Norwegian Cruise Line Holdings Ltd. Form SC 13D/A March 13, 2014

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 4)*

Norwegian Cruise Line Holdings Ltd.

(Name of Issuer)

Ordinary Shares, par value \$0.001

(Title of Class of Securities)

G66721 10 4

(CUSIP Number)

John F. Hartigan, Esq.

Morgan, Lewis & Bockius LLP

300 S. Grand Avenue, 22nd Floor

Los Angeles, CA 90071

(213) 612-2500

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

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March 10, 2014

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* Rule 13d-7 for other parties to whom copies are to be sent.

The remainder of this cover page shall be filled out for a reporting person s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the *Notes*).

CUSIP No. G66721	10 4		13D	
1	Name of Reporting Perso	on		
	I.R.S. Identification of Above Person			
	AAA Guarantor Co-Inve	st (B), L.P.		
	~			
2		ox if a Member of a Group		
	(a) (b)	0 0		
	(0)	0		
3	SEC Use Only			
4	Source of Funds			
	00			
5	Check Box if Disclosure	of Legal Proceedings Is Required Pursuant to Items	s 2(d) or 2(e) o	
6	Citizenship or Place of O	Organization		
	Marshall Islands			
	7	Sole Voting Power		
Northanaf				
Number of Shares	8	Shared Voting Power		
Beneficially	0	78,161,610 shares of Ordinary Shares		
Owned by		70,101,010 shares of ordinary shares		
Each	9	Sole Dispositive Power		
Reporting		•		
Person With				
	10	Shared Dispositive Power		
		4,849,942 shares of Ordinary Shares		
11		ficially Owned by Each Reporting Person		
	78,161,610 shares of Ord	inary shares		
12	Check Box if the Aggreg	ate Amount in Row (11) Excludes Certain Shares*	X	
13	Percent of Class Represe 38.1%	nted by Amount in Row (11)		
14	True of Denertine D	_		
17	Type of Reporting Person PN	11		

CUSIP No. G66721	10 4	13D
1	Name of Reporting Perso	n
	I.R.S. Identification of A	bove Person
	AIF VI NCL (AIV), L.P.	
2	Check the Appropriate B	ox if a Member of a Group
	(a)	0
	(b)	0
3	SEC Use Only	
4	Source of Funds	
	00	
5	Check Box if Disclosure	of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o
6	Citizenship or Place of O	ranization
0	Cayman Islands	Igailization
	Cayman Islands	
	7	Sole Voting Power
Number of		
Shares	8	Shared Voting Power
Beneficially		78,686,731 shares of Ordinary Shares
Owned by		
Each	9	Sole Dispositive Power
Reporting		
Person With		
	10	Shared Dispositive Power
		5,375,063 shares of Ordinary Shares
11		
11		ficially Owned by Each Reporting Person
	78,686,731 shares of Ord	illary shales
12		
12	Check Box II the Aggreg	ate Amount in Row (11) Excludes Certain Shares* x
13	Darcant of Class Daprasa	nted by Amount in Row (11)
15	38.4%	ned by Anount in Row (11)
	50.170	
14	Type of Reporting Person	1
	PN	

CUSIP No. G66721	10 4	13D	
1	Name of Reporting Perso	n	
	I.R.S. Identification of A	bove Person	
	AIF VI NCL (AIV II), L.	Р.	
_			
2		ox if a Member of a Group	
	(a)	0	
	(b)	0	
3	SEC Use Only		
4	Source of Funds		
	00		
5	Check Box if Disclosure	of Legal Proceedings Is Required Pursuant to Items 2(d)	or 2(e) o
6	Citizenship or Place of O	rganization	
	Cayman Islands		
	7	Sole Voting Power	
NT 1 C			
Number of Shares	8	Sharad Vating Dowar	
Beneficially	0	Shared Voting Power 78,746,472 shares of Ordinary Shares	
Owned by		78,740,472 shares of Orumary Shares	
Each	9	Sole Dispositive Power	
Reporting		I I I I I I I I I I I I I I I I I I I	
Person With			
	10	Shared Dispositive Power	
		5,434,804 shares of Ordinary Shares	
11			
11	78,746,472 shares of Ord	ficially Owned by Each Reporting Person	
	78,740,472 shares of Ord	iniary shares	
12	Check Box if the Aggreg	ate Amount in Row (11) Excludes Certain Shares* x	
	Check Dox if the Aggreg	ate Amount in Now (11) Excludes Certain Shares x	
13	Percent of Class Represe	nted by Amount in Row (11)	
	38.4%		
14	Type of Reporting Person	n	
	PN		

CUSIP No. G66721 1	10 4 Name of Reporting Perso I.R.S. Identification of A	on bove Person	13D
	AIF VI NCL (AIV III), I	L.P.	
2	Check the Appropriate B (a) (b)	Box if a Member of a Group o o	
3	SEC Use Only		
4	Source of Funds OO		
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o		
6	Citizenship or Place of C Cayman Islands	Organization	
	7	Sole Voting Power	
Number of Shares Beneficially Owned by	8	Shared Voting Power 78,623,675 shares of Ordinary Shares	
Each Reporting	9	Sole Dispositive Power	
Person With	10	Shared Dispositive Power 5,312,007 shares of Ordinary Shares	
11	Aggregate Amount Bene 78,623,675 shares of Orc	ficially Owned by Each Reporting Person linary Shares	
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* x		
13	Percent of Class Represe 38.3%	ented by Amount in Row (11)	
14	Type of Reporting Perso PN	n	

