cruise ships: Norwegian Breakaway, which was delivered in April 2013 and Norwegian Getaway, which is scheduled for delivery in January 2014. This ship will be approximately 144,000 Gross Tons with 4,000 Berths at an aggregate cost of approximately 625.9 million, or \$814.3 million based on the euro/U.S. dollar exchange rate as of June 30, 2013. We have also ordered two additional cruise ships from Meyer Werft for delivery in the fourth quarter of 2015 and the first quarter of 2017, respectively. These new Breakaway Plus Class Ships will be the largest in our fleet at approximately 163,000 Gross Tons and 4,200 Berths each and will be similar in design and innovation to our Breakaway Class Ships. The combined contract cost of the two Breakaway Plus Class Ships is approximately 1.4 billion, or \$1.8 billion based on the euro/U.S. dollar exchange rate as of June 30, 2013. We have export credit financing in place for these ships that provides financing for 80% of their contract price.

As of June 30, 2013, we have one of the most modern fleets of cruise ships in the industry among the Major North American Cruise Brands, with a weighted-average age of 7.5 years. Following the delivery of Norwegian Getaway, we will have the youngest fleet among the Major North American Cruise Brands. Norwegian Getaway joins Norwegian Breakaway as the latest generation of Freestyle Cruising ships and includes some of the most popular elements of our recently delivered ships together with new and differentiated features.

Our senior management team has delivered consistent growth and has driven measurable improvements in operating metrics and cash flow generation across several different operating environments. Under the leadership of our President and Chief Executive Officer, Kevin M. Sheehan, we significantly differentiated the Norwegian brand, largely with the Freestyle Cruising concept that accelerated revenue growth and contributed to improving our operating income margins by approximately 1,370 basis points since the beginning of 2008 through the end of 2012. Our management team was augmented in key areas such as Sales, Marketing, Hotel Operations and Finance and has since implemented major initiatives such as enhancing onboard service and amenities across the fleet, expanding our European presence and overseeing a newbuild program that included the successful launch in April 2013 of our most innovative ship to date, Norwegian Breakaway.

For the twelve months ended June 30, 2013, we generated total revenue of \$2,349.6 million, Net Revenue of \$1,748.5 million, net income of \$24.0 million, Adjusted EBITDA of \$579.1 million and an Adjusted EBITDA Margin of 24.6%. For the six months ended June 30, 2013, we generated total revenue of \$1,172.1 million, Net Revenue of \$872.8 million, net loss of \$105.2 million, Adjusted EBITDA of \$252.1 million and an Adjusted EBITDA Margin of 21.5%. For the six months ended June 30, 2012, we generated total revenue of \$1,098.7 million, Net Revenue of \$816.1 million, net income of \$39.3 million, Adjusted EBITDA of \$228.6 million and an Adjusted EBITDA Margin of 20.8%. This represents an increase of approximately 70 basis points in period over period Adjusted EBITDA Margin as a result of improved ticket pricing and onboard spending coupled with various business improvement, product enhancement and cost reduction initiatives. We refer you to note 5 under Summary Consolidated Financial Data included elsewhere in this prospectus for a reconciliation of Adjusted EBITDA to net income.

### **Our Industry**

We believe that the cruise industry demonstrates the following positive fundamentals:

#### **Strong Growth with Low Penetration and Significant Upside**

Cruising is a vacation alternative with broad appeal, as it offers a wide range of products and services to suit the preferences of vacationing guests of all ages, backgrounds and interests. Since 1980, cruising has been one of the fastest growing segments of the North American vacation market. According to CLIA, in 2012 approximately 17.2 million passengers took cruises on CLIA member lines versus 7.2 million passengers in 2000, representing a



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compound annual growth rate of approximately 7.5%. Based on CLIA's research, we believe that cruising is under-penetrated and represents approximately 12% of the North American vacation market. As measured in Berths, the cruise industry is relatively nascent compared to the wide variety of much more established vacation travel destinations across North America.

According to the Orlando/Orange County Convention & Visitors Bureau and the Las Vegas Convention and Visitors Authority, there are approximately 267,000 rooms in just Orlando and Las Vegas combined. By comparison, the estimated Major North American Cruise Brands capacity in terms of Berths is approximately 241,000. In addition, according to industry research, only 24% of the U.S. population has ever taken a cruise and we believe this percentage should increase. The European vacation market, the fastest growing market globally, remains under-penetrated by the cruise industry, with approximately 1% of Europeans having taken a cruise in a given year, compared with 3% of the population in the U.S. and Canada. We believe that improving leisure travel trends along with a relatively low supply outlook in the near term from the Major North American Cruise Brands lead to an attractive business environment for our Company to operate in.

### **Attractive Demographic Trends to Drive Cruising Growth**

The cruise market is comprised of a broad spectrum of guests and appeals to virtually all demographic categories. Based on CLIA's 2011 Cruise Market Profile Study, the target North American cruise market, defined as households with income of \$40,000 or more headed by a person who is at least 25 years old, is estimated to be 132.9 million people. Also according to the study, the average cruise customer has a household income of \$109,000. It is our belief that Freestyle Cruising will help us attract the younger generations who we believe are more likely to enjoy greater levels of freedom from our Freestyle Cruising product offering than was traditionally offered within the cruise industry.

### **Significant Value Proposition and High Level of Guest Satisfaction**

We believe that the cost of a cruise vacation, relative to a comparable land-based resort or hotel vacation in Orlando or Las Vegas, offers an exceptional value proposition. When one considers that a typical cruise, for an all-inclusive price, offers its guests transportation to a variety of destinations, hotel-style accommodations, a generous diversity of food choices and a selection of daily entertainment options, this is compelling support for the cruise value proposition relative to other leisure alternatives. Cruises have become even more affordable for a greater number of North American guests over the past few years through the introduction of Homeland Cruising, which eliminates the cost of airfare commonly associated with a vacation. According to CLIA's 2011 study, approximately 70% of persons who have taken a cruise rate cruising as a high-value vacation alternative. In this same survey, CLIA reported that approximately 80% of cruise passengers agree that a cruise vacation is a good way to sample various destinations that they may visit again on a land-based vacation.

### **High Barriers to Entry**

The cruise industry is characterized by high barriers to entry, including the existence of several established and recognizable brands, the large investment to build a new, sophisticated cruise ship, the long lead time necessary to construct new ships and limited newbuild shipyard capacity. Based on new ship orders announced over the past several years, the cost to build a cruise ship can range from approximately \$500 million to \$1.4 billion or approximately \$200,000 to \$425,000 per Berth, depending on the ship's size and quality of product offering. The construction time of a newbuild ship is typically between 27 and 36 months and requires significant upfront cash payments to fund construction costs before revenue is generated. In addition, the shipbuilding industry is experiencing tightened capacity as the size of ships increases and the industry consolidates, with virtually all new capacity added in the last 20 years having been built by one of three major European shipbuilders.

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### **Varied Segments and Brands**

The different cruise lines that make up the global cruise vacation industry have historically been segmented by product offering and service quality into contemporary, premium and luxury brands. The contemporary segment generally includes cruises on larger ships that last seven days or less, provides a casual ambiance and is less expensive on average than the premium or luxury segments. The premium segment is generally characterized by cruises that last from seven to 14 nights with a higher quality product offering than the contemporary segment, appealing to a more affluent demographic. The luxury segment generally offers the highest level of service and quality, with longer cruises on the smallest ships. In classifying our competitors within the Major North American Cruise Brands, the contemporary segment has historically included Carnival Cruise Lines and Royal Caribbean International. The premium segment has historically included Celebrity Cruises, Holland America and Princess Cruises. We believe that we straddle the contemporary and premium segments as well as offer a unique combination of value and leisure services to cruise guests. Our brand offers our guests a rich stateroom mix, which includes single studios, private balconies, and luxury suites with personal butler and concierge service as more recently enhanced by The Haven. As part of our Freestyle Cruising experience, we also offer various specialty dining venues, some of which are exclusive to our suite and The Haven guests. Based on fleet counts as of June 30, 2013, the Major North American Cruise Brands together represent approximately 90% of the North American cruise market as measured by total Berths.

### **Our Competitive Strengths**

We believe that the following business strengths will enable us to execute our strategy:

#### **Leading Cruise Operator with High-Quality Product Offering**

We believe that our modern fleet provides us with operational and strategic advantages as our entire fleet has been purpose-built for Freestyle Cruising with a wider range of passenger amenities relative to many of our competitors.

