

Farkas Daniel S
 Form 4
 January 25, 2013

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Farkas Daniel S

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 7665 CORPORATE CENTER DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/24/2013

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 SVP Gen. Counsel & Secretary

MIAMI, FL 33126

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

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

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	01/24/2013		P	A	400	\$ 19	400 D

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
NCL Corporation Units	<u>(1)</u>	01/24/2013		A	43,797	<u>(2)</u> / <u>(1)</u>	Common Stock	43,797

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Farkas Daniel S 7665 CORPORATE CENTER DRIVE MIAMI, FL 33126			SVP Gen. Counsel & Secretary	

Signatures

/s/ Daniel S. Farkas
Date: 01/25/2013

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- The NCL Corporation Units (the "Units") are redeemable for an equal number of shares of Norwegian Cruise Line Holdings Ltd.'s
- (1) ("NCLH") common stock, or, at the election of NCLH, a cash payment equal to the value of the exchanged Units. The Units are subject to customary adjustments for stock splits, subdivisions, combinations and other extraordinary events. The Units have no expiration date.
 - (2) 33,356 of these Units were vested as of the acquisition date. 2,922 of these Units will vest in five equal, annual installments on 09/04/2013, 09/04/2014, 09/04/2015, 09/04/2016, and 09/04/2017. 7,519 of these Units will vest in three equal, annual installments on 09/15/2013, 09/15/2014, and 09/15/2015.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.