CUSIP No. G66721 1	10 4 Name of Reporting Perso I.R.S. Identification of A		13D
	AIF VI NCL (AIV IV),	L.P.	
2	Check the Appropriate E (a) (b)	Box if a Member of a Group o o	
3	SEC Use Only		
4	Source of Funds OO		
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o		
6	Citizenship or Place of C Cayman Islands	Organization	
	7	Sole Voting Power	
Number of Shares Beneficially Owned by	8	Shared Voting Power 78,615,055 shares of Ordinary Shares	
Each Reporting	9	Sole Dispositive Power	
Person With	10	Shared Dispositive Power 5,303,387 shares of Ordinary Shares	
11	Aggregate Amount Bene 78,615,055 shares of Oro	ficially Owned by Each Reporting Person dinary Shares	
12	Check Box if the Aggreg	gate Amount in Row (11) Excludes Certain Shares*	Х
13	Percent of Class Represe 38.3%	ented by Amount in Row (11)	
14	Type of Reporting Perso PN	n	

CUSIP No. G66721 1	10 4 Name of Reporting Pers I.R.S. Identification of A		13D
	Apollo Overseas Partner	rs VI, L.P.	
2	Check the Appropriate E (a) (b)	Box if a Member of a Group o o	
3	SEC Use Only		
4	Source of Funds OO		
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o		
6	Citizenship or Place of C Cayman Islands	Drganization	
	7	Sole Voting Power	
Number of Shares Beneficially Owned by	8	Shared Voting Power 79,248,766 shares of Ordinary Shares	
Each Reporting	9	Sole Dispositive Power	
Person With	10	Shared Dispositive Power 5,937,098 shares of Ordinary Shares	
11	Aggregate Amount Bene 79,248,766 shares of Ore	eficially Owned by Each Reporting Person dinary Shares	
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* x		
13	Percent of Class Represented by Amount in Row (11) 38.6%		
14	Type of Reporting Perso PN	n	

CUSIP No. G66721			13D
1	Name of Reporting Perso I.R.S. Identification of A		
	Apollo Overseas Partner	s (Delaware) VI, L.P.	
2	Check the Appropriate B (a)	Box if a Member of a Group o	
	(a) (b)	0	
3	SEC Use Only		
4	Source of Funds OO		
5	Check Box if Disclosure	of Legal Proceedings Is Required Pursua	nt to Items 2(d) or 2(e) o
6	Citizenship or Place of C Delaware	Organization	
	7	Sole Voting Power	
Number of Shares Beneficially	8	Shared Voting Power 75,767,219 shares of Ordinary Shares	
Owned by Each Reporting	9	Sole Dispositive Power	
Person With	10	Shared Dispositive Power 2,455,551 shares of Ordinary Shares	
11	Aggregate Amount Bene 75,767,219 shares of Oro	ficially Owned by Each Reporting Person dinary Shares	I
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* x		
13	Percent of Class Represe 36.9%	ented by Amount in Row (11)	
14	Type of Reporting Perso PN	n	

CUSIP No. G66721			13D
1	Name of Reporting Perso I.R.S. Identification of Al		
	Apollo Overseas Partners	s (Delaware 892) VI, L.P.	
2	Check the Appropriate B (a)	ox if a Member of a Group o	
	(a) (b)	0	
3	SEC Use Only		
4	Source of Funds OO		
5	Check Box if Disclosure	of Legal Proceedings Is Required Pursuant to It	tems 2(d) or 2(e) o
6	Citizenship or Place of O Delaware	rganization	
	7	Sole Voting Power	
Number of Shares	8	Shared Voting Power	
Beneficially Owned by	0	79,308,108 shares of Ordinary Shares	
Each Reporting	9	Sole Dispositive Power	
Person With	10	Shared Dispositive Power	
		5,996,440 shares of Ordinary Shares	
11	Aggregate Amount Bener 79,308,108 shares of Ord	ficially Owned by Each Reporting Person inary Shares	
12	Check Box if the Aggreg	ate Amount in Row (11) Excludes Certain Share	es* x
13	Percent of Class Represen 38.7%	nted by Amount in Row (11)	
14	Type of Reporting Person PN	1	

CUSIP No. G66721	104	13D
1	Name of Reporting Perso	on and the second se
	I.R.S. Identification of A	
	Apollo Overseas Partners	s (Germany) VI, L.P.
2	Check the Appropriate B	ox if a Member of a Group
	(a)	0
	(b)	0
3	SEC Use Only	
4	Course of Frends	
4	Source of Funds OO	
	00	
5	Charle Day if Diaglasses	-fI 1 $DrawdimI$ $Drawdimd$ $Draw$
5	Check Box II Disclosure	of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6	Citizenship or Place of C	rganization
0	Cayman Islands	ngamzation
	Cayman Islands	
	7	Sole Voting Power
Number of		
Shares	8	Shared Voting Power
Beneficially		73,386,876 shares of Ordinary Shares
Owned by		
Each	9	Sole Dispositive Power
Reporting		
Person With		
	10	Shared Dispositive Power
		75,208 shares of Ordinary Shares
11	Aganagata Amaynt Dana	ficially Owned by Each Departing Derson
11	73,386,876 shares of Orc	ficially Owned by Each Reporting Person
	75,580,870 shales of Of	iniary shares
12	Charle Day if the Aggree	ate Amount in Row (11) Excludes Certain Shares* x
12	Check box if the Aggreg	are Amount in Row (11) Excludes Certain Shares x
13	Percent of Class Represe	nted by Amount in Row (11)
15	35.8%	ince by Amount in Row (11)
	55.070	
14	Type of Reporting Perso	n
	PN	