We believe that in recent years the distinction has been blurred between segments of the market historically known as premium and contemporary, with the Major North American Cruise Brands each offering a wide range of onboard experiences across their respective fleets. With the completion of our fleet renewal initiative, we believe that based on a number of different metrics that directly impact a guest's onboard experience, we compare favorably against the other Major North American Cruise Brands, with many product attributes that are more in line with the premium segment.

**Modern Fleet.** With a weighted-average age of 7.5 years as of June 30, 2013 and no ships built before 1998, we have one of the most modern fleets among the Major North American Cruise Brands, which we believe allows us to offer a high-quality passenger experience with a significant level of consistency across our entire fleet.

**Rich Stateroom Mix.** As of June 30, 2013, 51% of our staterooms had private balconies representing a higher mix of outside balcony staterooms than the other contemporary brands. In addition, six of our ships offer The Haven, with suites of up to 570 square feet each. Guests staying in The Haven are provided with personal butler service and exclusive access to a private courtyard area with a private pool, sun decks, hot tubs, and a fitness center. Six of our ships also offer luxury garden suites of up to 6,694 square feet, making them the largest accommodations at sea.

**High-Quality Service.** We believe we offer a very high level of onboard service and to further enhance this service we have implemented the Norwegian Platinum Standards program. This program

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introduces specific standards emphasizing dedicated service, consistency in execution, and overall guest satisfaction which we believe will promote customer loyalty.

**Diverse Selection of Premium Itineraries.** In 2012, approximately 50% of our itineraries, by Capacity Days, were in more exotic, under-penetrated and less traditional locations, including Alaska, Hawaii, Bermuda and Europe, compared to the other contemporary brands which are focused primarily on itineraries in the Caribbean and Mexico. This mix of destinations is more consistent with the brands in the premium segment, and these itineraries typically attract higher Net Yields than Caribbean and Mexico sailings. We believe that this high-quality product offering positions us well in comparison to the other Major North American Cruise Brands and provides an opportunity for continued Net Yield growth.

### **Freestyle Cruising**

The most important differentiator for our brand is the Freestyle Cruising concept onboard all 12 of our ships. The essence of Freestyle Cruising is to provide a cruise experience that offers more freedom and flexibility than any other traditional cruise alternative. While many cruise lines have historically required guests to dine at assigned group tables and at specified times, Freestyle Cruising offers the flexibility and choice to our guests who prefer to dine when they want, with whomever they want and without having to dress formally. Additionally, we have increased the number of activities and dining facilities available onboard, allowing guests to tailor their onboard experience to their own schedules, desires and tastes.

All of our ships have been custom designed and purpose-built for Freestyle Cruising, which we believe differentiates us significantly from our major competitors. We further believe that Freestyle Cruising attracts a passenger base that prefers the less structured, resort-style experience of our cruises. Building on the success of Freestyle Cruising, we implemented across our fleet Freestyle 2.0 featuring significant enhancements to our onboard product offering. These enhancements include a major investment in the total dining experience; upgrading the stateroom experience across the ship; new wide-ranging onboard activities for all ages; and additional recognition, services and amenities for premium-priced balcony, suite and The Haven guests. With Norwegian Epic and Norwegian Breakaway, we have enhanced Freestyle Cruising by offering what we believe to be unmatched flexibility in entertainment, offering guests a wide variety of activities and performances to choose from at any time of day or night.

### **Established Brand Recognition**

The Norwegian Cruise Line brand is well established in the cruise industry with a long track record of delivering a world class cruise product offering to its guests. We achieve high-quality feedback scores from our guests in the areas of overall service, physical ship attributes, onboard products and services, food and beverage offerings and overall entertainment and land-based excursion quality. Based on recent guest experience and loyalty reports, the quality of our guests' experience generates high levels of customer loyalty, as demonstrated by the fact that approximately 35% of our guests are repeat guests and 80% say they would recommend Norwegian Cruise Line to their friends and family. Brand recognition is also strong with over 93% of cruisers reporting familiarity with Norwegian. Additionally, our brand is known for freedom, flexibility and choice, all highly valued benefits within the cruise industry demographic.

### **Strong Cash Flow**

Nearly all of our capital expenditures, other than those related to our newbuild projects (which are substantially financed) and the recent renovation of our private island, relate to the maintenance of our modern fleet and shoreside operations, which includes investments in our IT infrastructure and business intelligence

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systems. We have export credit financing in place for the Breakaway Plus Class Ships and Norwegian Getaway which will fund approximately 80% to 90% of the required pre-delivery and delivery date construction payments; as such, we expect the cost of our newbuild projects to have a minimal impact on our cash flow in the near term.

We are able to generate significant levels of cash flow due to our ability to pre-sell tickets and receive customer deposits with long lead times ahead of sailing. We also offer our guests the ability to advance book and prepay for certain services. In addition, we believe that the favorable U.S. federal income tax regime applicable to international shipping income enhances our cash flow from operations which continues to contribute significantly to deleveraging our balance sheet.

### **Highly Experienced Management Team**

Our senior management team is comprised of executives with an average of 16 years in the cruise, travel, leisure and hospitality-related industries. Our executive team has streamlined our organization and instilled a results-driven management philosophy that promotes direct accountability and a more nimble decision-making culture that contributed in driving approximately 1,370 basis points of operating income margin expansion since the beginning of 2008 through the end of 2012. We believe our incentive plans closely align the interest of our management team and our shareholders.

### **Strong Sponsors with Extensive Industry Expertise**

Our Sponsors or their affiliates have extensive experience investing in the cruise, leisure and travel-related industries. Affiliates of the Apollo Funds have invested significant equity and resources to the cruise and leisure industry with its investment in Prestige Cruises International, Inc. which operates through two distinct upscale cruise brands, Oceania Cruises and Regent Seven Seas Cruises. In addition, affiliates of both Apollo and TPG have investments in Caesars Entertainment Corporation ( Caesars Entertainment ), with whom we have created a marketing alliance. Affiliates of TPG are also significant investors in Sabre Holdings, a leading GDS (global distribution system) and parent of Travelocity.com. Genting HK, headquartered in Hong Kong, operates a leading Asian cruise line through its subsidiary, Star Cruises Asia Holding Ltd., with destinations in Malaysia, Singapore, Hong Kong, Taiwan, Japan, Vietnam, China and Thailand. We believe that the synergies and purchasing power obtained through these affiliates have resulted in better price negotiations for us and our affiliates for selected supplies and services.

### **Our Business Strategies**

We seek to attract vacationers by offering new products and services and creating differentiated itineraries in new markets through new and existing modern ships with the aim of delivering a better, value-added, vacation experience to our guests relative to other broad-based or land-based leisure alternatives. Our business strategies include the following:

#### **Attractive Product Offerings**

We have a long history of product development and innovation within the cruise industry as one of the most established consumer brands. We became the first cruise operator to purchase a private island in the Bahamas and offer a private beach experience to our guests; and we were the first to introduce a 2,000-Berth megaship into the Caribbean market in 1980. More recently, we pioneered new concepts in cruising over the last decade with the development of Homeland Cruising and the launch of Freestyle Cruising.

We continued to enhance our product offering with the delivery of Norwegian Epic in June 2010, which offers 21 dining options, a diverse range of accommodations and what we believe is the widest array of entertainment at sea. In addition to several differentiated full-service complimentary dining rooms, Norwegian

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Epic also features specialty restaurants including a classic steakhouse, sushi, Japanese teppanyaki, Brazilian churrascaria, Asian noodle bar, traditional Chinese, fine French and Italian offerings. Guest accommodations on Norwegian Epic include the groundbreaking Studios, 128 staterooms designed for solo travelers centered around the Studio Lounge, a private two-story lounge for Studio guests. On its top decks, Norwegian Epic offers a ship within a ship in the largest suite complex at sea; The Haven includes two decks with 60 suites and penthouses, a private pool with multiple hot tubs and sundecks, a private fitness center and steam rooms, fine dining in the Epic Club restaurant, casual outdoor dining at the Courtyard Grill, and 24-hour concierge service, all exclusively for guests of The Haven. Entertainment onboard Norwegian Epic includes a wide variety of branded entertainment for guests to choose from, including exclusive engagements with Blue Man Group, Cirque Dreams & Dinner, Legends in Concert, Nickelodeon and the improvisational comedy troupe, The Second City.

