

Norwegian Cruise Line Holdings Ltd.

Form 3

December 05, 2014

**FORM 3****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF  
SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting  
Person \*Montague Jason  
(Last) (First) (Middle)7665 CORPORATE CENTER  
DRIVE

(Street)

MIAMI, FL 33126

(City) (State) (Zip)

2. Date of Event Requiring  
Statement(Month/Day/Year)  
12/01/20143. Issuer Name and Ticker or Trading Symbol  
Norwegian Cruise Line Holdings Ltd. [NCLH]4. Relationship of Reporting  
Person(s) to Issuer5. If Amendment, Date Original  
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer ☐ Other  
(give title below) (specify below)  
President & COO of PCHI6. Individual or Joint/Group  
Filing(Check Applicable Line)  
☒ Form filed by One Reporting  
Person  
☐ Form filed by More than One  
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security  
(Instr. 4)2. Amount of Securities  
Beneficially Owned  
(Instr. 4)3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)

Common Stock

57,200 <sup>(1)</sup>

D

A

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

SEC 1473 (7-02)

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form displays a  
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security  
(Instr. 4)2. Date Exercisable and  
Expiration Date  
(Month/Day/Year)3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)  
Title4. Conversion  
or Exercise  
Price of  
Derivative  
Security5. Ownership  
Form of  
Derivative  
Security:  
Direct (D)6. Nature of Indirect  
Beneficial Ownership  
(Instr. 5)

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Stock Option (right to buy)	Â (2)	11/18/2024	Common Stock	40,000	\$ 41.79	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships				Other
	Director	10% Owner	Officer		
Montague Jason 7665 CORPORATE CENTER DRIVE MIAMI, FL 33126	Â	Â	Â	President & COO of PCHI	Â

## Signatures

/s/ Daniel S. Farkas, attorney-in-fact for Jason  
Montague

12/05/2014

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The reporting person acquired beneficial ownership of 57,200 shares of Norwegian Cruise Line Holdings Ltd.'s ("NCLH") common stock as partial consideration for the cancellation of the reporting person's equity interests in Prestige Cruises International, Inc. ("PCI") pursuant to PCI's merger into a subsidiary of NCLH (the "Merger"). The amount of NCLH common stock reported as beneficially owned by the reporting person following the Merger does not include 8,694 shares that are currently being held in escrow in the name of the escrow agent and are subject to forfeiture during the nine (9) months following the closing date of the Merger to satisfy indemnification obligations arising under the merger agreement.

(2) The options vest in four equal, annual installments on 11/19/2015, 11/19/2016, 11/19/2017 and 11/19/2018.

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### Remarks:

Exhibit List:Â Exhibit 24 -Â Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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