CUSIP No. G66721	10 4	13D		
1	Name of Reporting Pe	rson		
	I.R.S. Identification of Above Person			
	AAA MIP Limited			
2	Check the Appropriate	Box if a Member of a Group		
	(a)	0		
	(b)	0		
3	SEC Use Only			
4	Source of Funds			
	00			
5	Check Box if Disclosu	re of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)	0	
6	Citizenship or Place of	f Organization		
	Guernsey			
	7	Sole Voting Power		
Number of				
Shares	8	Shared Voting Power		
Beneficially		78,161,610 shares of Ordinary Shares		
Owned by Each	9	Sole Dispositive Power		
Reporting	,	Sole Dispositive i ower		
Person With	10	Shared Dispositive Power		
		4,849,942 shares of Ordinary Shares		
11	Aggregate Amount Be 78,161,610 shares of C	neficially Owned by Each Reporting Person Ordinary Shares		
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* x			
13	Percent of Class Repre 38.1%	esented by Amount in Row (11)		
14	Type of Reporting Per CO	son		

CUSIP No. G66721	10 4	13D		
1	Name of Reporting Perso	n		
	I.R.S. Identification of Above Person			
	Apollo Alternative Assets	s, L.P.		
2		ox if a Member of a Group		
	(a)	0		
	(b)	0		
3	SEC Use Only			
4	Source of Funds			
+	OO			
	00			
5	Check Box if Disclosure	of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)		
6				
0	Cayman Islands	Citizenship or Place of Organization		
	Cayman Islands			
	7	Sole Voting Power		
		-		
Number of				
Shares	8	Shared Voting Power		
Beneficially		78,161,610 shares of Ordinary Shares		
Owned by	0			
Each	9	Sole Dispositive Power		
Reporting Person With				
reison with	10	Shared Dispositive Power		
	10	4,849,942 shares of Ordinary Shares		
		1,019,912 shares of ordinary shares		
11	Aggregate Amount Benef	icially Owned by Each Reporting Person		
	78,161,610 shares of Ord			
12	Check Box if the Aggrega	ate Amount in Row (11) Excludes Certain Shares* x		
13		tted by Amount in Row (11)		
	38.1%			
14				
14	Type of Reporting Person			
	PN			

CUSIP No. G6672 1	Name of Reporting Pers		13D
	I.R.S. Identification of A Apollo International Ma		
2	Check the Appropriate I (a) (b)	Box if a Member of a Group o o	
3	SEC Use Only		
4	Source of Funds OO		
5	Check Box if Disclosure	e of Legal Proceedings Is Required Pursuant to Items	s 2(d) or 2(e) o
6	Citizenship or Place of Delaware	Organization	
	7	Sole Voting Power	
Number of Shares Beneficially Owned by	8	Shared Voting Power 78,161,610 shares of Ordinary Shares	
Each Reporting	9	Sole Dispositive Power	
Person With	10	Shared Dispositive Power 4,849,942 shares of Ordinary Shares	
11	Aggregate Amount Ben 78,161,610 shares of Or	eficially Owned by Each Reporting Person dinary Shares	
12	Check Box if the Aggre	gate Amount in Row (11) Excludes Certain Shares*	х
13	Percent of Class Repres 38.1%	ented by Amount in Row (11)	
14	Type of Reporting Perso PN	on	

CUSIP No. G66721	10 4	13D		
1	Name of Reporting Perso	on		
	I.R.S. Identification of A	above Person		
	Apollo International Mar	nagement GP, LLC		
2	Check the Appropriate B	Box if a Member of a Group		
2	(a)			
	(a) (b)	0		
	(0)	0		
3	SEC Use Only			
4	Source of Funds			
	00			
5	Check Box if Disclosure	of Legal Proceedings Is Required Pursuant to Items 2(d) or 2	2(e) o	
6	Citizenship or Place of C	Irganization		
0	Delaware			
	7	Sole Voting Power		
Number of				
Shares	8	Shared Voting Power		
Beneficially		78,161,610 shares of Ordinary Shares		
Owned by				
Each	9	Sole Dispositive Power		
Reporting				
Person With				
	10	Shared Dispositive Power		
		4,849,942 shares of Ordinary Shares		
11		eficially Owned by Each Reporting Person		
	78,161,610 shares of Orc	dinary Shares		
12	Check Box if the Aggreg	gate Amount in Row (11) Excludes Certain Shares* x		
13	Percent of Class Represe	ented by Amount in Row (11)		
	38.1%			
14	Type of Reporting Person	n		
	00			

CUSIP No. G66721	10 4	13D		
1	Name of Reporting Perso	n		
	I.R.S. Identification of Above Person			
	Apollo Advisors VI (EH)	, L.P.		
_				
2		ox if a Member of a Group		
	(a)	0		
	(b)	0		
3	SEC Use Only			
4	Source of Funds			
	00			
5	Check Box if Disclosure	of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)		
6	Citizenship or Place of O	rganization		
Ū	Cayman Islands			
	,			
	7	Sole Voting Power		
Number of	0			
Shares	8	Shared Voting Power		
Beneficially		94,736,929 shares of Ordinary Shares		
Owned by Each	9	Sole Dispositive Power		
Reporting	7	Sole Dispositive i ower		
Person With				
	10	Shared Dispositive Power		
		21,425,261 shares of Ordinary Shares		
11		icially Owned by Each Reporting Person		
	94,736,929 shares of Ord	inary Shares		
10				
12	Check Box if the Aggrega	ate Amount in Row (11) Excludes Certain Shares* x		
12				
13		nted by Amount in Row (11)		
	46.2%			
14	True of Dan (* D			
14	Type of Reporting Person			
	PN			

CUSIP No. G66721	10 4	13D		
1	Name of Reporting Pers	on		
	I.R.S. Identification of Above Person			
	Apollo Advisors VI (EH	[-GP), Ltd.		
	•			
2	Check the Appropriate E	Box if a Member of a Group		
	(a)	0		
	(b)	0		
3	SEC Use Only			
4	Source of Funds OO			
	00			
5	Check Box if Disclosure	e of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)		
6	Citizenship or Place of C Cayman Islands	Drganization		
	7	Sole Voting Power		
Number of				
Shares	8	Shared Voting Power		
Beneficially		94,736,929 shares of Ordinary Shares		
Owned by		•		
Each	9	Sole Dispositive Power		
Reporting				
Person With				
	10	Shared Dispositive Power		
		21,425,261 shares of Ordinary Shares		
11	Aggregate Amount Bene 94,736,929 shares of Or	eficially Owned by Each Reporting Person dinary Shares		
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* x			
13	Percent of Class Represe 46.2%	ented by Amount in Row (11)		
14	Type of Reporting Perso OO	n		