Building on the success of Norwegian Epic, Norwegian Breakaway includes many of her most popular elements, while maintaining the innovative spirit of Freestyle Cruising by introducing new and differentiated features. These include The Haven and a quarter-mile oceanfront boardwalk, The Waterfront, which creates outdoor seating areas for many dining venues and lounges, including our first seafood restaurant, Ocean Blue by Geoffrey Zakarian. The centrally located 678 Ocean Place connects three entire decks of daytime and nighttime entertainment. Master Baker Buddy Valastro, of the popular TLC series Cake Boss, opened an extension of Carlo's Bake Shop onboard. We offer our guests many of the popular entertainment venues of Norwegian Epic such as the dueling pianos of Howl at the Moon and new jazz and blues venues, and we also feature the 80s-inspired rock musical Rock of Ages, ballroom dance experience Burn the Floor and Cirque Dreams & Dinner Jungle Fantasy. We have a strategic partnership with the Radio City Rockettes, who christened Norwegian Breakaway. This relationship includes a marketing partnership that names Norwegian as the official cruise line of the Rockettes and Radio City Music Hall® and an exhibit showcasing the Rockettes is integrated into the ship. This relationship also includes two Rockettes sailing on select voyages and offering special fitness classes and photo opportunities.

We have completed a \$25 million renovation to our private island, Great Stirrup Cay, which includes a new marina, dining and bar facility to enhance the guest experience, as well as offers new activities such as wave runners and private cabanas. The enhancements provide us with additional revenue-generating opportunities on the island.

### **Maximize Net Yields**

We are focused on growing our revenue through various initiatives aimed at increasing our ticket prices and occupancy as well as onboard spending to drive higher overall Net Yields. To maximize passenger ticket revenue, our revenue management strategy is focused on optimizing pricing and generating demand throughout the booking curve. We utilize a base-loading strategy to fill our capacity by booking guests as early before sailing as possible. Base-loading is a strategy that focuses on selling inventory further from the cruise departure date by utilizing certain sales and marketing tactics which generate business with longer booking windows. Base-loading allows us to fill our ships earlier, which prevents discounting close to sailing dates, in order to achieve our targeted Occupancy Percentages. Our specific initiatives to achieve this include:

**Casino Player Strategy.** As part of this strategy, we have non-exclusive arrangements with approximately 130 casino partners worldwide including Caesars Entertainment, in which affiliates of both Apollo and TPG have investments, whereby loyal gaming guests are offered cruise reward certificates redeemable for cruises on our ships. Through property sponsored events and joint marketing programs, we have the opportunity to market cruises to Caesars Entertainment's guests. These arrangements with our casino partners have the dual benefit of filling open inventory and reaching guests expected to generate above average onboard revenue through the casino and other onboard spending.

**Strategic Relationships.** Our base-loading strategy also includes strategic relationships with travel agencies and international tour operators, who commit to purchasing a certain level of inventory with long lead times.

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**Meetings, Incentives and Charters.** We are increasing our focus on the meetings, incentives and charters channel, which typically books very far in advance and can represent a significant portion of the ship, or even an entire sailing, in one transaction. We continue to focus on various initiatives to drive increased onboard revenue across a variety of areas. From the year ended December 31, 2007 to the twelve months ended June 30, 2013, our net onboard and other revenue yield increased by approximately 30% from \$40.58 to \$52.68 primarily due to strong performance in casino, beverage sales, shore excursions and specialty dining. Our strategy for further driving increased onboard revenue includes, among other things, generating additional casino revenue through our arrangements with our casino partners, including Caesars Entertainment and Genting HK. These arrangements incorporate marketing resources to deliver cross-company advertising and marketing campaigns to promote our brand. We also focus on optimizing the utilization of our specialty restaurants and pre-booking and pre-selling additional onboard activities. In addition, Norwegian Epic and Norwegian Breakaway have created additional onboard revenue opportunities based on our premium entertainment offerings.

### **Brand Expansion Through Disciplined Newbuild Program**

Norwegian Getaway is under construction with Meyer Werft and is scheduled for delivery in January 2014. This ship will be approximately 144,000 Gross Tons with 4,000 Berths at an aggregate cost of approximately 625.9 million, or \$814.3 million based on the euro/U.S. dollar exchange rate as of June 30, 2013. We have export credit financing in place for this ship that provides financing for 90% of its contract price.

We have also ordered two additional cruise ships from Meyer Werft for delivery in the fourth quarter of 2015 and the first quarter of 2017. The new Breakaway Plus Class Ships will be the largest in our fleet at approximately 163,000 Gross Tons and 4,200 Berths each and will be similar in design and innovation to our Breakaway Class Ships. The combined contract cost of these Breakaway Plus Class Ships is approximately 1.4 billion, or \$1.8 billion based on the euro/U.S. dollar exchange rate as of June 30, 2013. We have export credit financing in place for these ships that provides financing for 80% of their contract price.

We believe that these ships will allow us to continue to expand the reach of our brand while driving shareholder value by positioning our Company for accelerated growth with an optimized return on invested capital.

### **Improve Operating Efficiency and Lower Costs**

We are continually focused on driving financial improvement through a variety of business improvement initiatives. These initiatives are focused on reducing costs while at the same time improving the overall product we deliver to our guests. Since the beginning of 2008, we have significantly reduced our operating cost base through various programs including contract renegotiations, overhead rationalization, and fuel consumption reduction initiatives. We hedge our fuel purchases in order to provide greater visibility of our fuel expense. As of June 30, 2013, we had hedged approximately 93%, 63% and 51% of our projected metric tons of fuel purchases for 2013, 2014 and 2015, respectively. We have also reduced our maintenance expense as a result of our fleet renewal program, as younger, more modern ships are typically less costly to maintain than older ships. Adjusted EBITDA grew to \$579.1 million for the twelve months ended June 30, 2013, from \$332.3 million for the year ended 2009 with an increase in Adjusted EBITDA Margin to 24.6% from 17.9%, respectively, (we refer you to note 5 under Summary Consolidated Financial Data for a calculation of Adjusted EBITDA). In addition, we expect the economies of scale from Norwegian Breakaway, Norwegian Getaway and the Breakaway Plus Class Ships to drive further operating efficiencies over the long term.

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### **Expand and Strengthen Our Product Distribution Channels**

As part of our growth strategy, we are continually looking for ways to deepen and expand our customer sales channels. We continue to invest in our brand by enhancing our website and our reservation department where our travel agents and guests have the ability to book cruise vacations. We also restructured our sales and marketing organization, which included the recruiting of a new executive leadership team, to provide better focus on distribution through our primary channels: Retail/Travel Agent, International, and Meetings, Incentives and Charters.

**Retail/Travel Agent.** We introduced our Partners First program, in which we have invested in travel partners' success with additional booking technology improvements and new marketing tools, improved communication and cooperative marketing initiatives. We also have implemented close to 100 individual projects specifically designed to improve our efficiency with the travel agency channels and our guests, ranging from more timely commission payments to aggressive call center quality monitoring. We restructured our travel agent sales force with specific expertise and we also have gained access to a significantly larger number of travel partners through an outbound call center based in our Miami headquarters. We believe that our travel agent partners have witnessed a material improvement in our business practices and overall communication.

**International.** We have an international sales presence in Europe and representatives covering Latin America, Australia and Asia. We are primarily focused on increasing our business in the European market, which has grown significantly in recent years but remains under-penetrated. In Europe, we offer local itineraries year-round and our Freestyle Cruising has been well received. We expanded our sales force in Europe which allows us to develop our distribution in Europe in a manner similar to our U.S. operation. In support of this European strategy, we deployed Norwegian Epic in Europe for an extended summer season in 2013. We are forging a closer distribution partnership with Genting HK to develop product distribution across the Asia Pacific region.

**Meetings, Incentives and Charters.** This channel focuses on full ship Charters as well as corporate meeting and incentive travel. These sales often have very long lead times and can fill a significant portion of the ship's capacity, or even an entire sailing, in one transaction. In addition, this channel strengthens base-loading, which allows us to fill our ships earlier, rather than discounting close to sailing dates, in order to achieve our targeted Occupancy Percentages. In addition, we acquired Sixthman, a company specializing in developing and delivering music-oriented charters, including productions from KISS, Kid Rock and the Cayamo festival, a cruise featuring a wide variety of popular and emerging songwriters.

Across every distribution channel we are undertaking a major effort to grow demand with a targeted sales and marketing program for our premium stateroom categories, including our balcony and other premium stateroom categories, with a particular emphasis on our suites and The Haven, which have increased as a percentage of our total inventory as a result of our fleet renewal.

