

Norwegian Cruise Line Holdings Ltd.  
Form 8-K  
August 10, 2017

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): August 10, 2017**

**NORWEGIAN CRUISE LINE HOLDINGS LTD.**

**(Exact name of Registrant as specified in its charter)**

**Bermuda**

**(State of Incorporation)**

**001-35784**

**(Commission File Number)**

**98-0691007**

**(I.R.S. Employer Identification No.)**

**7665 Corporate Center Drive**                      **33126**  
**Miami, Florida**  
**(Address of principal executive offices) (Zip Code)**

**(305) 436-4000**

**(Registrant's telephone number, including area code)**

**(Former Name or Former Address, if Changed Since Last Report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

“Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

“Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

“Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

“Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).  
Emerging growth company “

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. “



**Item 8.01 Other Events.**

On August 10, 2017, Norwegian Cruise Line Holdings Ltd. (the “Company”) issued a press release announcing a secondary public offering (the “Offering”) of its ordinary shares by certain selling shareholders affiliated with Apollo Global Management, LLC, Genting Hong Kong Limited and TPG Global, LLC (together, the “Sponsors”). The press release is attached hereto as Exhibit 99.1 and is incorporated in this Item 8.01 by reference.

Upon completion of the Offering, approximately 22.7% of the Company’s ordinary shares will continue to be held by the Sponsors and their respective affiliates.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Press Release issued by the Company on August 10, 2017.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, Norwegian Cruise Line Holdings Ltd. has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: August 10, 2017 NORWEGIAN CRUISE LINE  
HOLDINGS LTD.

By: /s/ WENDY A. BECK  
Wendy A. Beck  
Executive Vice President  
and Chief Financial Officer

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press Release issued by the Company on August 10, 2017.