CUSIP No. G66721	104	13D		
1	Name of Reporting Perso	n		
	I.R.S. Identification of Above Person			
	Apollo Principal Holding	s III, L.P.		
2		ox if a Member of a Group		
	(a)	0		
	(b)	0		
3	SEC Use Only			
4	Source of Funds			
+	OO			
	00			
5	Check Box if Disclosure	of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)		
6	Citizenship or Place of O	ranization		
0	Citizenship or Place of Organization Cayman Islands			
	Cuyman Islands			
	7	Sole Voting Power		
		-		
Number of				
Shares	8	Shared Voting Power		
Beneficially		94,736,929 shares of Ordinary Shares		
Owned by	0			
Each	9	Sole Dispositive Power		
Reporting Person With				
Person with	10	Shared Dispositive Power		
	10	21,425,261 shares of Ordinary Shares		
		21,425,201 shares of ordinary bhares		
11	Aggregate Amount Bene	ficially Owned by Each Reporting Person		
	94,736,929 shares of Ord			
12	Check Box if the Aggreg	ate Amount in Row (11) Excludes Certain Shares* x		
13	Percent of Class Represen	nted by Amount in Row (11)		
	46.2%			
1.4				
14	Type of Reporting Person	1		
	PN			

CUSIP No. G66721	10 4	13D	
1	Name of Reporting Perso	on	
	I.R.S. Identification of A	bove Person	
	Apollo Principal Holding	gs III GP, Ltd.	
2	Check the Appropriate B	Box if a Member of a Group	
2	(a)	0	
	(b)	0	
3	SEC Use Only		
4	Source of Funds		
	00		
5	Check Box if Disclosure	of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o	
6	Citizenship or Place of C	Dreanization	
0	Cayman Islands		
	7	Sole Voting Power	
Number of	0		
Shares	8	Shared Voting Power	
Beneficially		94,736,929 shares of Ordinary Shares	
Owned by	9	Sala Dismonitiva Dowar	
Each Reporting	9	Sole Dispositive Power	
Person With			
reison with	10	Shared Dispositive Power	
	10	21,425,261 shares of Ordinary Shares	
		,,,,,,,,,	
11	Aggregate Amount Bene	ficially Owned by Each Reporting Person	
	94,736,929 shares of Orc		
12	Check Box if the Aggreg	gate Amount in Row (11) Excludes Certain Shares* x	
13		ented by Amount in Row (11)	
	46.2%		
14			
14	Type of Reporting Perso	n	
	00		

CUSIP No. G66721 1	10 4 Name of Reporting Perso I.R.S. Identification of Al		13D
	Apollo Advisors VI, L.P.		
2	Check the Appropriate Be (a) (b)	ox if a Member of a Group o o	
3	SEC Use Only		
4	Source of Funds OO		
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o		
6	Citizenship or Place of O Delaware	rganization	
	7	Sole Voting Power	
Number of Shares Beneficially Owned by	8	Shared Voting Power 87,775,965 shares of Ordinary Shares	
Each Reporting	9	Sole Dispositive Power	
Person With	10	Shared Dispositive Power 14,464,297 shares of Ordinary Shares	
11	Aggregate Amount Benet 87,775,965 shares of Ord	ficially Owned by Each Reporting Person inary Shares	
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* x		
13	Percent of Class Represented by Amount in Row (11) 42.8%		
14	Type of Reporting Persor PN	1	

CUSIP No. G66721 1	1 10 413DName of Reporting Person1.R.S. Identification of Above Person		13D
	Apollo Capital Management VI, LLC.		
2	Check the Appropriate F (a) (b)	Box if a Member of a Group o o	
3	SEC Use Only		
4	Source of Funds OO		
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o		
6	Citizenship or Place of O Delaware	Drganization	
	7	Sole Voting Power	
Number of Shares Beneficially Owned by	8	Shared Voting Power 87,775,965 shares of Ordinary Shares	
Each Reporting	9	Sole Dispositive Power	
Person With	10	Shared Dispositive Power 14,464,297 shares of Ordinary Shares	
11	Aggregate Amount Bene 87,775,965 shares of Or	eficially Owned by Each Reporting Person dinary Shares	
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* x		
13	Percent of Class Represented by Amount in Row (11) 42.8%		
14	Type of Reporting Perso OO	n	

CUSIP No. G6672 1	1 10 4 Name of Reporting Per I.R.S. Identification of Apollo Principal Holdin	Above Person	13D
2	Check the Appropriate (a) (b)	Box if a Member of a Group o o	
3	SEC Use Only		
4	Source of Funds OO		
5	Check Box if Disclosur	re of Legal Proceedings Is Required Pursuant to Iterr	ns 2(d) or 2(e) o
6	Citizenship or Place of Delaware	Organization	
	7	Sole Voting Power	
Number of Shares Beneficially Owned by Each	8	Shared Voting Power 87,775,965 shares of Ordinary Shares Sole Dispositive Power	
Reporting Person With	10	Shared Dispositive Power 14,464,297 shares of Ordinary Shares	
11	Aggregate Amount Ber 87,775,965 shares of O	neficially Owned by Each Reporting Person rdinary Shares	
12	Check Box if the Aggre	egate Amount in Row (11) Excludes Certain Shares*	[¢] X
13	Percent of Class Repres 42.8%	sented by Amount in Row (11)	
14	Type of Reporting Pers PN	on	