### **Our Fleet**

Our ships are purpose-built ships that enable us to provide our guests with the ultimate Freestyle Cruising experience. Our ships have state-of-the-art passenger amenities, including up to 28 dining options together with hundreds of private balcony staterooms on each ship. As of June 30, 2013, 51% of our staterooms have private balconies representing a higher mix of outside staterooms with balconies than the other contemporary brands. Private balcony staterooms are very popular with guests and offer the opportunity for increased revenue by allowing us to charge a premium. Six of our ships offer accommodations in The Haven, with suites up to 570 square feet, which provide personal butler service and exclusive access to a private courtyard area with private pool, sundecks, hot tubs, and fitness center. In addition, six of our ships have luxury garden suites with up to 6,694 square feet, making them the largest accommodations at sea. These luxury garden suites offer three separate bedroom areas, spacious living and dining room areas, as well as 24-hour, on call butler and concierge service.

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We place the utmost importance on the safety of our guests and crew. Every crew member is well trained in the Company's stringent safety protocols and participates in weekly safety drills onboard every one of our ships. In addition, our ships utilize operational closed circuit television systems, and we use an advanced, intranet-based Safety and Environmental Management System ( SEMS ) for shipboard and shoreside procedures and self-improvement standards.

Our new ships on order are the next-generation of Freestyle Cruising ships and include some of the most popular elements of our recently delivered ships together with new and differentiated features. One such feature is The Haven, which consists of luxury suites included on our Jewel Class Ships, as well as Norwegian Epic and Norwegian Breakaway. We are also introducing The Waterfront, a quarter-mile oceanfront boardwalk which creates outdoor seating areas for many dining venues and lounges. The centrally located 678 Ocean Place connects three entire decks of daytime and nighttime entertainment.

Continuing our tradition of new product development and the extension of the Norwegian Cruise Line brand, Norwegian Breakaway offers our guests many of the popular entertainment venues of Norwegian Epic such as the dueling pianos of Howl at the Moon and new jazz and blues venues, and also features the 80 s-inspired rock musical Rock of Ages, ballroom dance experience Burn the Floor and Cirque Dreams & Dinner Jungle Fantasy. Norwegian Breakaway homeports year-round in New York City with many elements of New York incorporated into its offerings.

The hull art design is by famed New York artist Peter Max, New York-based celebrity chef Geoffrey Zakarian has created our first seafood-centric dining venue, Ocean Blue by Geoffrey Zakarian and Master Baker Buddy Valastro of the popular TLC Series Cake Boss, opened an extension of Carlo's Bake Shop onboard. The Radio City Rockette® christened Norwegian Breakaway and an exhibit showcasing the Rockettes is integrated into the ship. This relationship also includes two Rockettes sailing on select voyages and offering special fitness classes and photo opportunities. Continuing our commitment to Miami, Norwegian Getaway, sister ship to Norwegian Breakaway, with hull artwork designed by Miami artist David LEBO LeBatard, will homeport year-round in Miami along with Norwegian Sky.

## **Our Sponsors**

### **Apollo**

Apollo is a leading global alternative investment manager with offices in New York, Los Angeles, Houston, London, Frankfurt, Luxembourg, Singapore, Hong Kong and Mumbai. As of March 31, 2013, Apollo had assets under management of \$114.3 billion invested in its private equity, capital markets and real estate businesses. Apollo owns a controlling interest in Prestige Cruises International, Inc. which operates through two distinct upscale cruise brands, Oceania Cruises and Regent Seven Seas Cruises. Investment funds managed by Apollo also have current and past investments in other travel and leisure companies, including Caesars Entertainment, Great Wolf Resorts, Vail Resorts, AMC Entertainment, Wyndham International and other hotel properties.

### **TPG**

TPG is a leading global private investment firm founded in 1992 with more than \$56.7 billion of assets under management as of March 31, 2013. TPG has extensive experience with global public and private investments executed through leveraged buyouts, recapitalizations, spinouts, joint ventures and restructurings. TPG seeks to invest in world-class franchises across a range of industries. Prior and current investments include Alltel, Burger King, Caesars Entertainment, Continental, Fairmont Raffles, Hotwire, J. Crew, Neiman Marcus, Sabre, Seagate, Texas Genco, Energy Future Holdings (formerly TXU) and Univision.



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### **Genting HK**

Genting HK was founded in 1993 and through its subsidiary, Star Cruises Asia Holding Ltd., operates a leading cruise line in the Asia-Pacific region. Its headquarters are located in Hong Kong and it is represented in more than 20 locations worldwide, with offices and representatives in Asia, Australia, Europe, United Arab Emirates and the U.S. Genting HK currently has a fleet of six ships, which offer various cruise itineraries in the Asia Pacific region.

### **Corporate Reorganization**

In February 2011, NCLH, a Bermuda limited company, was formed with the issuance to the Sponsors of, in aggregate, 10,000 ordinary shares, with a par value of \$.001 per share. On January 24, 2013, NCLH completed the IPO. In connection with the consummation of the IPO, the Sponsors' ordinary shares in NCLC were exchanged for the ordinary shares of NCLH, and NCLH became the owner of 100% of the ordinary shares (representing a 97.3% economic interest as of June 30, 2013) and parent company of NCLC (the Corporate Reorganization). The Corporate Reorganization was effected solely for the purpose of reorganizing our corporate structure. NCLH had not prior to the completion of the Corporate Reorganization conducted any activities other than those incidental to the formation and to preparations for the Corporate Reorganization and IPO.

NCLC is treated as a partnership for U.S. federal income tax purposes, and the terms of the partnership (including the economic rights with respect thereto) are set forth in an amended and restated tax agreement for NCLC. Economic interests in NCLC are represented by the partnership interests established under the tax agreement, which we refer to as NCL Corporation Units. The NCL Corporation Units held by NCLH (as a result of its ownership of 100% of the ordinary shares of NCLC) represent a 97.3% economic interest in NCLC as of June 30, 2013.

In connection with the Corporate Reorganization, NCLC's outstanding profits interests granted under the Profits Sharing Agreement to management (or former management) of NCLC, including the Ordinary Profits Units described below in Compensation Discussion & Analysis, were exchanged for an economically equivalent number of NCL Corporation Units. We refer to the NCL Corporation Units exchanged for profits interests granted under the Profits Sharing Agreement as Management NCL Corporation Units. The Management NCL Corporation Units received upon the exchange of outstanding profits interests are subject to the same time-based vesting requirements and performance-based vesting requirements applicable to the profits interests for which they were exchanged. The Management NCL Corporation Units issued in exchange for the profits interests represent a 2.7% economic interest in NCLC as of June 30, 2013.

NCL Corporation Units are not transferrable without NCLH's prior consent and do not entitle the holders to any voting, pre-emptive, or sinking fund rights. Any distributions (other than the tax distributions described below) made by NCLC are allocated on a pro rata basis to NCLH and the holders of the Management NCL Corporation Units, based upon the total number of NCL Corporation Units (including Management NCL Corporation Units) outstanding. Distributions by NCLC to NCLH or holders of Management NCL Corporation Units do not entitle holders of ordinary shares of NCLH to any portion of such distribution or to any additional distribution by NCLH.

NCLC does not have any current plans to make any distributions, other than tax distributions which may occur in the future. To the extent funds are legally available, NCLC will make cash distributions, which we refer to as tax distributions, to holders of the NCL Corporation Units (including the Management NCL Corporation Units) if ownership of the NCL Corporation Units gives rise to U.S. taxable income for the holder. The U.S. taxable income attributable to NCLH's ownership of NCL Corporation Units may be different from the relative

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U.S. taxable income attributable to the Management NCL Corporation Units. In that case, tax distributions may be made on a non-pro rata basis with the holders of Management NCL Corporation Units possibly receiving relative tax distributions greater than the tax distributions received by NCLH.

Holders of NCL Corporation Units (including the Management NCL Corporation Units prior to exchange for ordinary shares of NCLH, as described below) may be entitled to recover on account of the economic interest represented by those units in a bankruptcy or other insolvency event of NCLC or NCLH (even if NCLH incurs debt or other claims that are senior to its ordinary shares). In contrast, the rights of the holders of NCLH's ordinary shares will be potentially junior to the debt or senior claims (if any) incurred by NCLH in a bankruptcy or other insolvency event. In this respect, the NCL Corporation Units (including the Management NCL Corporation Units) may be considered, in some cases, to be potentially structurally superior to those of the holders of ordinary shares of NCLH in a bankruptcy or other insolvency event for NCLH and NCLC.