CUSIP No. G6672 1	1 10 4 Name of Reporting Per I.R.S. Identification of Apollo Principal Holdin	Above Person	13D
2	Check the Appropriate (a) (b)	Box if a Member of a Group o o	
3	SEC Use Only		
4	Source of Funds OO		
5	Check Box if Disclosur	e of Legal Proceedings Is Required Pursuant to Item	as 2(d) or 2(e) o
6	Citizenship or Place of Delaware	Organization	
	7	Sole Voting Power	
Number of Shares Beneficially Owned by	8	Shared Voting Power 87,775,965 shares of Ordinary Shares	
Each Reporting Person With	9	Sole Dispositive Power	
Person with	10	Shared Dispositive Power 14,464,297 shares of Ordinary Shares	
11	Aggregate Amount Ber 87,775,965 shares of O	neficially Owned by Each Reporting Person rdinary Shares	
12	Check Box if the Aggre	egate Amount in Row (11) Excludes Certain Shares*	· x
13	Percent of Class Repres 42.8%	sented by Amount in Row (11)	
14	Type of Reporting Pers OO	on	

CUSIP No. G6672 1	1 10 4 Name of Reporting Per I.R.S. Identification of Apollo Management V	Above Person	13D
2	Check the Appropriate (a) (b)	Box if a Member of a Group o o	
3	SEC Use Only		
4	Source of Funds OO		
5	Check Box if Disclosu	re of Legal Proceedings Is Required Pursuant to Item	ns 2(d) or 2(e) o
6	Citizenship or Place of Delaware	Organization	
	7	Sole Voting Power	
Number of Shares Beneficially Owned by	8	Shared Voting Power 109,201,226 shares of Ordinary Shares	
Each Reporting	9	Sole Dispositive Power	
Person With	10	Shared Dispositive Power 35,889,558 shares of Ordinary Shares	
11	Aggregate Amount Be 109,201,226 shares of	neficially Owned by Each Reporting Person Ordinary Shares	
12	Check Box if the Aggr	regate Amount in Row (11) Excludes Certain Shares*	Ϋ́ Χ
13	Percent of Class Repre 53.2%	sented by Amount in Row (11)	
14	Type of Reporting Per PN	son	

CUSIP No. G6672 1	1 10 4 Name of Reporting Per I.R.S. Identification of AIF VI Management, L	Above Person	13D
2	Check the Appropriate (a) (b)	Box if a Member of a Group o o	
3	SEC Use Only		
4	Source of Funds OO		
5	Check Box if Disclosur	e of Legal Proceedings Is Required Pursuant to Iten	ns 2(d) or 2(e) o
6	Citizenship or Place of Delaware	Organization	
	7	Sole Voting Power	
Number of Shares Beneficially Owned by	8	Shared Voting Power 109,201,226 shares of Ordinary Shares	
Each Reporting	9	Sole Dispositive Power	
Person With	10	Shared Dispositive Power 35,889,558 shares of Ordinary Shares	
11	Aggregate Amount Ber 109,201,226 shares of 0	eficially Owned by Each Reporting Person Ordinary Shares	
12	Check Box if the Aggre	gate Amount in Row (11) Excludes Certain Shares	* X
13	Percent of Class Repres	sented by Amount in Row (11)	
14	Type of Reporting Pers OO	on	

CUSIP No. G6672 1	1 10 4 Name of Reporting Per I.R.S. Identification of Apollo Management, L	Above Person	13D
2	Check the Appropriate (a) (b)	Box if a Member of a Group o o	
3	SEC Use Only		
4	Source of Funds OO		
5	Check Box if Disclosur	re of Legal Proceedings Is Required Pursuant to Item	ns 2(d) or 2(e) o
6	Citizenship or Place of Delaware	Organization	
	7	Sole Voting Power	
Number of Shares Beneficially Owned by	8	Shared Voting Power 109,201,226 shares of Ordinary Shares	
Each Reporting	9	Sole Dispositive Power	
Person With	10	Shared Dispositive Power 35,889,558 shares of Ordinary Shares	
11	Aggregate Amount Ber 109,201,226 shares of	neficially Owned by Each Reporting Person Ordinary Shares	
12	Check Box if the Aggre	egate Amount in Row (11) Excludes Certain Shares*	· X
13	Percent of Class Repre 53.2%	sented by Amount in Row (11)	
14	Type of Reporting Pers PN	son	

CUSIP No. G6672 1	1 10 4 Name of Reporting Per I.R.S. Identification of Apollo Management G	Above Person	13D	
2	Check the Appropriate Box if a Member of a Group (a) o (b) o			
3	SEC Use Only			
4	Source of Funds OO			
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o			
6	Citizenship or Place of Organization Delaware			
	7	Sole Voting Power		
Number of Shares Beneficially Owned by Each Reporting Person With	8	Shared Voting Power 109,201,226 shares of Ordinary Shares Sole Dispositive Power		
	10	Shared Dispositive Power 35,889,558 shares of Ordinary Shares		
11	Aggregate Amount Beneficially Owned by Each Reporting Person 109,201,226 shares of Ordinary Shares			
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* x			
13	Percent of Class Represented by Amount in Row (11) 53.2%			
14	Type of Reporting Pers OO	on		

CUSIP No. G6672 1	1 10 4 Name of Reporting Pe I.R.S. Identification of Apollo Management H	Above Person	13D		
2	Check the Appropriate Box if a Member of a Group (a) 0 (b) 0				
3	SEC Use Only				
4	Source of Funds OO				
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o				
6	Citizenship or Place of Organization Delaware				
	7	Sole Voting Power			
Number of Shares Beneficially Owned by	8	Shared Voting Power 114,051,168 shares of Ordinary Shares			
Each Reporting Person With	9	Sole Dispositive Power			
	10	Shared Dispositive Power 40,739,500 shares of Ordinary Shares			
11	Aggregate Amount Beneficially Owned by Each Reporting Person 114,051,168 shares of Ordinary Shares				
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* o				
13	Percent of Class Represented by Amount in Row (11) 55.6%				
14	Type of Reporting Person PN				

CUSIP No. G6672 1	1 10 4 Name of Reporting Per I.R.S. Identification of Apollo Management H	Above Person	13D		
2	Check the Appropriate Box if a Member of a Group (a) 0 (b) 0				
3	SEC Use Only				
4	Source of Funds OO				
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o				
6	Citizenship or Place of Organization Delaware				
	7	Sole Voting Power			
Number of Shares Beneficially Owned by	8 9	Shared Voting Power 114,051,168 shares of Ordinary Shares			
Each Reporting Person With	9 10	Sole Dispositive Power Shared Dispositive Power 40,739,500 shares of Ordinary Shares			
11	Aggregate Amount Beneficially Owned by Each Reporting Person 114,051,168 shares of Ordinary Shares				
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* o				
13	Percent of Class Represented by Amount in Row (11) 55.6%				
14	Type of Reporting Person OO				

This Amendment No. 4 to Schedule 13D is filed by: (i) AAA Guarantor Co-Invest VI (B), L.P., a Marshall Islands limited partnership (Co-Invest VI (B)), (ii) AIF VI NCL (AIV), L.P., an exempted limited partnership registered in the Cayman Islands (AIF VI NCL), (iii) AIF VI NCL (AIV II), L.P., an exempted limited partnership registered in the Cayman Islands (NCL (AIV II)), (iv) AIF VI NCL (AIV III), L.P., an exempted limited partnership registered in the Cayman Islands (NCL (AIV III)), (v) AIF VI NCL (AIV IV), L.P., an exempted limited partnership registered in the Cayman Islands (NCL (AIV IV)), (vi) Apollo Overseas Partners VI, L.P., an exempted limited partnership registered in the Cayman Islands (Overseas VI), (vii) Apollo Overseas Partners (Delaware) VI, L.P., a Delaware limited partnership (Overseas Delaware), (viii) Apollo Overseas Partners (Delaware 892) VI, L.P., a Delaware limited partnership (Overseas 892), (ix) Apollo Overseas Partners (Germany) VI, L.P., an exempted limited partnership registered in the Cayman Islands (Overseas Germany), (x) AAA MIP Limited, a limited company incorporated in Guernsey (AAA MIP), (xi) Apollo Alternative Assets, L.P., an exempted limited partnership registered in the Cayman Islands (Alternative Assets), (xii) Apollo International Management, L.P., a Delaware limited partnership (Intl Management), (xiii) Apollo International Management GP, LLC, a Delaware limited liability company (International GP), (xiv) Apollo Advisors VI, L.P., a Delaware limited partnership (Advisors VI), (xv) Apollo Capital Management VI, LLC, a Delaware limited liability company (ACM VI), (xvi) Apollo Principal Holdings I, L.P., a Delaware limited partnership (Principal I), (xvii) Apollo Principal Holdings I GP, LLC, a Delaware limited liability company (Principal I GP), (xviii) Apollo Advisors VI (EH), L.P., an exempted limited partnership registered in the Cayman Islands (Advisors VI (EH)), (xix) Apollo Advisors VI (EH-GP), Ltd., an exempted company incorporated in the Cayman Islands with limited liability (Advisors VI (EH-GP)), (xx) Apollo Principal Holdings III, L.P., an exempted limited partnership registered in the Cayman Islands (Principal III), (xxi) Apollo Principal Holdings III GP, Ltd., an exempted company incorporated in the Cayman Islands with limited liability (Principal III GP), (xxii) Apollo Management VI, L.P., a Delaware limited partnership (Management VI), (xxiii) AIF VI Management, LLC, a Delaware limited liability company (AIF VI LLC), (xxiv) Apollo Management, L.P., a Delaware limited partnership (Apollo Management), (xxv) Apollo Management GP, LLC, a Delaware limited liability company (Management GP), (xxvi) Apollo Management Holdings, L.P., a Delaware limited partnership (Management Holdings), and (xxvii) Apollo Management Holdings GP, LLC, a Delaware limited liability company (Management Holdings GP), and supplements and amends the Statement on Schedule 13D filed on February 4, 2013, Amendment No. 1 to Schedule 13D filed on August 16, 2013, Amendment No. 2 to Schedule 13D filed on December 11, 2013, and Amendment No. 3 to Schedule 13D filed on December 31, 2013, with respect to the ordinary shares, par value \$0.001 (the Ordinary Shares), of Norwegian Cruise Line Holdings Ltd. (the Issuer). Co-Invest VI (B), AIF VI NCL, NCL (AIV II), NCL (AIV III), NCL (AIV IV), Overseas VI, Overseas Delaware, Overseas 892, Overseas Germany, AAA MIP, Alternative Assets, Intl Management, International GP, Advisors VI, ACM VI, Principal I, Principal I GP, Advisors VI (EH), Advisors VI (EH GP), Principal III, Principal III GP, Management VI, AIF VI LLC, Apollo Management, Management GP, Management Holdings and Management Holdings GP are referred to herein collectively as the Reporting Persons .

Unless otherwise indicated, capitalized terms used but not otherwise defined herein shall have the meaning assigned to such terms in the Statement on Schedule 13D filed on February 4, 2013, as amended.

Responses to each item of this Amendment No. 4 to Schedule 13D are incorporated by reference into the response to each other item, as applicable.