Subject to certain procedures and restrictions (including the vesting schedules applicable to the Management NCL Corporation Units and any applicable legal and contractual restrictions), each holder of Management NCL Corporation Units will have the right to cause NCLC and NCLH to exchange the holder's Management NCL Corporation Units for ordinary shares of NCLH at an exchange rate equal to one ordinary share for every Management NCL Corporation Unit (or, at NCLC's election, a cash payment equal to the value of the exchanged Management NCL Corporation Units), subject to customary adjustments for stock splits, subdivisions, combinations and similar extraordinary events. Any non-pro rata tax distributions made to a Management NCL Corporation Unit holder will reduce the amount of NCLH's ordinary shares (or cash) that the holder would otherwise receive upon exchange. The exchange right described above is subject to (i) the filing and effectiveness of an applicable registration statement by NCLH that, in its determination, contains all the information which is required to effect a registered sale of its ordinary shares and (ii) all applicable legal and contractual restrictions. NCLH has reserved for issuance a number of its ordinary shares corresponding to the number of Management NCL Corporation Units to be outstanding. NCLH intends to file a registration statement with the SEC to register on a continuous basis the issuance of the ordinary shares to be received by the holders of Management NCL Corporation Units who elect to exchange.

If and when any holder of a Management NCL Corporation Unit exchanges such unit for one of NCLH's ordinary shares (or a cash payment equal to the value of one of such ordinary shares), the relative economic interests of the exchanging NCL Corporation Unit holder and the holders of ordinary shares of NCLH will not be altered. No new NCLC profits interests or Management NCL Corporation Units will be issued; however, NCLH has granted, and expects to continue to grant, options to acquire its ordinary shares to our management team under its new long-term incentive plan.

See also Management, Principal and Selling Shareholders, Certain Relationships and Related Party Transactions The Shareholders Agreement Certain Relationships and Related Party Transactions Tax Agreement and Exchange Agreement.

**Corporate Information**

We are incorporated under the laws of Bermuda. Our registered offices are located at Cumberland House, 9th Floor, 1 Victoria Street, Hamilton HM 11, Bermuda. Our principal executive offices are located at 7665 Corporate Center Drive, Miami, Florida 33126. Our telephone number is (305) 436-4000. Our website is located at [www.investor.ncl.com](http://www.investor.ncl.com). The information that appears on our websites is not part of, and is not incorporated by reference into this prospectus. Daniel S. Farkas, the Company's Senior Vice President and General Counsel, is our agent for service of process at our principal executive offices.

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**Recent Developments**

In July 2013, we confirmed an order with Meyer Werft to proceed with the construction of the second Breakaway Plus Class Ship to be delivered in the first quarter of 2017. The contract cost of this second Breakaway Plus Class Ship is approximately 698.4 million, or \$908.6 million based on the euro/U.S. dollar exchange rate as of June 30, 2013. We have export credit financing in place for this ship that provides financing for 80% of its contract price.

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**The Offering**

Ordinary shares offered by the Selling Shareholders 20,000,000

Ordinary shares to be outstanding immediately after this offering 204,014,702. The ordinary shares of NCLC owned by NCLH represent a 97.3% economic interest in NCLC as of June 30, 2013.

Ordinary shares to be outstanding after this offering do not include ordinary shares issuable upon exchange of 5,761,291 outstanding Management NCL Corporation Units or ordinary shares issuable upon exercise of options granted to our management team or available for future awards under our long-term incentive plan. See Corporate Reorganization and Shares Eligible for Future Sale.

Our bye-laws provide that no one person or group of related persons, other than Apollo Funds, the TPG Viking Funds and Genting HK, may own, or be deemed to own more than 4.9% of our ordinary shares, whether measured by vote, value or number, unless such ownership is approved by our Board of Directors. See Description of Share Capital Ordinary Shares Transfer Restrictions.

Underwriters' option to purchase additional shares The underwriters have an option for a period of 30 days to purchase an aggregate of up to 3,000,000 additional ordinary shares from the Selling Shareholders.

Use of proceeds The Selling Shareholders will receive all of the net proceeds, after underwriting discounts and commissions, from the sale of the ordinary shares offered hereby. We will not receive any proceeds from this offering.

Listing Our ordinary shares are listed on the NASDAQ Global Select Market under the symbol NCLH.

Dividend policy We have not paid any dividends since the IPO and do not anticipate paying any dividends in the foreseeable future. Our debt agreements, among other things, restrict our ability to pay cash dividends to our shareholders. In addition, any determination to pay dividends in the future will be at the discretion of our Board of Directors and will depend upon our results of operations, financial condition, business opportunities, contractual restrictions, restrictions imposed by applicable law and other factors that our Board of Directors deems relevant. See Dividend Policy.

Voting rights Each of our ordinary shares entitles its holder to one vote on all matters to be voted on by shareholders generally. Following this offering, our public shareholders will have approximately 23.1% of the voting power of NCLH (or approximately 24.5% if the underwriters exercise in full their option to purchase additional ordinary shares from the Selling Shareholders) and Genting HK, the Apollo Funds and the TPG Viking Funds, who are contractually



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bound by the terms of the Shareholders Agreement (as defined elsewhere in this prospectus) with respect to the exercise of their voting rights in certain matters, will have approximately 76.9% of the voting power of NCLH (or approximately 75.5% if the underwriters exercise in full their option to purchase additional ordinary shares from the Selling Shareholders). See Description of Share Capital Ordinary Shares Transfer Restrictions.

Management NCL Corporation Units to be outstanding after this offering

There will be 5,761,291 Management NCL Corporation Units outstanding after this offering, representing a 2.7% economic interest in NCLC as of June 30, 2013. Subject to certain procedures and restrictions, the Management NCL Corporation Units may be exchanged for ordinary shares of NCLH on a one-to-one basis. See Corporate Reorganization.

Except as otherwise indicated, the information in this prospectus with respect to the economic interest in NCLC represented by the NCL Corporation Units assumes that all Management NCL Corporation Units vest in accordance with their terms.

Risk factors

You should carefully read and consider the information set forth under Risk Factors beginning on page 21 of this prospectus and all other information set forth in this prospectus before investing in our ordinary shares.

Tax considerations

See Material U.S. Federal Income Tax Considerations, Material Bermuda Tax Considerations and Business Taxation for more information regarding tax considerations.

**Table of Contents****Summary Consolidated Financial Data**

The summary consolidated financial and operating data presented in the tables below should be read in conjunction with Selected Consolidated Financial Data, Management's Discussion and Analysis of Financial Condition and Results of Operations and our consolidated financial statements and the related notes included elsewhere in this prospectus. In the table below, the consolidated balance sheets as of December 31, 2012, 2011 and 2010 and the related consolidated statements of operations and of cash flows for each of the three years in the period ended December 31, 2012 have been derived from our financial statements included elsewhere in this prospectus, with the exception of the consolidated balance sheet as of December 31, 2010. In addition, the consolidated balance sheets as of June 30, 2013 and June 30, 2012 and the related consolidated statements of operations and of cash flows for each of the six month periods ended June 30, 2013 and 2012 and the notes thereto have been derived from our unaudited financial statements also appearing herein, with the exception of the consolidated balance sheet as of June 30, 2012 which is not included. The data as of and for the six months ended, in the opinion of management, contain all normal recurring adjustments necessary for a fair statement of the results for the unaudited interim periods. Our financial data (unaudited) is also presented for the twelve months ended June 30, 2013. Historical results are not necessarily indicative of results that may be expected for any future period.

(in thousands, except per share data)	Twelve Months Ended June 30, 2013	Six Months Ended June 30,		Year Ended December 31,		
	2013	2013	2012	2012	2011	2010
<b>Statement of operations data:</b>						
<b>Revenue</b>						
Passenger ticket	\$ 1,653,561	\$ 816,547	\$ 767,549	\$ 1,604,563	\$ 1,563,363	\$ 1,411,785
Onboard and other	696,085	355,517	331,115	671,683	655,961	600,343
<b>Total revenue</b>	<b>2,349,646</b>	<b>1,172,064</b>	<b>1,098,664</b>	<b>2,276,246</b>	<b>2,219,324</b>	<b>2,012,128</b>
<b>Cruise operating expense</b>						
Commissions, transportation and other	418,786	207,564	199,309	410,531	410,709	379,532
Onboard and other	182,393	91,687	83,210	173,916	169,329	153,137
Payroll and related	302,185	156,848	147,722	293,059	290,822	265,390
Fuel	294,617	148,080	137,141	283,678	243,503	207,210
Food	126,732	63,636	62,711	125,807	124,933	114,064
Other	197,720	115,953	109,675	191,442	228,580	227,843
<b>Total cruise operating expense</b>	<b>1,522,433</b>	<b>783,768</b>	<b>739,768</b>	<b>1,478,433</b>	<b>1,467,876</b>	<b>1,347,176</b>
<b>Other operating expense</b>						
Marketing, general and administrative	277,531	159,317	132,969	251,183	251,351	264,152
Depreciation and amortization	199,662	102,602	92,477	189,537	183,985	170,191
<b>Total other operating expense</b>	<b>477,193</b>	<b>261,919</b>	<b>225,446</b>	<b>440,720</b>	<b>435,336</b>	<b>434,343</b>
<b>Operating income</b>	<b>350,020</b>	<b>126,377</b>	<b>133,450</b>	<b>357,093</b>	<b>316,112</b>	<b>230,609</b>
<b>Non-operating income (expense)</b>						
Interest expense, net(1)	(326,197)	(231,342)	(95,075)	(189,930)	(190,187)	(173,672)
Other income (expense)(2)	2,807	1,794	1,086	2,099	2,634	(33,815)
<b>Total non-operating income (expense)</b>	<b>(323,390)</b>	<b>(229,548)</b>	<b>(93,989)</b>	<b>(187,831)</b>	<b>(187,553)</b>	<b>(207,487)</b>
<b>Net income (loss) before taxes</b>	<b>26,630</b>	<b>(103,171)</b>	<b>39,461</b>	<b>169,262</b>	<b>128,559</b>	<b>23,122</b>
<b>Income tax expense, net</b>	<b>(3,804)</b>	<b>(3,244)</b>	<b>(146)</b>	<b>(706)</b>	<b>(1,700)</b>	<b>(136)</b>