Item 1. Security and Issuer

Item 2. Identity and Background

Item 3. Source and Amount of Funds or Other Consideration

Item 4. Purpose of Transaction

Item 5. Interest in Securities of the Issuer

Item 5 is hereby amended and supplemented as follows:

On March 10, 2014, the Apollo Funds sold an aggregate of 7,500,000 Ordinary Shares pursuant to an underwritten offering (the Offering), as discussed in the Issuer s Rule 424(b)(7) final prospectus supplement (File No. 333-194311) filed with the Securities and Exchange Commission on March 6, 2014, and the underwriting agreement dated as of March 4, 2014 (the Underwriting Agreement), among the Issuer, the Apollo Funds and the Genting HK Entities as selling shareholders, and Citigroup Global Markets Inc. as the underwriter. Following the sale of the Ordinary Shares by the Apollo Funds, the Apollo Funds are the record holders of an aggregate of 40,739,500 Ordinary Shares.

Pursuant to the Shareholders Agreement, and following the sale of Ordinary Shares by the Genting HK Entities and the Apollo Funds pursuant to the Underwriting Agreement, the Apollo Funds may be deemed to beneficially own an aggregate of 114,051,168 Ordinary Shares, which includes the Ordinary Shares held of record by the Apollo Funds and the Ordinary Shares held by the Genting HK Entities and the TPG Entities, respectively, and represents approximately 55.6% of the Issuer s outstanding Ordinary Shares. See the Amendments to Schedule 13D filed with the Securities and Exchange Commission by the TPG Entities on December 9, 2013and by the Genting HK Entities on March 10, 2014, respectively.

The Ordinary Shares reported as beneficially owned by each Reporting Person includes only those shares over which such person may be deemed to have voting or dispositive power. None of the Apollo Funds has voting or dispositive power over the shares owned of record by any of the other Apollo Funds, and only Management Holdings and Management Holdings GP report beneficial ownership of all of the Ordinary Shares reported as beneficially owned by the Apollo Funds. Each of the Reporting Persons disclaims beneficial ownership of all of the Ordinary Shares included in this report, and the filing of this report shall not be construed as an admission that any such person or entity is the beneficial owner of any such securities for purposes of Section 13(d) or 13(g) of the Securities Exchange Act of 1934, as amended, or for any other purpose.

(a) See also the information contained on the cover pages of this Amendment No. 4 to Schedule 13D which is incorporated herein by reference. The percentage of Ordinary Shares beneficially owned by each Reporting Person is based on 205,167,499 outstanding Ordinary Shares as of February 27, 2014, as reported by the Issuer in its final prospectus filed under Rule 424(b)(7) with the Securities and Exchange Commission on March 6, 2014.

(b) See the information contained on the cover pages of this Amendment No. 4 to Schedule 13D, which is incorporated herein by reference.

(c) There have been no reportable transactions with respect to the Ordinary Shares of the Issuer within the last 60 days by the Reporting Persons, other than as described in this Amendment No. 4 to Schedule 13D.

(d) Not applicable.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Item 6 is hereby amended and supplemented as follows:

Underwriting Agreement

On March 4, 2014, the Issuer, the Apollo Funds and the Genting HK Entities as the selling shareholders, and Citigroup Global Markets Inc. as the underwriter (the Underwriter), entered into the Underwriting Agreement with respect to, among other things, the sale by the Apollo Funds of an aggregate of 7,500,000 shares of the Ordinary Shares of the Issuer. Closing of the sale of the Ordinary Shares sold by the Apollo Funds occurred on March 10, 2014.

Lock-up Agreement

In connection with the Offering, the Apollo Funds agreed to enter into a lock-up agreement (the Lock-Up Agreement) with the Underwriter, pursuant to which the Apollo Funds agreed that for a period of 60 days after March 4, 2014 (the Lock-Up Period), except with the prior written consent of the Underwriter, the Apollo Funds would not, among other things and subject to certain exceptions, (i) sell, offer to sell, contract or agree to sell, hypothecate, pledge, grant any option to purchase or otherwise dispose of or agree to dispose of, directly or indirectly, or file (or participate in the filing of) a registration statement with the Securities and Exchange Commission in respect of, or establish or increase a put equivalent position or liquidate or decrease a call equivalent position with the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, and the rules and regulations of the Securities and Exchange Commission promulgated thereunder with respect to, any Ordinary Shares, any other securities of the Issuer that are substantially similar to Ordinary Shares, or any securities convertible into or exchangeable or exercisable for, or any warrants or other rights to purchase or subscribe for, the foregoing (collectively, the Lock-Up Securities); (ii) enter into any swap or other agreement that transfers to another, in whole or in part, any of the economic consequences of ownership of the Lock-Up Securities; or (iii) publicly announce an intention to effect any transaction specified in clause (i) or (ii).

The summaries of the Underwriting Agreement and the Lock-Up Agreement as described in this Item 6 do not purport to be complete and are qualified in their entirety by reference to such agreements, which are attached to this Amendment No. 4 to Schedule 13D as Exhibit 1 and Exhibit 2, respectively, and are incorporated herein by this reference.

Item 7. Material to Be Filed as Exhibits

Exhibit 1: Form of Underwriting Agreement, by and among the Issuer, the Apollo Funds and the Genting HK Entities as selling shareholders, and Citigroup Global Markets Inc. the underwriter (incorporated herein by reference to Exhibit 1.1 to the Issuer's Current Report on Form 8-K (File No. 001-35784) filed with the Securities and Exchange Commission on March 10, 2014).

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Exhibit 2: Form of Lock-Up Agreement by and among the Issuer, Citigroup Global Markets Inc. and the Apollo Funds (incorporated herein by reference to Exhibit A to the Underwriting Agreement as set forth in Exhibit 1.1 to the Issuer's Current Report on Form 8-K (File No. 001-35784) filed with the Securities and Exchange Commission on March 10, 2014).

SIGNATURES

After reasonable inquiry and to the best knowledge and belief of each of the undersigned, each of the undersigned certifies that the information set forth in this statement with respect to such person is true, complete and correct.

Dated: March 12, 2014

AAA AAA GUARANTOR - CO-INVEST VI (B), L.P.

- By: AAA MIP Limited its general partner
 - By: Apollo Alternative Assets, L.P. its investment manager
 - By: Apollo International Management, L.P. its managing general partner
 - By: Apollo International Management GP, LLC its general partner
 - By: /s/ Laurie D. Medley Laurie D. Medley Vice President

AAA MIP LIMITED

- By: Apollo Alternative Assets, L.P. its investment manager
 - By: Apollo International Management, L.P. its managing general partner
 - By: Apollo International Management GP, LLC, its general partner
 - By: /s/ Laurie D. Medley Laurie D. Medley Vice President

APOLLO ALTERNATIVE ASSETS, L.P.

- By: Apollo International Management, L.P. its managing general partner
 - By: Apollo International Management GP, LLC its general partner
 - By: /s/ Laurie D. Medley Laurie D. Medley Vice President

APOLLO INTERNATIONAL MANAGEMENT, L.P.

- By: Apollo International Management GP, LLC its general partner
 - By: /s/ Laurie D. Medley Laurie D. Medley Vice President

APOLLO INTERNATIONAL MANAGEMENT GP, LLC

By: /s/ Laurie D. Medley Laurie D. Medley Vice President

AIF VI NCL (AIV), L.P.

- By: Apollo Advisors VI (EH), L.P. its general partner
 - By: Apollo Advisors VI (EH-GP), Ltd. its general partner
 - By: /s/ Laurie D. Medley Laurie D. Medley Vice President



AIF VI NCL (AIV II), L.P.

- By: Apollo Advisors VI (EH), L.P. its general partner
 - By: Apollo Advisors VI (EH-GP), Ltd. its general partner
 - By: /s/ Laurie D. Medley Laurie D. Medley Vice President

AIF VI NCL (AIV III), L.P.

- By: Apollo Advisors VI (EH), L.P. its general partner
 - By: Apollo Advisors VI (EH-GP), Ltd. its general partner
 - By: /s/ Laurie D. Medley Laurie D. Medley Vice President

AIF VI NCL (AIV IV), L.P.

- By: Apollo Advisors VI (EH), L.P. its general partner
 - By: Apollo Advisors VI (EH-GP), Ltd. its general partner
 - By: /s/ Laurie D. Medley Laurie D. Medley Vice President

APOLLO ADVISORS VI (EH), L.P.

- By: Apollo Advisors VI (EH-GP), Ltd. its general partner
 - By: /s/ Laurie D. Medley Laurie D. Medley Vice President

APOLLO ADVISORS VI (EH-GP), LTD.

By: /s/ Laurie D. Medley Laurie D. Medley Vice President

APOLLO PRINCIPAL HOLDINGS III, L.P.

- By: Apollo Principal Holdings III GP, Ltd. its general partner
 - By: /s/ Laurie D. Medley Laurie D. Medley Vice President

APOLLO PRINCIPAL HOLDINGS III GP, LTD.

By: /s/ Laurie D. Medley Laurie D. Medley Vice President

APOLLO OVERSEAS PARTNERS VI, L.P.

- By: Apollo Advisors VI, L.P., its managing general partner
 - By: Apollo Capital Management VI, LLC, its general partner
 - By: /s/ Laurie D. Medley Laurie D. Medley Vice President

APOLLO OVERSEAS PARTNERS (DELAWARE) VI, L.P.

- By: Apollo Advisors VI, L.P., its general partner
 - By: Apollo Capital Management VI, LLC, its general partner
 - By: /s/ Laurie D. Medley Laurie D. Medley Vice President

APOLLO OVERSEAS PARTNERS (DELAWARE 892) VI, L.P.

By: Apollo Advisors VI, L.P., its general partner

APOLLO OVERSEAS PARTNERS (GERMANY) VI, L.P.

- By: Apollo Advisors VI, L.P., its managing general partner
 - By: Apollo Capital Management VI, LLC, its general partner
 - By: /s/ Laurie D. Medley Laurie D. Medley Vice President

APOLLO ADVISORS VI, L.P.

- By: Apollo Capital Management VI, LLC, its general partner
 - By: /s/ Laurie D. Medley Laurie D. Medley Vice President

APOLLO CAPITAL MANAGEMENT VI, LLC

By: /s/ Laurie D. Medley Laurie D. Medley Vice President

APOLLO PRINCIPAL HOLDINGS I, L.P.

- By: Apollo Principal Holdings I GP, LLC, its general partner
 - By: /s/ Laurie D. Medley Laurie D. Medley Vice President

By: Apollo Capital Management VI, LLC, its general partner

By: /s/ Laurie D. Medley Laurie D. Medley Vice President

APOLLO PRINCIPAL HOLDINGS I GP, LLC

By: /s/ Laurie D. Medley Laurie D. Medley Vice President

APOLLO MANAGEMENT VI, L.P.

- By: AIF VI Management, LLC its general partner
 - By: /s/ Laurie D. Medley Laurie D. Medley Vice President

AIF VI MANAGEMENT, LLC

By: /s/ Laurie D. Medley Laurie D. Medley Vice President

APOLLO MANAGEMENT, L.P.

- By: Apollo Management GP, LLC its general partner
 - By: /s/ Laurie D. Medley Laurie D. Medley Vice President

APOLLO MANAGEMENT GP, LLC

By: /s/ Laurie D. Medley Laurie D. Medley Vice President

APOLLO MANAGEMENT HOLDINGS, L.P.

- By: Apollo Management Holdings GP, LLC its general partner
 - By: /s/ Laurie D. Medley Laurie D. Medley Vice President

APOLLO MANAGEMENT HOLDINGS GP, LLC

By: /s/ Laurie D. Medley Laurie D. Medley Vice President