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<b>Net income (loss)</b>	22,826	(106,415)	39,315	168,556	126,859	22,986
<b>Net loss attributable to non-controlling interest</b>	(1,179)	(1,179)				
<b>Net income (loss) attributable to Norwegian Cruise Line Holdings Ltd.</b>	\$ 24,005	\$ (105,236)	\$ 39,315	\$ 168,556	\$ 126,859	\$ 22,986
<b>Earnings (loss) per share as reported</b>						
Basic	\$ 0.13	\$ (0.52)	\$ 0.22	\$ 0.95	\$ 0.71	\$ 0.13
Diluted	\$ 0.12	\$ (0.52)	\$ 0.22	\$ 0.94	\$ 0.71	\$ 0.13



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(in thousands of dollars, except Adjusted EPS and Other data)	As of or for the Twelve Months	As of or for the Six Months		As of or for the Year Ended December 31,		
	Ended June 30,	Ended June 30,	Ended June 30,	2012	2011	2010
<b>Balance sheet data: (at end of period)</b>	<b>2013</b>	<b>2013</b>	<b>2012</b>	<b>2012</b>	<b>2011</b>	<b>2010</b>
Cash and cash equivalents	82,840	82,840	65,701	45,500	58,926	55,047
Advance ticket sales	542,602	542,602	434,054	353,793	325,472	294,180
Total assets	6,588,633	6,588,633	5,846,178	5,938,427	5,562,411	5,572,371
Total debt	3,191,210	3,191,210	2,973,223	2,985,353	3,038,081	3,204,085
Total liabilities	4,204,340	4,204,340	4,001,124	3,919,643	3,717,948	3,831,845
Total shareholders equity	2,384,293	2,384,293	1,845,054	2,018,784	1,844,463	1,740,526
<b>Cash flow data:</b>						
Net cash provided by operating activities	395,586	252,780	255,788	398,594	356,990	430,423
Net cash used in investing activities	(887,887)	(759,020)	(174,973)	(303,840)	(184,797)	(977,466)
Net cash provided by (used in) financing activities	509,440	543,580	(74,040)	(108,180)	(168,314)	551,938
<b>Other financial measures:(3)</b>						
Ship Contribution(4)	827,213	388,296	358,896	797,813	751,448	664,952
Adjusted EBITDA(5)	579,130	252,095	228,599	555,634	506,039	405,113
Adjusted Net Income(6)	202,365	73,124	39,315	168,556	126,859	22,986
Adjusted EPS(6)	\$ 1.05	\$ 0.35	\$ 0.22	\$ 0.94	\$ 0.71	\$ 0.13
Adjusted Net Cruise Cost Excluding Fuel(7)	883,718	475,304	453,077	861,491	895,686	871,449
Capital Expenditures Other	94,802	57,778	75,307	112,331	77,345	60,293
Capital Expenditures Newbuild	793,085	701,242	99,666	191,509	107,452	917,173
<b>Other data:(8)</b>						
Passenger Cruise Days	10,486,202	5,291,550	5,138,262	10,332,914	10,227,438	9,559,049
Capacity Days	9,750,295	4,920,824	4,773,259	9,602,730	9,454,570	8,790,980
Load Factor	107.5%	107.5%	107.6%	107.6%	108.2%	108.7%
Gross Yield(3)	\$ 240.98	\$ 238.18	\$ 230.17	\$ 237.04	\$ 234.74	\$ 228.89
Net Yield(3)	\$ 179.32	\$ 177.37	\$ 170.98	\$ 176.18	\$ 173.39	\$ 168.29

- (1) In 2013, \$160.6 million of expenses associated with debt prepayments were included.
- (2) In 2010, a loss of \$33.1 million was recorded primarily due to losses on foreign exchange contracts associated with the financing of Norwegian Epic.
- (3) We use certain non-GAAP financial measures, such as Ship Contribution, Adjusted EBITDA, Adjusted Net Income, Adjusted EPS, Adjusted Net Cruise Cost Excluding Fuel, Net Revenue, Gross Yield and Net Yield to enable us to analyze our performance. We utilize these financial measures to manage our business on a day-to-day basis and believe that they are the most relevant measures of our performance. You are encouraged to evaluate each adjustment used in calculating our non-GAAP financial measures and the reasons we consider our non-GAAP financial measures appropriate for supplemental analysis. In evaluating our non-GAAP financial measures, you should be aware that in the future we may incur expenses similar to the adjustments in our presentation. Our non-GAAP financial measures have limitations as analytical tools, and you should not consider these measures in isolation or as a substitute for analysis of our results as reported under GAAP. Our presentation of our non-GAAP financial measures should not be construed as an inference that our future results will be unaffected by unusual or non-recurring items. Our use of non-GAAP financial measures may not be comparable to other companies within our industry. We refer you to Management's Discussion and Analysis of Financial Condition and Results of Operations Results of Operations.
- (4) The following table is a reconciliation of total revenue to Ship Contribution:

(in thousands)	Twelve Months Ended	Six Months Ended		Year Ended December 31,		
	June 30,	June 30,	June 30,	2012	2011	2009
Total revenue	\$ 2,349,646	\$ 1,172,064	\$ 1,098,664	\$ 2,276,246	\$ 2,219,324	\$ 2,012,128
Less:						

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Total Cruise Operating Expense	1,522,433	783,768	739,768	1,478,433	1,467,876	1,347,176
Ship Contribution	\$ 827,213	\$ 388,296	\$ 358,896	\$ 797,813	\$ 751,448	\$ 664,952

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(5) We believe that Adjusted EBITDA is appropriate as a supplemental financial measure as it is used by management to assess operating performance, is a factor in the evaluation of the performance of management and is the primary metric used in determining the Company's performance incentive bonus paid to its employees. We believe that Adjusted EBITDA is a useful measure in determining the Company's performance as it reflects certain operating drivers of the Company's business, such as sales growth, operating costs, marketing, general and administrative expense and other operating income and expense. Adjusted EBITDA is not a defined term under GAAP. Adjusted EBITDA is not intended to be a measure of liquidity or cash flows from operations or measures comparable to net income as it does not take into account certain requirements such as capital expenditures and related depreciation, principal and interest payments and tax payments and it includes other supplemental adjustments.

EBITDA and Adjusted EBITDA were calculated as follows:

(in thousands)	Twelve Months Ended June 30, 2013	Six Months Ended June 30, 2013      2012		Year Ended December 31, 2012      2011      2010		
<b>Net income (loss) attributable to Norwegian Cruise Line Holdings Ltd.</b>	\$ 24,005	\$ (105,236)	\$ 39,315	\$ 168,556	\$ 126,859	\$ 22,986
Interest expense, net	326,197	231,342	95,075	189,930	190,187	173,672
Income tax expense, net	3,804	3,244	146	706	1,700	136
Depreciation and amortization	199,662	102,602	92,477	189,537	183,985	170,191
<b>EBITDA</b>	553,668	231,952	227,013	548,729	502,731	366,985
Non-controlling interest	(1,179)	(1,179)				
Other (income) expense(a)	(2,807)	(1,794)	(1,086)	(2,099)	(2,634)	33,815
Non-cash compensation and other(b)	10,921	4,589	2,672	9,004	5,942	4,313
Non-cash share-based compensation related to IPO	18,527	18,527				
<b>Adjusted EBITDA</b>	\$ 579,130	\$ 252,095	\$ 228,599	\$ 555,634	\$ 506,039	\$ 405,113

(a) Includes (gains)/losses on foreign currency, debt translation and derivatives and other (income) expense.

(b) Includes non-cash compensation and costs related to our Shipboard Retirement Plan and certain one time expenses.

(6) Adjusted Net Income and Adjusted EPS are supplemental financial measures used to demonstrate GAAP net income and EPS excluding certain charges. We use Adjusted Net Income and Adjusted EPS as key performance measures of our earnings performance, and we believe that both management and investors benefit from referring to these non-GAAP financial measures in assessing our performance and when planning, forecasting and analyzing future periods. These non-GAAP financial measures also facilitate management's internal comparison to our historical performance. These charges vary from period to period; thus, our presentation of Adjusted Net Income and Adjusted EPS may not be indicative of future adjustments or results.

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Adjusted Net Income and Adjusted EPS were calculated as follows:

(in thousands, except share data and per share data):	Twelve Months Ended June 30,		Six Months Ended June 30,		Year Ended December 31,		
	2013	2013	2012	2012	2011	2010	
Net income (loss) attributable to Norwegian Cruise Line Holdings Ltd.	\$ 24,005	\$ (105,236)	\$ 39,315	\$ 168,556	\$ 126,859	\$ 22,986	
Net loss attributable to non-controlling interest	(1,179)	(1,179)					
<b>Net income (loss)</b>	<b>22,826</b>	<b>(106,415)</b>	<b>39,315</b>	<b>168,556</b>	<b>126,859</b>	<b>22,986</b>	
Non-cash share-based compensation related to IPO	18,527	18,527					
Non-cash compensation and other	509	509					
Taxes related to changes in corporate structure and debt prepayments, net	(70)	(70)					
Expenses related to debt prepayments(a)	160,573	160,573					
<b>Adjusted Net Income</b>	<b>\$ 202,365</b>	<b>\$ 73,124</b>	<b>\$ 39,315</b>	<b>\$ 168,556</b>	<b>\$ 126,859</b>	<b>\$ 22,986</b>	
Diluted weighted-average shares outstanding Net income (loss)	193,463,463	201,189,562(b)	178,961,249	179,023,683	178,859,720	178,461,210	
Diluted weighted-average shares outstanding Adjusted Net Income	193,463,463	207,514,700	178,961,249	179,023,683	178,859,720	178,461,210	
Diluted earnings (loss) per share	\$ 0.12	\$ (0.52)	\$ 0.22	\$ 0.94	\$ 0.71	\$ 0.13	
<b>Adjusted EPS</b>	<b>\$ 1.05</b>	<b>\$ 0.35</b>	<b>\$ 0.22</b>	<b>\$ 0.94</b>	<b>\$ 0.71</b>	<b>\$ 0.13</b>	

(a) Consists of premiums, write-offs of deferred fees and other expenses related to prepayments of debt.

(b) Due to a net loss, excludes 6,325,138 shares, as including these would be antidilutive.

(7) In measuring our ability to control costs in a manner that positively impacts net income, we believe changes in Net Cruise Cost and Adjusted Net Cruise Cost Excluding Fuel to be the most relevant indicators of our performance.

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Gross Cruise Cost, Net Cruise Cost, Net Cruise Cost Excluding Fuel and Adjusted Net Cruise Cost Excluding Fuel were calculated as follows:

(in thousands, except Capacity Days and per Capacity Day data):	Twelve Months Ended June 30,	Six Months Ended June 30,		Year Ended December 31,		
	2013	2013	2012	2012	2011	2010
Total cruise operating expense	\$ 1,522,433	\$ 783,768	\$ 739,768	\$ 1,478,433	\$ 1,467,876	\$ 1,347,176
Marketing, general and administrative expense	277,531	159,317	132,969	251,183	251,351	264,152
<b>Gross Cruise Cost</b>	<b>1,799,964</b>	<b>943,085</b>	<b>872,737</b>	<b>1,729,616</b>	<b>1,719,227</b>	<b>1,611,328</b>
Less:						
Commissions, transportation and other expense	418,786	207,564	199,309	410,531	410,709	379,532
Onboard and other expense	182,393	91,687	83,210	173,916	169,329	153,137
<b>Net Cruise Cost</b>	<b>1,198,785</b>	<b>643,834</b>	<b>590,218</b>	<b>1,145,169</b>	<b>1,139,189</b>	<b>1,078,659</b>
Less: Fuel expense	294,617	148,080	137,141	283,678	243,503	207,210
<b>Net Cruise Cost Excluding Fuel</b>	<b>904,168</b>	<b>495,754</b>	<b>453,077</b>	<b>861,491</b>	<b>895,686</b>	<b>871,449</b>
Less: Other(a)	20,450	20,450				
<b>Adjusted Net Cruise Cost Excluding Fuel</b>	<b>\$ 883,718</b>	<b>\$ 475,304</b>	<b>\$ 453,077</b>	<b>\$ 861,491</b>	<b>\$ 895,686</b>	<b>\$ 871,449</b>
Capacity Days	9,750,295	4,920,824	4,773,259	9,602,730	9,454,570	8,790,980
Gross Cruise Cost per Capacity Day	\$ 184.61	\$ 191.65	\$ 182.84	\$ 180.12	\$ 181.84	\$ 183.29
Net Cruise Cost per Capacity Day	\$ 122.95	\$ 130.84	\$ 123.65	\$ 119.25	\$ 120.49	\$ 122.70
Net Cruise Cost Excluding Fuel per Capacity Day	\$ 92.73	\$ 100.75	\$ 94.92	\$ 89.71	\$ 94.74	\$ 99.13
Adjusted Net Cruise Cost Excluding Fuel per Capacity Day	\$ 90.64	\$ 96.59	\$ 94.92	\$ 89.71	\$ 94.74	\$ 99.13

(a) Consists of non-cash share-based compensation related to the IPO and other supplemental adjustments.

(8) We utilize Net Revenue and Net Yield to manage our business on a day-to-day basis and believe that they are the most relevant measures of our revenue performance because they reflect the revenue earned by us net of significant variable costs.

Net Revenue, Gross Yield and Net Yield were calculated as follows:

(in thousands, except Capacity Days and Yield data):	Twelve Months Ended June 30,	Six Months Ended June 30,		Year Ended December 31,		
	2013	2013	2012	2012	2011	2010
Passenger ticket revenue	\$ 1,653,561	\$ 816,547	\$ 767,549	\$ 1,604,563	\$ 1,563,363	\$ 1,411,785
Onboard and other revenue	696,085	355,517	331,115	671,683	655,961	600,343
<b>Total revenue</b>	<b>2,349,646</b>	<b>1,172,064</b>	<b>1,098,664</b>	<b>2,276,246</b>	<b>2,219,324</b>	<b>2,012,128</b>
Less:						
Commissions, transportation and other expense	418,786	207,564	199,309	410,531	410,709	379,532
Onboard and other expense	182,393	91,687	83,210	173,916	169,329	153,137

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Net Revenue	\$ 1,748,467	\$ 872,813	\$ 816,145	\$ 1,691,799	\$ 1,639,286	\$ 1,479,459
Capacity Days	9,750,295	4,920,824	4,773,259	9,602,730	9,454,570	8,790,980
Gross Yield	\$ 240.98	\$ 238.18	\$ 230.17	\$ 237.04	\$ 234.74	\$ 228.89
Net Yield	\$ 179.32	\$ 177.37	\$ 170.98	\$ 176.18	\$ 173.39	\$ 168.29

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**RISK FACTORS**

*An investment in our ordinary shares involves a high degree of risk. In addition to the other information contained in this prospectus, you should carefully consider the following risk factors in evaluating us and our business before purchasing our ordinary shares. If any of the risks discussed in this prospectus actually occur, our business, financial condition and results of operations could be materially adversely affected. If this were to occur, the value of our ordinary shares could decline and you may lose all or part of your original investment. In connection with the forward-looking cautionary statements that appear in this prospectus, you should also carefully review the cautionary statement referred to under **Cautionary Statement Concerning Forward-Looking Statements**.*

**Risk factors related to our business**

The specific risk factors set forth below, as well as the other information contained in this prospectus, could cause our actual results to differ from our expected or historical results and individually or any combination thereof could adversely affect our financial position and results of operations.

**The adverse impact of the worldwide economic downturn and related factors such as high levels of unemployment and underemployment, fuel price increases, declines in the securities and real estate markets, and perceptions of these conditions that decrease the level of disposable income of consumers or consumer confidence.**

The demand for cruises is affected by international, national and local economic conditions. Adverse changes in the perceived or actual economic climate, such as higher fuel prices, higher interest rates, stock and real estate market declines and/or volatility, more restrictive credit markets, higher taxes, and changes in governmental policies could reduce the level of discretionary income or consumer confidence in the countries from which we source our guests. For example, the worldwide economic downturn has had an adverse effect on consumer confidence and discretionary income resulting in decreased demand and price discounting. We cannot predict the duration or magnitude of this downturn or the timing or strength of economic recovery. If the downturn continues for an extended period of time or worsens, we could experience a prolonged period of decreased demand and price discounting. In addition, the economic downturn has and may continue to adversely impact our suppliers, which can result in disruptions in service and financial losses.

**An increase in cruise capacity.**

Historically, cruise capacity has grown to meet the growth in demand. According to CLIA, cruise capacity, in terms of Berths, has increased from 2000 through 2012 at a compound annual growth rate of 6.2%. CLIA estimates that between 2013 and 2016, the North America based CLIA member line fleet will increase by approximately 29 ships, representing a compound annual capacity growth of 3.4%. In order to profitably utilize this new capacity, the cruise industry will likely need to improve its percentage share of the U.S. population who has cruised at least once, which is approximately 24%, according to CLIA. If there is an industry-wide increase in capacity without a corresponding increase in public demand, we, as well as the entire cruise industry, could experience reduced occupancy rates and/or be forced to discount our prices. In addition, increased cruise capacity could impact our ability to retain and attract qualified shipboard employees, including officers, at competitive levels and, therefore, increase our shipboard employee costs.

**We face intense competition from other cruise companies as well as non-cruise vacation alternatives and we may not be able to compete effectively.**

We face intense competition from other cruise companies, primarily the other Major North American Cruise Brands, which together comprise approximately 90% of the North American cruise market as measured by total Berths. These brands include Carnival Cruise Lines and Royal Caribbean International in the contemporary

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segment and Holland America, Princess Cruises and Celebrity Cruises in the premium segment. As of June 30, 2013, Norwegian Cruise Line accounted for approximately 13% of the Major North American Cruise Brands' capacity in terms of Berths. We compete against all of these operators principally on the quality of our ships, our differentiated product offering, selection of our itineraries and value proposition of our cruises. We also face competition for many itineraries from other cruise operators as well as competition from non-cruise vacation alternatives. In the event we do not compete effectively, our business could be adversely affected.

### **Our substantial indebtedness could adversely affect our ability to raise additional capital to fund our operations, limit our ability to react to changes in the economy or our industry and prevent us from making debt service payments.**

We are highly leveraged with a high level of variable rate debt, and our level of indebtedness could limit cash flow available for our operations and could adversely affect our financial condition, operations, prospects and flexibility. As of June 30, 2013, we had approximately \$3.2 billion of total debt. See Capitalization. Our substantial indebtedness could:

limit our ability to borrow money for our working capital, capital expenditures, development projects, debt service requirements, strategic initiatives or other purposes;

make it more difficult for us to satisfy our obligations with respect to our indebtedness, and any failure to comply with the obligations of any of our debt instruments, including restrictive covenants and borrowing conditions, could result in an event of default under the agreements governing our indebtedness;

require us to dedicate a substantial portion of our cash flow from operations to the repayment of our indebtedness thereby reducing funds available to us for other purposes;

limit our flexibility in planning for, or reacting to, changes in our operations or business;

make us more highly leveraged than some of our competitors, which may place us at a competitive disadvantage;

make us more vulnerable to downturns in our business or the economy;

restrict us from making strategic acquisitions, introducing new technologies or exploiting business opportunities;

restrict us from taking certain actions by means of restrictive covenants;

make our credit card processors seek more restrictive terms in respect of our credit card arrangements; and

expose us to the risk of increased interest rates as certain of our borrowings are at a variable rate of interest.

Based on our June 30, 2013 outstanding variable rate debt balance, a one percentage point increase in the LIBOR interest rates would increase our annual interest expense by approximately \$27.1 million, excluding the effects of capitalization of interest. In addition, future financings we may undertake may also provide for rates that fluctuate with prevailing interest rates.

### **Increases in fuel prices and/or other cruise operating costs.**



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Fuel expense accounted for 19.2% of our total cruise operating expense in 2012, 16.6% in 2011 and 15.4% in 2010. Future increases in the cost of fuel globally would increase the cost of our cruise ship operations. In addition, we could experience increases in other cruise operating costs, due to market forces and economic or political instability beyond our control.

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### **Conducting business internationally may result in increased costs and risks.**

We operate our business internationally and plan to continue to develop our international presence. Operating internationally exposes us to a number of risks, including political risks, risks of increase in duties and taxes, risks relating to anti-bribery laws, as well as changes in laws and policies affecting cruising, vacation or maritime businesses, or governing the operations of foreign-based companies. Because some of our expenses are incurred in foreign currencies, we are exposed to exchange rate risks. Additional risks include interest rate movements, imposition of trade barriers and restrictions on repatriation of earnings.

We have implemented safeguards and policies to prevent violations of various anti-corruption laws that prohibit improper payments or offers of payments to foreign governments and their officials for the purpose of obtaining or retaining business by our employees and agents. However, our existing safeguards and any future improvements may prove to be less than effective and our employees or agents may engage in conduct for which we might be held responsible. If employees violate our policies or we fail to maintain adequate record-keeping and internal accounting practices to accurately record our transactions, we may be subject to regulatory sanctions, or severe criminal or civil sanctions and penalties.

### **The agreements governing our indebtedness contain restrictions that limit our flexibility in operating our business.**

The agreements governing our indebtedness contain, and any instruments governing future indebtedness of ours would likely contain, a number of covenants that impose significant operating and financial restrictions on us, including restrictions or prohibitions on our ability to, among other things:

incur additional debt or issue certain preference shares;

pay dividends on or make distributions in respect of our share capital or make other restricted payments, including the ability of NCLC to make distributions or other restricted payments to NCLH;

make certain investments;

sell certain assets;

create liens on certain assets;

consolidate, merge, sell or otherwise dispose of all or substantially all of our assets;

enter into certain transactions with our affiliates; and

designate our subsidiaries as unrestricted subsidiaries.

As a result of these covenants, we are limited in the manner in which we conduct our business, and we may be unable to engage in favorable business activities or finance future operations or capital needs.

**We have pledged a significant portion of our assets as collateral under our existing debt agreements. If any of the holders of our indebtedness accelerate the repayment of such indebtedness, there can be no assurance that we will have sufficient assets to repay our indebtedness.**

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Under our existing debt agreements we are required to satisfy and maintain specified financial ratios. Our ability to meet those financial ratios can be affected by events beyond our control, and there can be no assurance that we will meet those ratios. A failure to comply with the covenants contained in our existing debt agreements could result in an event of default under the agreements, which, if not cured or waived, could have a material adverse effect on our business, financial condition and results of operations. In the event of any default under our existing debt agreements, the holders of our indebtedness thereunder:

will not be required to lend any additional amounts to us, if applicable;

could elect to declare all indebtedness outstanding, together with accrued and unpaid interest and fees, to be due and payable and terminate all commitments to extend further credit, if applicable; and/or

could require us to apply all of our available cash to repay such indebtedness.

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Such actions by the holders of our indebtedness could cause cross defaults under our other indebtedness. If we were unable to repay those amounts, the holders of our indebtedness under our Existing Senior Secured Credit Facilities could proceed against the collateral granted to them to secure that indebtedness.

If the indebtedness under our existing debt agreements were to be accelerated, there can be no assurance that our assets would be sufficient to repay such indebtedness in full.

**Despite our substantial indebtedness, we may still be able to incur significantly more debt. This could intensify the risks described above.**

We may be able to incur substantial indebtedness at any time in the future. Although the terms of the agreements governing our indebtedness contain restrictions on our ability to incur additional indebtedness, these restrictions are subject to a number of important qualifications and exceptions, and the indebtedness incurred in compliance with these restrictions could be substantial. We may not be able to generate sufficient cash to service all of our indebtedness, and may be forced to take other actions to satisfy our obligations under our indebtedness that may not be successful. Our ability to satisfy our debt obligations will depend upon, among other things:

our future financial and operating performance, which will be affected by prevailing economic conditions and financial, business, regulatory and other factors, many of which are beyond our control; and

our future ability to borrow under certain of our Existing Senior Secured Credit Facilities, the availability of which depends on, among other things, our complying with the covenants in such Existing Senior Secured Credit Facilities.

There can be no assurance that our business will generate sufficient cash flow from operations, or that we will be able to draw under certain of our Existing Senior Secured Credit Facilities or otherwise, in an amount sufficient to fund our liquidity needs.